



NYLIM GF

An undertaking for collective investment
organized under the laws of the Grand Duchy of Luxembourg as a SICAV

PARTIAL PROSPECTUS for the distribution of the shares in Switzerland

Subscriptions may only be accepted if made on the basis of this prospectus (hereafter the "Prospectus"), which is only valid if accompanied by the last available annual report and the last semi-annual report if published after the last annual report. These documents are an integral part of the Prospectus.

1 September 2023



INTRODUCTION

NYLIM GF (hereinafter the "SICAV" or the "Fund") is registered on the official list of undertakings for collective investment (hereinafter "UCI") pursuant to Part I of the law of 17 December 2010 on UCI, as may be amended from time to time (hereinafter the "Law") and qualifies as an undertaking for collective investment in transferable securities ("UCITS").

Such registration may not be interpreted as a positive appraisal by the supervisory authority as to the content of the present prospectus (hereinafter the "Prospectus") or the quality of the securities offered or held by the SICAV. Any affirmation to the contrary is unauthorized and illegal.

This Prospectus cannot be used for the purpose of an offer or solicitation in any jurisdiction or in any circumstances in which such offer or solicitation is not authorized.

Shares in the SICAV are not and will not be registered under the U.S. Securities Act of 1933, as amended (the "1933 Securities Act") and the SICAV is not and will not be registered under the U.S. Investment Company Act of 1940, as amended (the "1940 Act"). The shares in the SICAV may not be offered, sold or transferred in the United States (including its territories and possessions) or directly or indirectly benefit any U.S. Person (as defined in Regulation S of the U.S. 1933 Securities Act and Rule 4.7 under the U.S. Commodity Exchange Act). Subscribers for shares in the SICAV will be required to certify in writing that they are not U.S. Persons. Shareholders are required to notify the SICAV immediately in the event that they become U.S. Persons. Shareholders who become U.S. Persons will be required to dispose of their shares to non-U.S. Persons. The SICAV reserves the right to repurchase any shares which are or become owned, directly or indirectly, by a U.S. Person or if the holding of the shares by any person is unlawful or detrimental to the interests of the SICAV. However, notwithstanding the foregoing, the SICAV reserves the right to make a private placement of its shares to a limited number of U.S. Persons, to the extent permitted under applicable U.S. law.

In addition, impacted institutions and persons which do not comply with the requirements of the U.S. Foreign Account Tax Compliance Act ("FATCA"), related provisions in the U.S. Hiring Incentives to Restore Employment Act (the "HIRE Act"), and the implementing regulations under FATCA and the HIRE Act, including similar requirements adopted by partner countries which have signed an "Intergovernmental Agreement" with the United States, must expect to be forced to have their shares redeemed when and if FATCA requires such redemption. According to FATCA, the SICAV as an FFI (i.e. a foreign financial institution as defined by FATCA), may require all shareholders to provide documentary evidence of their tax residence as well as any other information deemed necessary to comply with FATCA. In this respect, the SICAV shall have the right to:

- withhold any taxes or similar charges that it is legally required to withhold in respect of any shareholding in the SICAV;
- require any shareholder or beneficial owner of the shares to promptly furnish such personal data as may be required by the SICAV in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;
- divulge any such personal information to any tax or regulatory authority, as may be required by law or such authority;
- withhold payment of any dividend or redemption proceeds to a shareholder until the SICAV receives sufficient information to enable it to determine the correct amount to be withheld; and
- redeem the shares in the SICAV held by any non-participating FFI that fails to comply with the requirements of FATCA.

In accordance with the provisions of the Luxembourg law on the protection of persons with regard to the processing of personal data, and all applicable local laws and regulations, in each case, as amended, revised or replaced (including by operation of EU Regulation 2016/679) (the "GDPR"), the Management Company, as data controller, collects, stores and processes, by electronic or other means, the personal data of investors for the purpose of fulfilling the services required by the investors and complying with its legal and regulatory obligations. The personal data processed by the Management Company includes, in particular, the name, contact details (including postal or email address), TIN, banking details, invested amount and holdings in the Fund of investors ("Personal Data"). The investor may at his/her discretion refuse to communicate Personal Data to the Management Company. In this case, however, the Management Company may reject a request for Shares. Each investor has a right to: (i) access his/her Personal Data (including in certain cases in a commonly used, machine readable format); (ii) to have their Personal Data rectified (where it is inaccurate or incomplete), (iii) to have their Personal Data erased where the Management Company/or the Fund no longer has any legitimate reasons to process it; ; (iv) to have their Personal Data restricted; (v) to object to the processing of their Personal Data by the Management Company in certain circumstances; and (vi) to lodge a complaint with the applicable supervisory authority, by writing to the Management Company at its registered office. Personal Data is processed, in particular, for the purposes of processing subscriptions, redemptions and conversions of Shares and payments of dividends to investors, account administration, client relationship management, performing controls on excessive trading and market timing practices, tax identification as may be required under Luxembourg or foreign laws and regulations (including laws and regulations relating to FATCA or CRS) and compliance with applicable anti-money laundering rules. Personal Data supplied by shareholders is also processed for the purpose of maintaining the register of shareholders of the Fund. In addition, Personal Data may be processed for the purposes of marketing. Each investor has the right to object to the use of its Personal Data for marketing purposes by writing to the Fund. The Management Company may ask investors for their



consent to collect or process his/ her Personal Data on certain occasions, for example, for the purposes of marketing. The Investors can withdraw this consent at any time. The Management Company also processes investors' Personal Data where necessary to fulfil its contract with the investor, or when required by law, such as if the Fund receives a request from law enforcement or other government officials. The Management Company also processes investors' Personal Data when it is in the Management Company's or Fund's legitimate interests to do this and when these interests are not overridden by investors' data protection rights. For example, the Fund has a legitimate interest in ensuring the effective operation of the Fund. Personal Data may be transferred to affiliates and third-party entities supporting the activities of the Fund which include, in particular, the Management Company Administrator, Custodian, Transfer agent and Distributors that are located in the European Union. Personal Data may also be transferred to entities which are located in countries outside of the European Union and whose data protection laws may not offer an adequate level of protection. In subscribing for Shares, each investor expressly consents and agrees to the transfer and processing of his/her Personal Data to the entities referred to above, including entities located outside the European Union and in particular in countries which may not offer an adequate level of protection. The Management Company or the Fund may also transfer Personal Data to third-parties such as governmental or regulatory agencies, including tax authorities, in or outside the European Union, in accordance with applicable laws and regulations. In particular, such Personal Data may be disclosed to the Luxembourg tax authorities, which in turn may acting as data controller, disclose the same to foreign tax authorities. Investors can request further information about how the Fund ensures that transfers of Personal Data comply with the GDPR by contacting the Fund at the registered office of the Management Company. Personal Data will not be retained for a period longer than necessary for the purpose of the data processing, subject to applicable legal minimum retention periods.

The SICAV meets the conditions set down in part I of the Law and European Directive 2009/65/EC, as amended (hereafter the "Directive 2009/65/EC").

The Board of Directors of the SICAV has taken reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts, the omission of which would make any statement contained herein misleading. The Board of Directors accepts responsibility accordingly.

The Prospectus may be translated into other languages provided that such translation shall be a direct translation of the English text and, in the event of a dispute, the English language version shall prevail. All disputes as to the terms thereof shall be governed by, and construed in accordance with the laws of the Grand Duchy of Luxembourg.

No person is authorized to give any information other than that contained in the Prospectus or in the documents referred to herein, which may be consulted by the general public.

This Prospectus will be updated in appropriate time in order to reflect significant changes. It is therefore recommended that potential subscribers contact the SICAV to enquire whether any updated Prospectus has been published.

Any reference made in this Prospectus:

- to the term "CHF" refers to the currency of the Swiss Confederation;
- to the term "EU" refers to the European Union;
- to the term "EUR" refers to the official single European currency adopted by a number of EU Member States participating in the Economic and Monetary Union;
- to the term "GBP" refers to the currency of the United Kingdom of Great Britain and Northern Ireland;
- to the term "Member State" refers to a Member State of the European Union. States that are party to the Agreement on the European Economic Area, other than the Member States of the European Union, are treated as equivalent to Member States of the European Union, within the limits defined by said Agreement and its associated instruments;
- to the term "US" refers to the United States of America
- to the term "USD" refers to the currency of the United States of America;
- to the term "U.S. Person" has the same meaning as defined in Regulation S under the 1933 Securities Act.
- to the term "Business Day" means any full banking business day. For the avoidance of doubt, December 24 is not to be considered as a Business Day.

Subscribers and potential investors are advised to seek advice on the possible tax consequences, the legal requirements and any restriction or exchange control provision under the laws of their countries of origin, residence or domicile, which could have an influence on the subscription, purchase, ownership or sale of the shares of the SICAV.

The SICAV draws the attention of investors to the fact that no investor may fully and directly exercise his/her rights as investor vis-à-vis the SICAV (particularly the right to take part in the general meetings of shareholders) unless this investor is listed, in his/her own name, in the register of shareholders of the SICAV. In the event that the investor invests in the SICAV through an intermediary, which invests in the SICAV in its own name but on behalf of the investor, shareholder rights may not necessarily be exercised by the investor directly in relation to the SICAV. Investors are recommended to obtain information on their rights.

The shares in the SICAV may not be offered, sold or transferred to a U.S. employee benefit plan subject to the U.S.



Employee Retirement Income Security Act of 1974, as amended (“ERISA”) or any other U.S. employee benefit plan or U.S. individual retirement account or arrangement (“IRA”) and may not be offered sold or transferred to a fiduciary or any other person or entity acting on behalf of the assets of a U.S. employee benefit plan or IRA (collectively, a “U.S. benefit plan investor”). Subscribers for shares in the SICAV may be required to certify in writing that they are not a U.S. benefit plan investor. Shareholders are required to notify the SICAV immediately in the event that they are or become a U.S. benefit plan investor and will be required to dispose of their shares to non-U.S. benefit plan investors. The SICAV reserves the right to repurchase any shares which are or become owned, directly or indirectly, by a U.S. benefit plan investor. However, notwithstanding the foregoing, the SICAV reserves the right to make a private placement of its shares to a limited number of U.S. benefit plan investors, to the extent permitted under applicable U.S. law.



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1. Managing and administrative bodies for the SICAV

Board of Directors of the SICAV

- Chairman of the Board of Directors of the SICAV: Ms. **Morgan Glaser**, Director of International Business Planning & Coordination of New York Life Investment Management LLC
- Members of the Board of Directors of the SICAV:
 - Ms. **Annemarie Arens**, Independent Director
 - Mr. **Koen Van De Maele**, Global Head of Investment Solutions, Candriam
 - Mr. **Tanguy de Villenfagne**, Advisor to the Group Strategic Committee, Candriam
 - Mr. **Renato Guerriero**, Deputy C.E.O, Candriam
 - Mr **Francis Harte**, Senior Managing Director, Chief Financial Officer & Treasurer of New York Life Investment, Member of the Board of Directors of Candriam

Registered Office: 5 Allée Scheffer – L-2520 Luxembourg

Depository and Principal Paying Agent : CACEIS Bank, Luxembourg Branch 5, Allée Scheffer, L-2520 Luxembourg

Management Company: Candriam, Serenity – Bloc B, 19-21, route d'Arlon, L - 8009 Strassen

- Chairman of the Board of Directors of the Management Company: Mr. Naïm **Abou-Jaoudé**, Chairman and Chief Executive Officer of New York Life investment Management Holdings LLC and New York Life investment Management LLC,
- Members of the Board of Directors of the Management Company:
 - Mr **Renato Guerriero**, Deputy Chief Executive Officer - Global Development & Distribution, Candriam
 - Mr **Vincent Hamelink**, Chief Executive Officer, Candriam
 - Mr. **Frank Harte**, Senior Managing Director, Chief Financial Officer & Treasurer, New York Life Investment Management Holdings LLC, Senior Vice President, New York Life Insurance Company
 - Ms **Shawna Hanley**, Managing Director & Chief of Staff, MacKay Shields
 - Mr. **Alain Karaoglan**, Executive Vice President and Head of Strategic Businesses of New York Life Insurance Company
 - Ms. **Melissa Kuan**, Managing Director and Head of Strategy & Business Development of New York Life Investment Management
 - Mr. **Jean-Yves Maldague**, Managing Director, Candriam
 - Mr. **Anthony Malloy**, Executive Vice President & Chief Investment Officer, New York Life Insurance Company and Chief Executive Officer, NYL Investors LLC
- Chairman of the Board of Management: Mr. **Jean-Yves Maldague**, Managing Director, Candriam
- Members of the Board of Management:
 - Ms. **Justine Barrielle**, Member of the Board of Management
 - Mr. **Fabrice Cuchet**, Member of the Board of Management
 - Ms. **Nadège Dufossé**, Member of the Board of Management
 - Mr. **Tanguy De Villenfagne**, Member of the Board of Management
 - Mr. **Nicolas Forest**, Member of the Board of Management
 - Mr. **Renato Guerriero**, Member of the Board of Management
 - Mr. **Vincent Hamelink**, Member of the Board of Management

Portfolio Managers

- MacKay Shields LLC, 1345 Avenue of the Americas, 43rd Floor, New York, NY 10105
- NYL Investors LLC, 51 Madison Avenue, 2nd Floor, New York, NY 10010
- Ausbil Investment Management Limited, Grosvenor Place, Level 27, 225 George Street, Sydney, NSW 2000

Administrative Agent and Domiciliary Agent: CACEIS Bank, Luxembourg Branch 5, Allée Scheffer, L-2520 Luxembourg



Transfer Agent and Registrar: CACEIS Bank, Luxembourg Branch 5, Allée Scheffer, L-2520 Luxembourg

Certified Auditors: PricewaterhouseCoopers, 2 rue Gerhard Mercator, BP1443, L – 1014 Luxembourg



2. General description of the SICAV

NYLIM GF (hereinafter the “SICAV”) is incorporated under Luxembourg law as a public limited company (“*société anonyme*”) qualifying as an investment company organized with variable share capital within the meaning of the Law.

The SICAV was incorporated on 30 June 2015 by way of a deed of Me Henri Hellinckx, notary residing in Luxembourg, published in the *Mémorial C, Recueil des Sociétés et Associations* (the “Mémorial”) on 15 July 2015 and is established for an indefinite period of time from the date of incorporation. The SICAV is registered at the Luxembourg Trade and Companies Register under reference B-198176.

The Articles of Incorporation were last amended on 1st September 2023 and the corresponding amendments have been published in the *Recueil Electronique des Sociétés et Associations* (“RESA”). The coordinated Articles of Incorporation have been filed with the Luxembourg Trade and Companies Registry.

The capital of the SICAV shall at all times be equal to the value of the net assets of the SICAV. The minimum capital of the SICAV is the equivalent in United States dollars of the legal minimum provided by law (i.e. EUR 1,250,000), represented by fully paid-up Shares of no par value.

The SICAV is an umbrella fund, enabling investors to choose between one or more investment strategies by investing in one or more separate sub-funds offered by the SICAV with the possibility of moving from one sub-fund to another.

The SICAV is open-ended, which means that, upon their request, shareholders can redeem their shares at prices based on the applicable net asset value as described in the Prospectus.

The following sub-fund is currently available to investors:

- US High Yield Corporate Bonds

The Board of Directors may decide to issue shares in different classes (each, a “share class”), the assets of which will be commonly invested as per the investment policy specific to the sub-fund in question. It may create share classes from time to time which may have different terms and characteristics such as a specific cost structure, distribution policy, hedging policy, reference currency, category of investors, marketing country or other specific features.

Furthermore, a currency hedging process may be applied to the share classes as specified in the Fact Sheets of the sub-funds:

- Base currency hedged share classes:

These hedged share classes aim to reduce the effect of exchange rate fluctuations between the base currency of the sub-fund and the currency in which the hedged share class is denominated.

The aim of this type of hedging is for the performance of the hedged share class to be reasonably comparable (after adjusting for the difference in interest rates between the two currencies) to the performance of a share class denominated in the sub-fund’s base currency. This type of hedging is identified with the suffix H added in the denomination of the share class.

- Asset hedged share classes:

These hedged share classes aim to reduce the effect of exchange rate fluctuations between the currencies in which a sub-fund’s investments are held and the currency of the hedged share class. This type of hedging is identified with the suffix AH added in the denomination of the share class.

Both share class types aim to mitigate currency risk however this will result in differences in performance between these hedged share classes and share classes denominated in the sub-funds base currency.

Investors should be aware that any currency hedging process may not lead to a complete hedge. Therefore, the currency hedge may not fully mitigate the currency risk.

All gains/losses arising from the hedging process are borne separately by the shareholders of the respective hedged share classes.

The share classes described below may be available as capitalization shares and/or as distribution shares, as detailed in the technical sheets accompanying this Prospectus (the “Fact Sheets”):

- The **B** share class is available only to certain banking distributors approved by the Management Company.
- The **BF** class is reserved for feeder UCIs under Belgian law approved by the Management Company and managed by an entity of the Candriam group.
- The **C** share class is available to both individuals and legal entities.



- The **I** share class is reserved exclusively for institutional investors.
- The **PI** share class is reserved to institutional investors that subscribe to shares before the sub-fund has reached a critical size in terms of assets under management. The minimum initial subscription is USD 1,000,000 or the equivalent in currencies for classes denominated in foreign currencies. This minimum may be changed at the discretion of the Board of Directors provided shareholders are treated equally on the same valuation date. The share class remains open to subscriptions until any of the following events occurs:
 - (i) a certain period of time set by the Board of Directors has elapsed,
 - (ii) the sub-fund has reached a critical size in terms of assets under management as determined by the Board of Directors or
 - (iii) the Board of Directors decides on a motivated basis to cease the offering of the Share Class.The Board of Directors may re-open the PI Share Classes at its discretion without prior notice to Shareholders.
- The **R** share class is restricted to those financial intermediaries (including distributors and platform providers) which:
 - (i) have separated arrangements with their clients for the provision of investment services related to the sub fund, and
 - (ii) are not entitled to accept and retain from the management company, due to their applicable laws and regulations or to agreements with their clients, any fee, commission or monetary benefit, in the context of the above-mentioned investment services.
- The **S** share class is reserved exclusively for institutional investors specifically approved by the Management Company.
- The **V** share class is reserved to institutional investors whose minimum initial subscription is USD 20,000,000 or the equivalent in currencies for classes denominated in foreign currencies. This minimum may be changed at the discretion of the Board of Directors provided shareholders are treated equally on the same valuation date.
- The **Z** share class is reserved for:
 - Institutional/professional investors approved by the Management Company. The portfolio management activity for this class is directly remunerated through the contract concluded with the investor, so no portfolio management fee is payable for the assets of this class.
 - UCIs approved by the Management Company and managed by an entity of the Candriam group.
- The **ZF** share class is reserved for feeder UCIs approved by the Management Company and managed by an entity of the Candriam group.

If it appears that an investor no longer meets the conditions for accessing the class in question, the Board of Directors may take all the necessary measures and, if necessary, convert the shares into another appropriate class.

The assets of the various share classes are pooled within a single account.

Before subscribing, investors should refer to the Fact Sheets to obtain further details about each sub-fund.

The Board of Directors may, from time to time, decide to offer additional sub-funds and/or additional share classes in any existing sub-fund. The Prospectus will then be updated and amended so as to include detailed information on the new sub-fund and/or share class.

The Board of Directors of the SICAV is responsible for defining the investment policy of each sub-fund.

3. Management and administration

3.1. Board of Directors

The Board of Directors of the SICAV is responsible for managing the assets of each of the sub-funds of the SICAV.



It has overall responsibility for the management of the SICAV including making general policy decisions and reviewing the actions of the Management Company, Depositary, and any other service provider appointed by the SICAV from time to time.

The list of the members of the Board of Directors is detailed in this Prospectus in the clause titled "Managing and administrative bodies for the SICAV" and in the financial reports.

3.2. Domiciliation

The SICAV and CACEIS Bank, Luxembourg Branch, have concluded a domiciliation agreement for an unlimited term.

Under this agreement, CACEIS Bank, Luxembourg Branch, provides the registered office and address to the SICAV in addition to other services relating to domiciliation.

The SICAV may terminate the domiciliary agent functions of CACEIS Bank, Luxembourg Branch with three months' written notice, and the latter may terminate its own functions with the same notice.

3.3. Management Company

Candriam, a Luxembourg partnership limited by shares (*société en commandite par actions*) with its registered office at Serenity – Bloc B, 19-21 route d'Arlon, L-8009 Strassen, has been appointed as management company (hereinafter "Management Company") under a Management Company Agreement concluded for an indefinite period of time and may be terminated by either party with three months' written notice.

Candriam is a subsidiary of Candriam Group, a New York Life Insurance Company group entity. It is registered with the Luxembourg Trade and Companies Register under reference B 37.647 and its articles of incorporation were amended for the last time on 17 June 2022; the corresponding amendments were published in the Mémorial.

Candriam is registered with the Luxembourg Supervisory Authority under Chapter 15 of the Law, and is authorized to provide collective portfolio management, investment portfolio management and investment advisory services. Its financial year ends on 31 December each year.

3.3.1. Functions and responsibilities

The Management Company has the broadest possible powers to carry out UCI management and administration activities in accordance with its business purpose. It is responsible for the portfolio management, administration (i.e. activities of administrative agent, transfer agent and registrar) and marketing (distribution) activities of the SICAV.

The Management Company may at its own expense and under its control and supervision delegate its functions. However, it retains full responsibility for any action undertaken by the delegate.

In consideration for its portfolio management, administration and distribution services (as defined in Appendix II of the Law), the Management Company is entitled to receive the fees, payable by the SICAV to the Management Company, as detailed in each Fact Sheet.

Investors are advised to read the SICAV's financial reports to obtain detailed information on the fees paid to the Management Company in remuneration of its services.

3.3.1.1. Portfolio management duties

The Management Company shall be responsible for the portfolio management of all the sub-funds. Among other things, it may exercise any voting rights on behalf of the SICAV which are attached to the transferable securities that make up the assets of the SICAV. It may also, under its control and responsibility, delegate the exercise of such voting rights attached to the transferable securities that make up the assets of the SICAV.

The Management Company may, at its own expense and under its control and supervision, delegate its portfolio management functions in relation to the assets of the sub-funds within the limits prescribed by the Law.

Under the terms of a delegation agreement, which may be terminated by either party subject to three months' written notice, the Management Company has delegated (i) the portfolio management duties and (ii) the exercise of any voting rights which are attached to the transferable securities that make up the assets of the sub-fund **US High Yield Corporate Bonds** under its control, responsibility and at its own expense, to **MacKay Shields LLC** ("MacKay Shields"), whose registered office is located at 1345 Avenue of the Americas, New York, NY 10105.

MacKay Shields is a fixed income focused portfolio management firm that specializes in the management of income-oriented investment strategies. MacKay Shields was founded in 1938 as an economic consulting firm and became a registered investment adviser in April 1969. In 1984, NYLIC purchased MacKay Shields. Today, MacKay Shields is a wholly-owned subsidiary of NYL Investments Holdings.



In consideration for its services, the Management Company is entitled to receive management fees, payable out of the assets of the relevant sub-funds at the end of each month.

3.3.1.2. Central Administration

Under the terms of a Central Administration Agreement (the "Central Administration Agreement"), the Management Company has appointed, at its own expense and under its control and responsibility, CACEIS Bank, Luxembourg Branch, with its registered office at 5, Allée Scheffer, L-2520 Luxembourg as registrar and transfer agent ("Transfer Agent") and administrative agent ("Administrative Agent"). The Central Administration Agreement is concluded for an indefinite period of time and may be terminated by either party with three months' written notice.

CACEIS Bank, Luxembourg Branch operates as the Luxembourg branch of CACEIS Bank, a société anonyme under French law whose registered office is at 89-91, rue Gabriel Peri, 92120 Montrouge, France, Trade Register number RCS Nanterre 692 024 722. It is a credit institution approved and supervised by the European Central Bank (ECB) and the French Prudential Supervision and Resolution Authority (ACPR). The institution is also authorized to perform banking activities and central administration activities in Luxembourg through its Luxembourg branch.

In particular, the Administrative Agent functions comprise the calculation of the NAV per share of each sub-fund and/or each share class as applicable, the management of accounts, the preparation of annual and semi-annual reports, and the performance of tasks in its capacity as the Administrative Agent.

In particular, the Transfer Agent functions comprise the processing of subscription, redemption and conversion orders and the keeping of the register of shareholders.

In this capacity, the Transfer Agent is also responsible for supervising measures to combat money laundering in accordance with the applicable regulations in Luxembourg on money laundering and financing of terrorism and preventing the financial sector from being used for the purposes of money laundering and financing of terrorism. CACEIS Bank, Luxembourg Branch is authorized to request the documents necessary in order to identify the investors.

3.3.1.3. Marketing

Marketing duties consist in coordinating the distribution of the SICAV's shares through intermediaries designated by the Management Company (hereinafter "Distributors").

Distributor agreements may be entered into by the Management Company and the various Distributors. Under these agreements, the Distributor will be entered in the register of shareholders, when acting in the capacity of nominee, instead of the customers who have invested in the SICAV.

These agreements stipulate, among other things, that a customer who has invested in the SICAV through the Distributor may at any time request the transfer of the shares purchased via the Distributor into his or her own name in the register of shareholders upon receipt of the transfer instructions from the Distributor.

Shareholders may subscribe for shares in the SICAV directly without needing to subscribe through a Distributor.

Any Distributor appointed must apply the procedures to combat money laundering as defined in the Prospectus. The appointed Distributor must be a professional of the financial sector situated in a country subject to obligations to combat money laundering and the financing of terrorism equivalent to those of the Luxembourg law or the European Directive (EU) 2015/849.

3.3.2. Remuneration policy

The Management Company has an established remuneration framework and associated policy in place (the "Remuneration Policy") that is in accordance with the requirements of the Law of 2010 and the following statements:

The Remuneration Policy is consistent with and promotes sound and effective risk management including sustainability risks and does not encourage risk taking which is inconsistent with the risk profiles and with the SICAV's Articles; Candriam has designed appropriate policies to promote responsible staff behaviour which duly considers sustainability impacts.

The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Management Company, of the SICAV and of the investors in the SICAV, and includes measures to avoid conflicts of interest;

Candriam's structure of remuneration is linked to risk-adjusted performance. The assessment of performance is set in a multi-year framework appropriate to the minimum holding period recommended to the investors of the SICAV in order to ensure that the assessment process is based on the longer-term performance of the SICAV and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;

Candriam aims to ensure that employees are not incentivized to take inappropriate and/or excessive risks including sustainability risks which are inconsistent with the risk profile of Candriam and, where appropriate, the managed funds". Moreover, when taken into account by the fund, Candriam ensures that staff duly consider sustainable impacts.



Therefore, the Remuneration Policy ensures an appropriate balance between fixed and variable components of total remuneration. The fixed component always represents a sufficiently high proportion of the total remuneration. The policy regarding variable remuneration components is a fully flexible policy and provides for the possibility to pay no variable remuneration component.

Details of the up-to-date Remuneration Policy, including the composition of the Remuneration Committee, a description of how remuneration and benefits are determined and of how this policy is consistent with the consideration of sustainability risks and impacts, are available on the website of the Management Company via the following link (Document titled Candriam Remuneration Policy):

<https://www.candriam.com/en/private/sfdr/>
<https://www.candriam.com/en/professional/sfdr/>

Upon request, a paper copy of the Remuneration Policy can be obtained from the Management Company free of charge.

4. The Depositary

CACEIS Bank, Luxembourg Branch acts as the depositary of the SICAV ("**Depositary**") in accordance with a depositary bank agreement for an unlimited term as amended from time to time ("**Depositary Bank Agreement**") and with the relevant provisions of the Law and applicable regulations.

The Depositary is responsible for the safekeeping and/or, as applicable, the registration and verification of ownership of the assets of the sub-fund, and it discharges the obligations and responsibilities set out in Part I of the Law and the applicable regulations. In particular, the Depositary performs appropriate and effective monitoring of the cash flows of the SICAV.

In accordance with the applicable regulations, the Depositary:

- (i) ensures that any sale, issue, redemption, repayment and cancellation of the shares of the SICAV take place in accordance with the Law and applicable regulations and the articles of incorporation of the SICAV,
- (ii) ensures that the net asset value of the shares is calculated in accordance with the applicable regulations, the articles of incorporation of the SICAV, and the procedures set out in Directive 2009/65/EC,
- (iii) carries out the instructions of the SICAV unless they conflict with the applicable regulations or the articles of incorporation of the SICAV,
- (iv) ensures that for transactions involving the SICAV's assets, the consideration is paid to the SICAV within the usual time limits,
- (v) ensures that the SICAV's income is allocated in accordance with the applicable regulations and the articles of incorporation of the SICAV.

The Depositary may not delegate any of the obligations and responsibilities in parts (i) to (v) above.

In accordance with Directive 2009/65/EC, the Depositary may, under certain conditions, entrust all or some of the assets for which it performs safekeeping or registration functions to correspondents or to third-party depositaries appointed from time to time ("Delegation"). The Depositary's responsibilities will not be affected by such Delegation, unless otherwise provided but solely within the limits allowed by the Law.

A list of these correspondents/third-party depositaries is available on the Depositary's web site (www.caceis.com, in the regulatory oversight section). This list may be updated from time to time. The complete list of correspondents/third-party depositaries may be obtained free of charge from the Depositary.

Up-to-date information about the identity of the Depositary, a description of its responsibilities and potential conflicts of interest, the safekeeping functions delegated by the Depositary and the potential conflicts of interest that may arise from such Delegation are also available on request free of charge on the Depositary's web site (above).

There are many situations in which a conflict of interest may arise, in particular when the Depositary delegates its safekeeping functions, or when the Depositary provides other services on behalf of the SICAV such as the central administration function or the registrar function. These situations and the potential conflicts of interest arising from them have been identified by the Depositary. In order to protect the interests of the SICAV and its investors, and to comply with the applicable regulations, the Depositary has put in place and guarantees application of a conflicts of interest policy, as well as procedures intended to prevent and to manage any potential or actual conflict of interest, principally aiming to do the following:

- (a) identify and analyse potential conflicts of interest,
- (b) record, manage and monitor conflicts of interest, either:
 - by relying on permanent measures established to manage conflicts of interest such keeping separate legal entities, segregating functions, separating hierarchical structures, insider lists of staff members, or



- by setting up case-by-case management with a view to (i) taking appropriate preventive measures such as preparing a new watch list, establishing new "Walls of China", ensuring that transactions take place under market conditions and/or informing the SICAV's relevant investors, or (ii) refusing to carry out the activity creating the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its depositary bank functions and the performance of other tasks on behalf of the SICAV, in particular its administrative agent and registrar services.

The SICAV and the Depositary may terminate the Depositary Bank Agreement at any time with written notice of ninety (90) days. The SICAV may only dismiss the Depositary, however, if a new depositary bank is appointed within two months to perform the functions and responsibilities of the depositary bank. Once dismissed, the Depositary may continue to discharge its functions and responsibilities until all the assets of the sub-fund have been transferred to the new depositary bank.

5. Investment objectives

The SICAV is made up of various sub-funds which each pursue a management strategy described in the Fact Sheets attached to this Prospectus. Each sub-fund offers shareholders the opportunity to access professional and diversified asset management.

In pursuit of its investment objective, each sub-fund is likely to be exposed to various risk factors mentioned in the Fact Sheets. These risk factors are set out in this Prospectus in the clause titled "Risk factors".

In view of fluctuations of the global financial markets and other risks to which investments in transferable securities, money market instruments and other financial assets are exposed, the value of the shares may go down or up.

6. Investment policy

6.1. The investments of the various sub-funds of the SICAV must consist only of one or more of the following:

- a) transferable securities and money market instruments admitted to or dealt on a regulated market as defined in the Law;
- b) transferable securities and money market instruments dealt on another market in a Member State which is regulated, operates regularly and is recognized and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State or dealt on another market in any other country in Europe (other than those forming part of the European Union), North and South America, Asia, Oceania, Australia, or Africa, or dealt on another regulated market of a country of Europe (other than those forming part of the European Union), North and South America, Asia, Oceania, Australia, or Africa that is regulated, operates regularly, is recognized and open to the public.
- d) recently issued transferable securities and money market instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognized and open to the public of a Member State of the European Union, any other country in Europe (other than those forming part of the European Union), North and South America, Asia, Oceania, Australia and Africa; and
 - the admission is secured within one year of issue.
- e) units in UCITS authorized according to Directive 2009/65/EC and/or other UCI within the meaning of clause 1, paragraph (2), clauses (a) and (b) of Directive 2009/65/EC, whether established in a Member State or not, provided that:
 - such other UCI are authorized under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured;
 - the level of protection guaranteed to unitholders in these other UCI is equivalent to that provided for unitholders of a UCITS and, in particular, that the rules on asset segregation, borrowing, lending and short-selling of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC;
 - the activities of these other UCI are reported in semi-annual and annual reports such that their assets, liabilities, income and activities over the reporting period may be evaluated;
 - the proportion of assets that the UCITS or other UCI whose acquisition is contemplated, may invest overall, in accordance with their management rules or their documents of incorporation, in units in other UCITS or other UCI does not exceed 10%.



Furthermore, a sub-fund may acquire and/or hold shares to be issued or having been issued by one or more sub-funds of the SICAV (the one or more "target sub-funds"), without the SICAV being subject to the requirements stipulated by the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time, in terms of the subscription, acquisition and/or holding by a company of its own shares, subject, however, to the following:

- the target sub-fund does not, in turn, invest in the sub-fund invested in this target sub-fund; and
 - the proportion of assets that the target sub-funds, whose acquisition is being contemplated, may invest overall in the units of other target sub-funds of the SICAV does not exceed 10%; and
 - any voting rights attached to the shares in question will be suspended for as long as they are held by the sub-fund concerned, without prejudice to the appropriate treatment in the accounts and the interim reports; and
 - in any event, for as long as these shares are held by the SICAV, their value will not be taken into consideration for the calculation of the net assets of the SICAV for the purpose of verifying the minimum asset level imposed by the Law.
- f) deposits with a credit institution which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months provided that the credit institution has its registered office in a Member State or, if this is not the case, that the credit institution is subject to prudential rules considered by the CSSF to be equivalent to those provided for under EU legislation;
- g) financial derivative instruments, including equivalent cash-settled instruments, dealt on a regulated market of the type referred to under clauses (b), (c) and (d) above, or financial derivative instruments traded over-the-counter ("OTC"), provided that:
- the underlying consists of the instruments referred to in this clause 6.1, financial indices, interest rates, exchange rates or currencies, in which the sub-fund may make investments in accordance with its investment objectives;
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories authorized by the CSSF;
 - the OTC derivatives are reliably and verifiably valued on a daily basis and can, at the initiative of the SICAV, be sold, liquidated or closed by way of an offsetting transaction at their fair value at any time.

Additional information pertaining to some instruments:

A sub-fund may make use of total return swaps or other derivative financial instruments which have the same characteristics, for example, certificates for differences, for the purpose of (buying or selling) exposure, hedging or arbitration.

The underlying instruments to these operations may be either individual securities, financial indices (equities, interest rates, credit, foreign currencies, commodities, volatility, etc.) in which the sub-fund may invest in accordance with its investment objectives. A sub-fund may conduct credit derivative transactions (single underlying or on a credit index) for the purposes of exposure, hedging or arbitrage.

These transactions are undertaken with counterparties which specialize in this type of transaction and are covered by agreements among the parties. They are carried out within the framework of the investment policy and the risk profile of each individual sub-fund.

The investment policy of each sub-fund set out in the Fact Sheet specifies whether a sub-fund is permitted to make use of total return swaps or these other forms of financial derivative instruments with the same characteristics, or of credit derivatives.

- h) money market instruments other than those normally dealt on the money market which are liquid and whose value can be accurately determined at any time, if the issue or the issuer of these instruments is itself regulated for the purpose of protecting investors and savings and provided these instruments are:
- issued or guaranteed by a central, regional or local authority, by a central bank of a Member State, by the European Central Bank, by the European Union or by the European Investment Bank, by a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
 - issued by an undertaking whose securities are traded on the regulated markets referred to under clauses (b), (c) or (d) above, or
 - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF as being at least as stringent as those laid down by EU law, or
 - issued by other entities belonging to categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules equivalent to those laid down in the



preceding three paragraphs, and provided the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000), and who presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or more listed companies, is dedicated to the financing of the group, or is an entity which is dedicated to the financing of securitization vehicles which benefit from a banking liquidity line.

- 6.2. A sub-fund may hold ancillary liquid assets up to 20% of its net assets.
- 6.3. The SICAV may acquire the movable or immovable property essential to the direct exercise of its activities.
- 6.4. **Consideration of Environmental, Social and Governance (« ESG ») criteria**

Each sub-fund's technical sheet will indicate in which category it is classified, within the meaning of EU Regulation 2019/2088 of 27 November 2019 on sustainability disclosures in the financial services sector (the "SFDR Regulation") i.e.:

- Sub-fund with a sustainable investment objective (« Art. 9 of the SFDR Regulation »);
- Sub-fund that promotes, among other characteristics, environmental and/or social characteristics (« Art. 8 of the SFDR Regulation »);
- Other Sub-fund that does not have a sustainable investment objective and does not specifically promote environmental and/or social characteristics.

Information relating to sustainability indicators, negative impacts in terms of sustainability, the promotion of environmental or social characteristics and sustainable investment objectives is included in the dedicated appendix attached to the Prospectus for each sub-fund concerned (the "SFDR Annex"). Moreover, information on principal adverse impacts on sustainability factors is available in the financial statements of the SICAV.

6.5 Alignment with the Taxonomy

The European taxonomy of green activities (the "Taxonomy") – Regulation (EU) 2020/852 is part of the EU's global efforts to meet the objectives of the European Green Deal and to allow Europe to achieve climate-neutrality by 2050.

Specifically, this Regulation sets out six environmental objectives:

- Climate change mitigation
- Climate change adaptation
- The sustainable use and protection of water and marine resources
- The transition to a circular economy
- Pollution prevention and control
- The protection and restoration of biodiversity and ecosystems.

As of today, the sub-funds may not yet commit to any minimum of Taxonomy alignment and, therefore, their minimum percentage of alignment should be considered as being 0.

For the sub-funds which promote, among other characteristics, environmental and/or social characteristics, the "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

For the sub-funds which do not have sustainable investment as their objective and which do not specifically promote environmental and/or social characteristics, the investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities and as such these sub-funds should not publish information on alignment with the Taxonomy.

6.6 Efficient portfolio management techniques

In order to increase its yield and/or reduce its risks, each sub-fund is authorized to make use of the following efficient portfolio management techniques covering transferable securities and money market instruments:

6.6.1. Securities lending transactions

The SICAV shall not engage in securities lending transactions.



6.6.2. Repurchase transactions and reverse repurchase transactions

a) Reverse repurchase transactions

Each sub-fund may enter into reverse repurchase transactions for which, on maturity, the seller (counterparty) is required to take back the asset contained in the repurchase agreement and the sub-fund is required to return the asset contained in the reverse repurchase agreement. The type of securities covered by the reverse repurchase agreement and the counterparties must meet the requirements of CSSF circular 08/356. Securities subject to reverse repurchase agreements must also comply with the relevant sub-fund's investment policy and must, along with the other securities the sub-fund has in its portfolio, fully meet the sub-fund's investment restrictions.

The type of securities covered by the reverse repurchase transactions agreement and the counterparties must meet the requirements of CSSF circular 08/356 and the conditions laid down in clause 7.10 of the present Prospectus.

The expected proportion as well as the maximum proportion of assets under management that can be subject to such transactions or agreements are detailed in the Fact Sheet of each sub-fund.

For the term of the reverse repurchase agreement, the sub-fund may not sell or use the securities which are subject to such agreement as a pledge/guarantee, unless the sub-fund has other means to cover its obligation to return the securities under the agreement.

b) Repurchase transactions

Each sub-fund may enter into repurchase transactions which consist of the purchase and sale of securities with a clause reserving the seller the right or the obligation to repurchase from the acquirer the securities sold at a price and term specified by the two parties in their contractual arrangement.

The type of securities covered by the repurchase transactions agreement and the counterparties must meet the requirements of CSSF circular 08/356 and the conditions laid down in clause 7.10 of the present Prospectus.

The expected proportion as well as the maximum proportion of assets under management that can be subject to such transactions or agreements are detailed in the Fact Sheet of each sub-fund.

The sub-fund in question must, on expiration of the term of the repurchase agreement, have the necessary assets to meet its redemption obligations.

The use of these transactions must not result in a change of the sub-fund's investment objectives or result in additional risks being taken which exceed its risk profile as defined in the Prospectus.

6.6.3. Associated risks and mitigation measures

The risks associated with efficient portfolio management techniques (including management of guarantees) are identified, managed and restricted by the risk management process. The principal risks are counterparty risk, delivery risk, operational risk, legal risk, custody risk and conflict of interest risk (as defined in the Risk factors article), and such risks are mitigated by the organisation and the procedures defined by the Management Company as follows:

i) Selection of counterparties and legal framework: The counterparties to these transactions are approved by the Management Company's risk management Department and, when the transactions are initiated, have a minimum short-term rating of BBB-/Baa3 from at least one recognised ratings agency or considered to be of equivalent quality by the Management Company. These counterparties are entities which are subject to prudential supervision and belong to the categories authorised by the CSSF (credit institution, investment company, etc.), and which specialise in this type of transaction. The counterparties are located in an OECD member state.

ii) Financial guarantees: See clause 7.10. titled "Management of financial guarantees for OTC derivative products and efficient portfolio management techniques".

iii) Restrictions on reinvestment of financial guarantees received: See clause 7.10. titled "Management of financial guarantees for OTC derivative products and efficient portfolio management techniques".

iii) Measures taken to reduce the risk of conflicts of interest

To mitigate the risk of a conflict of interest, the Management Company has established a process for selecting and monitoring counterparties through committees organized by its risk management Department. In addition, the remuneration of transactions with these counterparties is in line with market practices in order to avoid any conflict of interest.

iv) Remuneration policy for reverse repurchase agreements

Income from reverse repurchase agreements is paid in full to the sub-fund.



v) Remuneration policy for repurchase agreements

This activity does not generate income.

6.6.4. Periodic investor information

Investors are advised to seek for further information on the use of these efficient portfolio management techniques in the financial reports.

7. Investment restrictions

7.1. a) A sub-fund may not:

- invest more than 10% of its assets in transferable securities or money market instruments other than those referred to in clause 6.1.,
- acquire precious metals or certificates representing precious metals.

A sub-fund may invest no more than 10% of its assets in transferable securities or money market instruments issued by the same entity.

A sub-fund may invest no more than 20% of its assets in deposits made with a single entity.

The counterparty risk of a sub-fund in an OTC derivatives transaction or efficient portfolio management techniques may not exceed 10% of its assets when the counterparty is one of the credit institutions referred to in clause 6.1. (f) or 5% of its assets in other cases.

Counterparties to these transactions are approved by the Management Company's risk management department and, when the transactions are initiated, have a minimum rating of BBB-/Baa3 from at least one recognised ratings agency or considered to be of equivalent quality by the Management Company. These counterparties are entities which are subject to prudential supervision and belong to the categories authorised by the CSSF (credit institution, investment company, etc.), and which specialise in this type of transaction. The counterparties are located in an OECD member state.

The SICAV may be party to agreements under the terms of which financial guarantees may be granted under the conditions set in clause 7.10.

Additional information on these financial derivative instruments, notably the identity of the one or more counterparties to the transactions, along with the type and the amount of financial guarantees received by the SICAV, are shown in the annual report of the SICAV.

b) The total value of the transferable securities and money market instruments held by the sub-fund in the issuers in each of which it invests more than 5% of its assets must not exceed 40% of the value of its assets. This limit does not apply to deposits with financial institutions subject to prudential supervision or to OTC derivative transactions with such institutions.

Notwithstanding the individual limits established in clause 7.1. (a) above, a sub-fund may not combine, if this were to result in it investing more than 20% of its assets in a single entity, several of the following items:

- investments in transferable securities or money market instruments issued by this entity,
- deposits made with this entity, or
- exposures arising from OTC derivative transactions with this entity.

c) The 10% limit specified in clause 7.1 (a) above may be raised to a maximum of 35% if the transferable securities and money market instruments are issued or guaranteed by a Member State, by its local authorities, by a non-Member State of the EU or by public international bodies to which one or more Member States belong.

d) The 10% limit specified in clause 7.1 (a) above may be raised to a maximum of 25% in the case of certain bonds when these are issued by a credit institution which has its registered office in a Member State and which is subject by law to special supervision by the public authorities designed to protect bond-holders. In particular, the sums arising from the issue of these bonds must be invested, according to the legislation, in assets which, throughout the period of validity of the bonds, cover the claims arising from the bonds and which, in the event of the issuer's bankruptcy, would be used in priority for the repayment of the capital and the payment of accrued interest.



If a sub-fund invests more than 5% of its assets in the bonds as referred to in the preceding paragraph and issued by a single issuer, the total value of these investments may not exceed 80% of the asset value of this sub-fund.

- e) The transferable securities and money market instruments referred to in clause 7.1. (c) and (d) above will not be taken into account for the purpose of applying the limit of 40% referred to in clause 7.1. (b).

The limits established in clause 7.1. (a), (b), (c) and (d) may not be combined: consequently, investments in transferable securities or money market instruments issued by a single entity, deposits or derivative instruments with this same entity, in accordance with clause 7.1. (a), (b), (c) and (d), may not exceed in total 35% of the assets of the sub-fund.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognized international accounting rules, are regarded as a single entity for the purpose of calculating the limits set down in this clause 7.1.

A sub-fund may cumulatively invest up to 20% of its assets in transferable securities and money market instruments within a single group.

- 7.2. By way of exception to the restrictions specified in clause 7.1., sub-funds whose investment policy is to replicate an equity or bond index (hereinafter the "Benchmark Index") may raise the limits to a maximum of 20% for investments in equities and/or bonds issued by a single entity, provided that:

- the composition of the index is sufficiently diversified;
- the index adequately represents the market to which it refers;
- the index is published in an appropriate manner.

The 20% limit referred to above is raised to 35% if this proves to be justified by exceptional conditions on the markets, in particular, on regulated markets where certain transferable securities or certain money market instruments are largely dominant. Investing up to this limit is only authorized for a single issuer.

- 7.3. **As an exemption from the restrictions specified in clause 7.1. above, each sub-fund is authorized to invest, according to the principle of risk distribution, up to 100% of its assets in different issues of transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities, by any member State of the OECD or by public international bodies to which one or more Member States of the EU belong. If a sub-fund exercises this latter option, it must hold transferable securities belonging to at least 6 different issues but securities belonging to the same issue may not exceed 30% of the total amount of the net assets.**

- 7.4. a) A sub-fund may acquire units of the UCITS and/or other UCI stated under clause 6.1. (a), provided it does not invest more than 20% of its assets in a single UCITS or other UCI. For the purpose of applying this investment limit, each sub-fund of an umbrella UCI is regarded as a separate issuer, provided the principle of the segregation of the liabilities of the various sub-funds with regard to third parties is ensured.
- b) Investments in units of UCI other than UCITS may not exceed in total 30% of the assets of a UCITS. Where a sub-fund has acquired units of UCITS and/or other UCI, the assets of those UCITS or other UCI are not combined for the purposes of calculating the limits set down in clause 1 above.
- c) If a sub-fund invests in the units of another sub-fund of the SICAV or in the units of other UCITS and/or other UCI which are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is associated by common-management or control or by means of a significant direct or indirect shareholding, the Management Company or the other company may not charge subscription or redemption fees for the sub-fund's investment in the units of said other UCITS and/or other UCI.

- 7.5. a) The SICAV may not acquire shares with voting rights allowing it to exercise a significant influence on the management of an issuer.
- b) The SICAV may not acquire more than:
- 10% of the non-voting shares of a single issuer,
 - 10% of the debt securities of a single issuer,
 - 10% of the money market instruments of a single issuer,
 - 25% of the units of the same UCITS or other UCI.

The limits set down in the second, third and fourth indents of clause 7.5. (b) above may be disregarded at the time of acquisition if at that time the gross amount of the bonds or money market instruments, or the net amount of the securities in issue, cannot be calculated.

- c) The limits set down in clauses 7.5. (a) and (b) above do not apply to:



- transferable securities and money market instruments issued or guaranteed by a Member State or by its local authorities;
- transferable securities and money market instruments issued or guaranteed by a non-Member State of the EU;
- transferable securities and money market instruments issued by public international bodies to which one or more Member States belong;
- shares held in the capital of a company incorporated in a non-Member State which invests its assets mainly in securities of issuing bodies having their registered office in that state, where under the legislation of that state, such holding represents the only way in which the SICAV, for each sub-fund, can invest in the securities of issuing bodies of that state and provided that the investment policy of the company complies with regulations governing risk diversification as well as restrictions with regard to control laid down therein;
- shares held in the capital of subsidiary companies which carry on the business of management, advice or marketing in the country/state where the subsidiary is established, in regard to the repurchase of the shares at the shareholder(s)' request, exclusively on its/their behalf.

- 7.6.** a) The SICAV may not borrow. However, a sub-fund may acquire currencies through back-to-back loans;
- b) By way of derogation from clause (a):
- the sub-funds may borrow provided the loans are temporary and represent a maximum of 10% of their assets;
 - the SICAV may borrow provided the loans afford the acquisition of immovable property essential to the direct exercise of its activities, and represent a maximum of 10% of its assets.

Where the SICAV is authorized to borrow under the terms of clause (b) above, these loans will not exceed a total of 15% of its assets.

- 7.7.** a) A sub-fund may not grant loans or stand as guarantor in respect of third parties.
- b) Clause (a) will not prevent the sub-funds from acquiring the transferable securities, money market instruments or other financial instruments referred to in clause 6.1. (a), (g) and (h), which are not fully paid-up.

- 7.8.** A sub-fund may not short-sell transferable securities and money market instruments or other financial instruments referred to under clause 6.1 (a), (g) and (h),

- 7.9.** a) The sub-funds need not necessarily follow the limits stated in this clause 7 when exercising the subscription rights relating to the transferable securities or money market instruments forming part of their assets.
- While ensuring that the principle of risk distribution is followed, newly approved sub-funds may deviate from the provisions of clauses 7.1, 7.2, 7.3 and 7.4 for a period of six months from their approval date.
- b) If the limits referred to in clause 7 are exceeded unintentionally by the sub-fund or as a result of the exercise of the subscription rights, the sub-fund's primary objective in its sales transactions will be to regularize this situation in the interests of the shareholders.
- c) In the month preceding a closure, cancellation, liquidation or demerger transaction, and in the thirty days preceding a sub-fund merger, the investment policy of the sub-funds affected by these operations may be deviated from, as indicated in the Fact Sheets.

7.10. Management of financial guarantees for OTC derivative products and efficient portfolio management techniques

a) General criteria

All financial guarantees to reduce exposure to counterparty risk must at all times satisfy the following criteria:

- **Liquidity:** any financial guarantee received in a form other than cash will have a strong level of liquidity and will be traded on a regulated market or within the framework of a multilateral trading system making use of transparent price setting methods such that it can be quickly sold at a price close to the valuation prior to the sale.
- **Valuation:** the financial guarantee received will be valued on a daily basis and assets with highly volatile prices will only be accepted as financial guarantee if sufficiently prudent security margins are in place.
- **Quality of issuer credit:** the financial guarantee received must be of high quality.
- **Correlation:** the financial guarantee received must be issued by an entity which is independent of the counterparty and whose valuation is not strongly correlated with the counterparty's performance.



- Diversification: the financial guarantee must be sufficiently diversified in terms of the countries, markets and issuers (as regards net assets). As regards issuer diversity, the maximum exposure to an issuer through the financial guarantee received shall not exceed 20% of the net assets of the respective sub-fund. However, this limit is raised to 100% for securities issued or guaranteed by a member state of the European Economic Area ("EEA"), by its local authorities, by an OECD country, or by public international bodies to which one or more member states of the EEA belong, as well as the USA. These issuers must be highly rated (in other words rated at least BBB- / Baa3 by a recognised rating agency or regarded as such by the Management Company). If the sub-fund exercises this latter option, it must hold securities belonging to at least six different issues, with securities belonging to the same issue not exceeding 30% of the total amount of the net assets.

The management risks connected with financial guarantees, such as operational and legal risks, will be identified, managed and restricted by the risk management process.

The financial guarantee received should be capable of being fully enforced by the SICAV at any time without reference to or approval from the counterparty.

b) Types of authorized financial guarantee

- cash denominated in the reference currency of one of the OECD countries;
- good quality debt securities (rated at least **BBB-/Baa3 or equivalent** by one of the ratings agencies) issued by public sector issuers from an OECD country (states, supranational bodies) and of a minimum issue size of EUR 250,000,000 (two hundred and fifty million euro), and a maximum residual maturity of 30 years;
- good quality debt securities (rated at least **BBB-/Baa3 or equivalent** by one of the ratings agencies) issued by private sector issuers from an OECD country (states, supranational bodies) and of a minimum issue size of EUR 250,000,000 (two hundred and fifty million euro), and a maximum residual maturity of 15 years;
- shares listed or traded on a regulated market of a Member State of the European Union or on a stock exchange of a state which is a member of the OECD provided the shares are included in a significant index;
- shares or units in undertakings for collective investment offering adequate liquidity and investing in money market instruments, high quality bonds or shares that meet the conditions stated above.

The risk management team of the Management Company may impose stricter criteria in terms of financial guarantees received and thereby exclude certain types of instruments, certain countries, certain issuers or even certain securities.

In the event of materialization of the counterparty risk, the SICAV could end up owning the financial guarantee received. If the SICAV may dispose of such guarantee at a value corresponding to the value of the loan/assets transferred, it would not bear negative financial consequences. Otherwise (if the value of assets received as a guarantee fell below the value of the assets loaned/transferred before they could be sold), it could incur a loss equal to the difference between the value of the assets loaned/transferred and the value of the guarantee once it is liquidated.

c) Level of financial guarantee

The Management Company has established a policy requiring a level of financial guarantees depending on the type of transaction.

The level of collateral required for over-the-counter financial instruments and efficient portfolio management techniques is determined by the agreements put in place with each of the counterparties, taking into account factors such as the nature and the characteristics of the transactions, the credit quality and the identity of the counterparties, and prevailing market conditions. At all times, the exposure of the counterparty not covered by the guarantee will remain below the counterparty risk limits set out in the Prospectus.

For the securities lending activity in particular, the level of financial guarantees will correspond to 100% of the value of the securities lent.

For repurchase and reverse repurchase transactions, the level of financial guarantees is 100% at the initiation of the transaction. If the collateralized amount falls below this level, it shall be adjusted in accordance with the minimum transferable amounts set in the agreements with the counterparties. In no case the counterparty risk shall exceed authorized regulatory limits.

For OTC derivatives: In the context of OTC transactions, certain sub-funds may hedge transactions by making cash margin calls in the currency of the sub-fund in compliance with the restrictions set out in section 7.1 of this Prospectus regarding counterparty risk.

- In OTC financial transactions, some sub-funds may cover operations by making cash margin calls in the currency of the sub-fund in accordance with the restrictions laid down in clause 7.1 of the present Prospectus as regards the counterparty risk.



d) Discounting policy

The Management Company has put in place a discounting policy suited to each category of assets received as financial guarantee.

For each of the categories of assets detailed below, the Management Company will apply the following discounts and reserves the right to apply additional discounts depending on market conditions:

Asset category	Discount
Cash	0%
Debt securities issued by public sector issuer	0-3%
Debt securities issued by private sector issuer	0-5%
Shares, UCI shares/units	0-5%

e) Restrictions on reinvestment of financial guarantees received

Non-cash financial guarantees may not be sold or reinvested or pledged.

Financial guarantees received in cash can only be placed with those entities meeting the above eligibility criteria stated in clause 6.1. (f) of the Prospectus, invested in good quality government bonds, used for the purpose of repurchase transactions that can be recalled at any time and/or invested in short-term monetary funds, in accordance with the applicable diversification criteria.

Although invested in assets with a low degree of risk, investments may nevertheless include a limited financial risk.

f) Custody of guarantees

In the event of transfer of ownership, the guarantee received will be held by the Depositary or the sub-Depositaries. Other types of agreements giving rise to guarantees may be held by an external depositary subject to prudential supervision which is not connected to the supplier of the financial guarantees. The guarantees received may be fully mobilised at any time without reference thereto to the counterparty or the need to obtain its agreement.

g) Financial guarantee in favour of the counterparty.

Certain derivative instruments may initially require collateral to be lodged in favour of the counterparty (cash and/or securities).

h) Periodic investor information

Further information on the use of these efficient portfolio management techniques is contained in the annual and semi-annual reports.

7.11. Valuation

a) Reverse repurchase and repurchase agreements

Reverse repurchase and repurchase agreements are valued at cost plus interest. For contracts exceeding three months, the credit spread of the counterparty may be revalued.

b) Guarantees

Collateral received is valued daily by the Management Company and/or the collateral agent. This valuation follows the valuation principles defined in this Prospectus with the application of haircuts based on the type of instruments. Collateral provided is valued daily by the Management Company and/or the collateral agent.

8. Risk factors

The SICAV's sub-funds may be exposed to various risks depending on their investment policy. The principal risks to which the sub-funds may be exposed are shown below. However, the risk descriptions below do not purport to be exhaustive and potential investors should take note firstly of the whole of this Prospectus and secondly of the " *What are the risks and what could I get in return?*" section shown in the key information document. It is also recommended that investors



consult their professional advisors before investing. In addition, each Fact Sheet states the non-marginal risks to which the respective sub-fund may be exposed.

The net asset value of a sub-fund may rise or fall and shareholders may not receive back the amount invested or obtain any return on their investment.

- **Risk of loss of capital:** there is no guarantee for investors relating to the capital invested, and investors may not receive back the full amount invested.
- **Liquidity risk:** liquidity risk is the risk that a position in a sub-fund's portfolio cannot be sold, liquidated or closed at a limited cost and within a sufficiently short time, thus jeopardizing the sub-fund's ability to comply at any time with its obligations to redeem the shares of investors at their request. On certain markets (in particular emerging and high-yield bonds, and equities with low market capitalization), the quotation spreads may widen under less favorable market conditions, which could impact the net asset value when assets are purchased or sold. Furthermore, in the event of a crisis on these markets, the securities could also become difficult to trade.
- **Interest rate risk:** a change in interest rates, resulting notably from inflation, may cause a risk of losses and reduce the net asset value of the sub-fund (particularly in the event of a rate increase if the fund has a positive rate sensitivity and in the event of a rate decline if the fund has a negative rate sensitivity). Long term bonds (and related derivatives) are more sensitive to interest rate variations. A change in inflation, in other words a general rise or fall in the cost of living, is one of the factors potentially affecting interest rates and consequently the NAV.
- **Credit risk:** risk that an issuer or a counterparty will default. This risk includes the risk of changes in credit spreads and default risk.
Some sub-funds may be exposed to the credit market and/or particular issuers whose prices will change based on the expectations of the market as regards their ability to repay their debt. These sub-funds may also be exposed to the risk that a selected issuer will default, i.e. will be unable to honor its debt repayment, in the form of coupons and/or principal. Depending on whether the sub-fund is positively or negatively positioned on the credit market and/or some issuers in particular, an upward or downward movement of the credit spreads, or a default, may negatively impact the net asset value. The Management Company will under no circumstances rely exclusively on external ratings in determining the credit risk of a financial instrument.
This risk could be much higher for the sub-funds investing in high-yield debt issues whose issuers are considered risky.
- **Equity risk:** Investments in common stocks and other equity securities are particularly subject to the risk of changing economic, stock market, industry and company conditions and the risks inherent in the portfolio managers' ability to anticipate such changes that can adversely affect the value of the SICAV's holdings. Opportunity for greater gain often comes with greater risk of loss.
- **Concentration risk:** risk related to a significant concentration of investments in a specific asset class or certain markets. This means that changes in these assets or these markets have a significant impact on the sub-fund's portfolio value. The greater the diversification of the sub-fund's portfolio, the lesser the risk of concentration. This risk is also greater for instance on more specific markets (certain regions, sectors or themes) than on broadly diversified markets (worldwide distribution).
- **Foreign exchange risk:** foreign exchange risk derives from the sub-fund's direct investments and its investments in forward financial instruments, resulting in exposure to a currency other than the sub-fund's valuation currency. Changes in the exchange rate of this currency in relation to that of the sub-fund may negatively affect the value of assets in the portfolio.
- **Counterparty risk:** the sub-funds may use OTC derivative products and/or efficient portfolio management techniques. These transactions may cause counterparty risk, i.e. losses incurred in connection with commitments contracted with a defaulting counterparty.
- **Emerging countries risk:** market movements can be stronger and faster on these markets than on the developed markets, which could cause the net asset value to fall in the event of adverse movements in relation to the positions taken. Sectoral concentration risks may also be prevalent on some emerging markets. These risks may also heighten volatility. Emerging countries can experience serious political, social, legal and fiscal uncertainties or other events that could impact negatively on the sub-funds investing in them.
- **Derivatives risk:** derivatives are investments whose value depends on (or is derived from) the value of an underlying instrument, such as a security, asset, reference rate or index. Derivative strategies often involve leverage, which may exaggerate a loss, potentially causing the sub-fund to lose more money than it would have lost had it invested in the underlying instrument. Derivatives may be difficult to sell, unwind or value. Derivatives may also be subject to counterparty risk, which is the risk that the counterparty (the party on the other side of the transaction) on a derivative transaction will be unable to honor its contractual obligations to the sub-fund. Futures may be more volatile than direct investments in the instrument underlying the futures, and may not correlate perfectly to the underlying instrument. Futures also may involve a small initial investment relative to the risk assumed, which could result in losses greater than if they had not been used. Due to fluctuations in the price of the underlying security, the sub-fund may not be able to profitably exercise an option and may lose its entire



investment in an option. Swap transactions tend to shift the sub-fund's investment exposure from one type of investment to another, and therefore entail the risk that a party will default on its payment obligations to the sub-fund.

- **Delivery risk:** a sub-fund may want to liquidate assets which at that time are subject to a transaction with a counterparty. In this case, the sub-fund would recall these assets from the counterparty. Delivery risk is the risk that the counterparty, although contractually obliged, may not be able in operational terms to return the assets quickly enough to allow the sub-fund to honor the sale of these instruments on the market.
- **Model risk:** the management process of some sub-funds relies on establishing a model which is used to identify signals based on past statistical results. There is a risk that the model is inefficient and that the strategies used will produce a poor performance. There is no guarantee that past market situations will be reproduced in the future.
- **Risk of conflicts of interest:** selection of a counterparty based on reasons other than the sole interest of the SICAV and/or unequal treatment in the management of similar portfolios could be the main sources of conflicts of interest.
- **Share class hedging risk:** the SICAV may make available "Currency Hedged Shares" and "Interest Rate Hedged Shares" in certain of the sub-funds. Investors should be aware that a variety of techniques will be utilized in order to implement the required hedging and that such techniques involve different risks. Any costs incurred as a result of the implementation of such hedging will be borne by the relevant share class. There can be no assurance or guarantee that the portfolio manager will be able to fully hedge or be successful in hedging the relevant risks on the share class.
- **Risk associated with external factors:** uncertainty about the sustainability of some external environmental factors (such as tax regime or regulatory changes) that may have an impact on the SICAV's activities.
- **Delivery risk:** the sub-fund may want to liquidate assets which at that time are subject to a transaction with a counterparty. In this case, the sub-fund would recall these assets from the counterparty. Delivery risk is the risk that the counterparty, although contractually obliged, may not be able in operational terms to return the assets quickly enough to allow the sub-fund to honour the sale of these instruments on the market.
- **Operational risk:** Operational risk encompasses the risks of direct or indirect loss related to a number of factors (eg human errors, fraud and malicious acts, information system failures and external events, etc.) that could have an impact on the sub-fund and / or the investors. The Management Company aims to reduce this risk through the implementation of controls and procedures.
- **Conservation risk:** the risk of loss of assets held by a custodian as a result of the insolvency, negligence or fraudulent acts of the custodian or a sub-custodian. This risk is mitigated by the regulatory obligations of the depositaries.
- **Legal risk:** the risk of litigation of any kind with a counterparty or a third party. The Management Company aims to reduce this risk through the implementation of controls and procedures.
- **Risk associated with investing in Contingent Convertible Bonds ("CoCos"):**
CoCos – or subordinated contingent capital securities – are instruments issued by banking institutions to increase their equity capital buffers in order to comply with new banking regulations which require them to increase their capital margins.
 - **Trigger threshold risk:** these debt securities are automatically converted into shares or depreciated (loss of interest and/or capital) when predefined trigger thresholds are reached, as, for example, in the case of non-compliance with the minimum level of capital required for the issuer.
 - **Capital structure inversion risk:** contrary to the classic capital hierarchy, CoCos investment may be exposed to the risk of loss of capital while equity holders may not.
 - **Discretionary coupon cancellation:** coupon payments are entirely discretionary and may be cancelled by the issuer at any point.
 - **Risk associated with the innovative structure of CoCos:** given the lack of past experience with these instruments, it is uncertain how they will perform under certain market conditions (for example, a general problem with the asset class).
 - **Deferred redemption risk:** While CoCos are perpetual instruments, they may, however, be redeemed on a determined date ("date of call") and at a predetermined level with the approval of the competent authority. There is, however, no guarantee that CoCos will be repaid on the scheduled date or that they will ever be repaid. Consequently, the sub-fund may never recover its investment.
 - **Investments are often made in these types of instruments because of their attractive return, owing to the complexity** involved, which only a well-informed investor may be in a position to understand.



- **Risk of changes made to the reference index by the index provider:** The attention of shareholders is hereby drawn to the complete discretion of the reference index provider to decide upon and so amend the features of the relevant reference index for which it acts as sponsor. Depending on the terms of the relevant license agreement, an index provider may have no obligation to provide the license holders who use the relevant reference index (including the SICAV) with adequate prior notice of any changes which are made to such reference index. As a consequence, the SICAV shall not necessarily be able to inform the shareholders of the Sub-Fund in advance of any such changes made by the relevant index provider to the features of the relevant reference index.
- **Sustainability Risk:** The sustainability risk refers to any environmental, social or governance event or condition that could affect the performance and / or the reputation of issuers in the portfolio.

The sustainability risks can be divided in the following 3 categories:

- **Environmental:** environmental events can create physical risks for companies in portfolio. These events could for instance result from the consequences of climate change, loss of biodiversity, change in ocean chemistry, etc. Further to physical risks, companies could also be negatively impacted by mitigation measures adopted in order to address environmental risks. Such mitigation risks will impact companies differently depending on their exposure to aforementioned risks and their adaptation to them.
- **Social:** refers to risk factors related to human capital, supply chain and the way companies manage their impact on society. Questions around gender equality, remuneration policies, health and safety and risks associated with working conditions in general are addressed under the Social dimension. Risks of human or labour right violations within the supply chain are also part of the Social dimension.
- **Governance:** Those aspects are linked to governance structures such as, board independence, management structures, employee relations, remuneration and fiscal compliance or practices. Governance related risks have in common that they stem from a failure of company oversight and/or the lack of incentive for company management to uphold high governance standards.

The sustainability risk may be issuer specific, in line with their activities and practices, but may also be due to external factors. If an unexpected event occurs for a specific issuer such as workforce strike, or more globally such as an environmental disaster it may have negative impact on portfolio performance, on the other hand issuers adapting their activities and/or policies might be less exposed to sustainability risk.

In order to manage risk exposure mitigations measures might be the following:

- exclusion of controversial activities or issuers;
 - exclusion of issuers based on sustainable criteria;
 - integration of sustainability risks in the issuer selection or issuer weight in the portfolio;
 - issuer engagement and stewardship.
- **ESG investment risk** refers to the risks arising from the inclusion of ESG factors in the management process, such as the exclusion of activities or issuers and the inclusion of sustainability risks in the selection and/or allocation of issuers in the portfolio.
The greater the consideration given to these factors, the higher the ESG investment risk will be.

The methodology is based on the definition of ESG sector models by Candriam's internal ESG analysts. Limitations to Candriam's research are largely related to the nature, scope and consistency of ESG data currently available.

- **Nature:** Some ESG dimensions are better suited to qualitative narrative information. This information is subject to interpretation and therefore introduces a degree of uncertainty into the models.
- **Scope:** Having defined the ESG dimensions that the analysts consider important for each sector, there is no guarantee that the data will be available for all companies in that sector. Wherever possible, Candriam will seek to supplement missing data with its own ESG analysis.
- **Homogeneity:** the different providers of ESG data have different methodologies. Even within the same supplier, similar ESG dimensions may be treated differently depending on the sector. This makes it more difficult to compare data from different suppliers.

The lack of common or harmonized definitions and labels integrating ESG and sustainability criteria at EU level may result in different approaches by managers when setting ESG objectives and determining that these objectives have been met by the funds they manage.

The methodology excludes or limits exposure to securities of certain issuers for ESG reasons. Therefore, potential market circumstances may generate financial opportunities that might not be exploited by the Sub-Fund. Where applicable, the exclusion or integration measures relating to ESG investment risk are described in



the investment policy section of the prospectus and/or in the factsheet of each sub-fund.

9. Risk Management

The Management Company has put in place a system of risk management procedures in order to measure the risk of the positions and their contribution to the overall risk of the portfolio.

The method of determining the overall risk is established on the basis of the investment policy and strategy of each sub-fund (and, in particular, on the basis of the use of derivative financial instruments).

One of the two methods below is used to monitor the overall risk: commitment method or the value at risk method. The method used is stated in the Fact Sheet of each sub-fund.

a) Commitment method

This method consists in converting the derivative financial instruments into equivalent positions in the underlying assets (where applicable, based on their respective sensitivity). This conversion may, if necessary, be replaced by the notional value.

A derivative financial instrument will not be accounted for in the calculation of the overall risk in the following situations:

- if the simultaneous holding of this instrument linked to a financial asset and cash invested in risk-free assets is equivalent to the direct holding of the financial asset in question;
- if this financial instrument exchanges the performance of the financial assets held in the portfolio for the performance of other benchmark financial assets (at no additional risk relative to the direct holding of the benchmark financial assets).

The sub-fund may offset buying and selling positions in derivative financial instruments concerning identical underlying assets, regardless of the maturity of the contracts. Furthermore, offsetting is also permitted between derivative instruments and directly held assets, provided the two positions concern the same asset or assets whose historic yields are closely correlated. Offsetting may be in terms of market value or in terms of risk indicator. The global risk assumed by the SICAV's sub-funds may not exceed 210% of the net asset value.

b) Value at risk (VaR) method

A VaR model is used to quantify the maximum potential loss that could be incurred by the sub-fund's portfolio under normal market conditions. This loss is estimated for a given period of time (holding period of 1 month) and a given confidence interval (99%).

The VaR may be calculated as an absolute or a relative value:

▪ Relative VaR limit

The overall risk arising from all the portfolio positions calculated through the VaR may not exceed twice the VaR of a benchmark portfolio with the same market value as the sub-fund. This management limit applies to all sub-funds for which a benchmark portfolio may be adequately defined. For the sub-funds in question, the benchmark portfolio is mentioned in the Fact Sheets.

▪ Absolute VaR limit

The overall risk of all the portfolio positions calculated through the VaR may not exceed an absolute VaR of 20%. This VaR must be calculated on the basis of an analysis of the investment portfolio. If the overall risk is calculated via the VaR method, the expected leverage level and the possibility of a higher leverage level is referred to in the Fact Sheet of the sub-fund in question.

10. The shares

From the time of their issue, the shares of the SICAV participate equally in the profits and any dividends of the SICAV and the proceeds of its liquidation. Shares do not carry any preferential or pre-emptive rights and each whole share, regardless of its net asset value, carries the rights to one vote at any general meeting of shareholders. Shares must be fully paid-up and are issued at no par value.

There is no restriction as to the number of shares issued. In the event of liquidation, each share carries the right to a pro rata amount of the net liquidation proceeds.

The SICAV offers different share classes per sub-fund. Details of these are mentioned in the Fact Sheet of each sub-fund.

The shares of each share class shall be in registered form only. Shares may also be held and transferred through accounts maintained with clearing systems.



No certificate representing their shares will be issued. Instead, the SICAV may issue a written confirmation of entry in the register if so requested by the shareholder.

Fractions of shares divided into thousandths may be issued.

11. Listing of shares

The shares may be listed on an official stock exchange, as decided by the Board of Directors.

12. Issue of shares and subscription and payment procedures

The Board of Directors is authorized to issue an unlimited number of shares at any time. The shares are issued at a price corresponding to the net asset value per share of the corresponding share class. This price may be increased by a subscription fee, as detailed in the Fact Sheets of the sub-funds.

The SICAV's Board of Directors reserves the right to apply different arrangements for certain countries in order to comply with the laws, regulations and administrative provisions of those countries and provided the investment documents in relation to those countries make due mention of these requirements.

In order to be processed on the basis of the net asset value calculated on a Calculation Date (as defined in the clause titled "Net asset value"), subscription requests must be received by the Transfer Agent before the cut-off time indicated in each Fact Sheet. Subscription requests received after the official cut-off time will be processed on the next Valuation Date. Subscriptions are therefore processed at an unknown net asset value.

The SICAV can, however, at the discretion of its Board of Directors, permit exceptions for distributors, at their request, thereby granting them an additional reasonable period of a maximum of 90 minutes after the official cut-off time of the SICAV to allow them to centralize, consolidate and send orders to the Transfer Agent, provided that the net asset value is still unknown.

Subscription requests must specify the sub-fund, the number of shares to be subscribed, the share class, the type of share (e.g. capitalization, distribution, etc.), and must include a statement declaring that the buyer has received and read a copy of the Prospectus and the key information document and that the subscription request is made on the basis of the terms of those documents. The request must specify the name and address of the person in whose name the shares are to be registered and the address to which confirmations of entry in the register of shareholders are to be sent.

Fair treatment of investors

Investors participate in the Sub-Funds by subscribing into, and holding, shares of individual share classes. Individual shares of a single share class bear the same rights and obligations in order to ensure equal treatment of all investors within the same share class of the relevant Sub-Fund.

While remaining within the parameters profiling the different share classes of the relevant Sub-Fund, the Management Company may enter into arrangements, on the basis of objective criteria as further specified below, with individual investors or a group of investors providing for special entitlements for those investors.

Such entitlements shall be understood as being rebates on fees charged to the share class, or specific disclosures, and will be granted solely based on objective criteria determined by the Management Company and out of its own resources.

Objective criteria include, but are not limited to (alternatively, or cumulatively):

- the expected holding period for an investment in the Sub-Fund;
- the investor's willingness to invest during the launch phase of the Sub-Fund;
- the current or anticipated amount subscribed or to be subscribed by an investor;
- the total Asset under Management (AuM) held by an investor in the Sub-Fund or in any other product of the Management Company;
- the type of the investor (e.g., repackager, wholesaler, fund management company, asset manager, other institutional investor, or private individual);
- the fee or revenues generated by the investor with a group of, or all affiliates of the group to which the Management Company belongs.

Any investor or prospective investor within a share class of a given Sub-Fund which is, in the reasonable opinion of the Management Company, objectively in the same situation than another investor in the same share class who entered into arrangements with the Management Company is entitled to the same arrangements. In order to obtain the same treatment, any investor or prospective investor may liaise with the Management Company by addressing a request to the Management Company. The Management Company will share the relevant information on the existence and nature of



such specific arrangements with the relevant investor or prospective investor, verify the information received from the latter and determine on the basis of the information made available to it (including by such investor or prospective investor) whether the latter is entitled to the same treatment or not.

As soon as the price at which the shares are to be issued has been calculated, the Transfer Agent will notify the Distributor who, in turn, will inform the buyer of the total amount to be paid, including the subscription fee, in respect of the number of shares to be subscribed.

Full payment, including any subscription fee, must be received within the required subscription settlement period as specified in each Fact Sheet. If the payment and the written subscription request have not been received on time, the investor will be liable for the costs incurred (including interest), the request may be rejected and any allocation of shares made on the basis of such request may be cancelled. If payment in connection with a subscription request is received after the given period, the Transfer Agent may process this request on the basis that the number of shares that can be subscribed by means of such amount (including the applicable subscription fee) will be the number resulting from the next calculation of the asset value on the next Valuation Date following receipt of payment.

If a request is rejected in full or in part, the price paid or the remaining balance will be returned to the applicant by post or by bank transfer, at the latter's risk.

The SICAV reserves the right to reject any subscription requests or to only accept such requests in part. Furthermore, and in accordance with the articles of incorporation, the Board of Directors reserves the right to suspend the issue and sale of shares in the SICAV at any time and without notice.

No share will be issued by the SICAV during any period in which the calculation of the net asset value per share is suspended by the SICAV in accordance with the powers granted to it in its articles of incorporation and described in the Prospectus. Notice of any suspension of this type will be given to persons who have submitted a subscription request and any requests made or pending during such suspension may be withdrawn by written notification provided it is received by the Transfer Agent before the suspension is lifted. Unless they have been withdrawn, requests will be processed on the first Valuation Date following the end of the suspension.

13. Conversion of shares

Shareholders may request the conversion of all or some of their shares into shares in another class or another sub-fund, provided they meet the necessary criteria, by advising the Transfer Agent, in writing, by fax, or by any other electronic means accepted by the Transfer Agent.

The cut-off time for conversion requests is the same as for redemptions. The SICAV may, however, at the discretion of its Board of Directors, permit exceptions to distributors, at their request, thereby granting them an additional reasonable period of a maximum of 90 minutes after the official cut-off of the SICAV to allow them to centralize, consolidate and send orders to the Transfer Agent at an unknown net asset value.

Notwithstanding any suspension of the calculation of the net asset value, conversion will be carried out on the Calculation Date following the receipt of the request, at a rate calculated by reference to the price of the shares of the respective sub-funds established on that same date.

The rate at which all or some of the shares in a sub-fund or class (the "Original Sub-Fund" or "Original Class") are converted into shares in another sub-fund or class (the "new sub-fund" or the "new class") is determined, as closely as possible, on the basis of the following formula:

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

A = the number of shares in the new sub-fund or new class;

B = the number of shares in the original sub-fund or original class;

C = the net asset value per share of the original sub-fund or original class used on the date in question;

D = the net asset value per share of the new sub-fund or new class used on the date in question; and

E = the exchange rate on the date in question between the currency of the sub-fund to be converted and the currency of the sub-fund to be allocated.

After conversion, shareholders will be informed by the Transfer Agent of the number of shares that they have obtained in the new sub-fund or new class as a result of conversion and their price.

14. Redemption of shares

Shareholders are entitled at any time and without restriction to apply for their shares to be redeemed by the SICAV. The



shares redeemed by the SICAV will be cancelled.

14.1. Redemption procedure

All shareholders wishing to have all or part of their shares redeemed must submit their request in writing to the Transfer Agent. The request must be irrevocable (with the exception of what is stated below in the case of temporary suspension of redemptions) and must indicate the number, sub-fund and class of shares to be redeemed and the name under which they are registered. The request must also contain the fax number or the address, if applicable, of the shareholder making the redemption request.

In order to be processed on the basis of the net asset value calculated on a Calculation Date (as defined in the clause titled "Net asset value"), redemption requests must be received by the Transfer Agent in Luxembourg before the cut-off time indicated in each Fact Sheet. The redemption requests received after the official cut-off time will be processed on the next Valuation Date. Redemptions are therefore processed at an unknown net asset value.

The SICAV may, however, at the discretion of its Board of Directors, permit exceptions to distributors, at their request, thereby granting them an additional reasonable period of a maximum of 90 minutes after the official cut-off of the SICAV to allow them to centralize, consolidate and send orders to the Transfer Agent at an unknown net asset value.

As soon as reasonably possible, after the redemption price has been determined, the Transfer Agent will inform the applicant of the price. The price of the redeemed shares will be paid within the redemption settlement period as specified in each Fact Sheet.

14.2. Temporary suspension of redemptions

The right of any shareholder to apply for redemptions from the SICAV will be suspended during any period in which the calculation of the net asset value per share is suspended by the SICAV by virtue of the powers described in the clause titled "Temporary suspension of the calculation of the net asset value and of the issue, redemption and conversion of shares" of the Prospectus. Any shareholders requesting redemption will be notified of this suspension and of the end of the suspension. The shares in question will be redeemed on the first bank Business Day in Luxembourg following the lifting of the suspension.

If the total redemption orders (including conversion orders from one sub-fund to another sub-fund of the SICAV) received for a sub-fund on a given Valuation Date concern more than 10% of the total net assets of the sub-fund in question, the Board of Directors or the Management Company may decide on behalf of the fund to defer all or some of these orders for a period deemed by the Board of Directors or Management Company to be in the best interests of the sub-fund although not in principle more than ten (10) working days for each pending redemption.

Any redemption order deferred in this way will be treated as a priority over redemption orders on following Valuation Dates.

The price applied to these deferred redemptions will be the net asset value of the sub-fund on the date the orders are satisfied (i.e. the net asset value calculated after the period of deferral).

15. Market Timing and Late Trading

"Market Timing" means the arbitrage technique whereby an investor systematically subscribes to and redeems or converts units or shares of a single UCI over a short period of time by exploiting the time differences and/or imperfections or deficiencies of the system for calculating the net asset value of the UCI.

"Late Trading" means the acceptance of a subscription, conversion or redemption order after the cut-off time for the acceptance of orders on the relevant trading day and its execution at the price based on the net asset value applicable to that day.

Market Timing and Late Trading, as defined above, are formally prohibited whether in relation to subscription, redemption or conversion orders. The SICAV reserves the right to reject any subscription, redemption or conversion orders received from an investor suspected of such practices and, where applicable, reserves the right to take all the necessary measures to protect the other shareholders.

16. The fight against money laundering and the financing of terrorism

16.1 Identification of subscribers

The SICAV, the Management Company, the Transfer Agent, and the Distributors must at all times comply with the rules in Luxembourg relating to the combating of money-laundering and financing of terrorism and the prevention of the use of the financial sector for these purposes.



With regard to the combating of money-laundering and financing of terrorism, the SICAV, the Management Company and the Transfer Agent will ensure that the applicable Luxembourg legislation in this area is respected, and will satisfy themselves that subscribers are identified in Luxembourg in accordance with the legislation which is in force, including but not limited to Directive (EU) 2015/849, the Law of 12 November 2004 and CSSF Regulation No 12-02 of 14 December 2012, as amended from time to time.

The Transfer Agent has a duty to comply with rules in Luxembourg when it receives subscription applications. As such, when a shareholder or future shareholder submits a request, the Transfer Agent is required to identify the customer and the effective beneficiaries, and to verify their identity on the basis of documents, data or information from reliable and independent sources, applying a risk-based approach.

When the shares are subscribed by an intermediary acting on behalf of others, the Transfer Agent must put in place extra vigilance measures specifically seeking to analyse the robustness of the monitoring structures in the combating of money-laundering and financing of terrorism.

If there are any doubts as to the identity of a person making a subscription or redemption application due to a lack, irregularity or insufficiency of proof regarding that person's identity, it is the responsibility of the Transfer Agent to suspend or even reject the subscription application for the reasons set out above. In such circumstances, the Transfer Agent will not be liable for any costs or interest.

16.2 Identification of the risk level of the investment

In addition, when performing investment transactions, the SICAV, the Management Company and, if applicable, the entity to which the implementation of the portfolio management duties is delegated, must carry out an analysis of the risk of money-laundering and financing of terrorism associated with the investment and put in place vigilance measures which are appropriate for the evaluated and documented risk.

17. Net asset value

The net asset value of the shares in each sub-fund is determined in that sub-fund's base currency in accordance with the articles of incorporation, which stipulate that this calculation will take place at least twice a month.

The net asset value of active sub-funds is calculated in Luxembourg on each calculation date (the "Calculation Date"), as stated in the Fact Sheets. The net asset value is calculated on the basis of the last known prices on the markets where the securities held in the portfolio are predominantly traded. If the Calculation Date is a public or bank holiday in Luxembourg, the Calculation Date will then be the next bank Business Day.

The net asset value per share in each sub-fund shall be rounded to the closest second decimal.

In order to determine the net asset value, income and expenditures are accounted for up to the applicable settlement date for subscriptions and redemptions, which will be processed on the basis of the applicable net asset value. The value of the securities and other assets held in each sub-fund at the end of each Valuation Date is determined in accordance with the articles of incorporation of the SICAV, which stipulate various principles for determining this value, as explained below.

The net assets of each sub-fund will be valued as follows:

- a) The SICAV's assets shall, in particular, be comprised of:
- all cash on hand or on deposit, including accrued interest;
 - all notes and bills payable on demand and accounts receivable (including proceeds from the sale of securities where payment has not yet been received);
 - all securities, units, shares, bonds, derivative instruments or subscription rights and other investments and securities owned or contracted for by the SICAV;
 - all dividends and distributions to be received by the SICAV (based on the understanding that the SICAV may make adjustments in light of fluctuations in the market value of the transferable securities resulting from ex-dividend or ex-rights trading or similar practices);
 - all accrued interest from securities owned by the SICAV, unless such interest is included in the principal of these securities;
 - the preliminary expenses of the SICAV insofar as they have not been amortized; and
 - all other assets of any kind, including prepaid expenses.

The value of these assets will be determined as follows:

- **Equities, warrants and rights:** Equities are valued at the closing price on the various stock exchanges on the Valuation Date.
- **Exchange traded funds ("ETF") and UCI:** ETFs and UCI are valued at the net asset value representative of the markets on the reference date or in the absence thereof the preceding date.
- **Bonds:** Bonds are valued at the closing price provided by pricing vendors on the Valuation Date.



- **Negotiable debt securities and other money market instruments:** Negotiable debt securities are valued at the closing price provided by pricing vendors on the Valuation Date. Negotiable debt securities and other money market instruments with a residual maturity of less than or equal to three months may be valued according to the amortized cost method. In the event of the deterioration of the quality of credit of one or more issuers which considerably affects the net asset value, the amortized cost method will be abandoned and the negotiable debt security/money market instrument will then be valued to reflect this deterioration.
- **Exchange traded derivatives:** These financial instruments are valued at the closing prices on the various futures and options markets on the Valuation Date.
- **OTC cleared derivatives:** These financial instruments are valued at the end of day official prices used for mark-to-market and margin call purposes on the Valuation Date.
- **Spot exchange rates:** The spot exchange rates are valued from the market data available from specialized data providers.
- **Forward foreign exchange:** Foreign exchange futures are valued on the basis of the market data available such as the spot price, interest rate curve etc, from specialized data providers.
- **Credit derivatives and credit derivative indices:** Non cleared credit derivatives are calculated based on models validated by the Management Company, using market data such as the spread curve, interest rate curve etc., available from specialized data providers. The prices obtained are compared with those of the counterparties.
- **Interest rate swaps:** Non cleared interest rate swaps are calculated based on models validated by the Management Company, using market data available on Bloomberg such as interest rate curves. The prices obtained are compared with those of the counterparties.
- **Other OTC derivatives:** Non-cleared OTC products are calculated based on models validated by the Management Company, using the market data available on Bloomberg (volatility, interest rate curve, etc.). The prices obtained from the models are compared with those of the counterparties.
- **Repurchase and reverse repurchase agreements, lending and borrowing of securities:** Repurchase agreements, reverse repurchase agreements and securities borrowing/lending are valued at cost plus interest. For contracts exceeding three months, the credit spread of the counterparty may be revalued.
- **Exceptional treatment:** Debt securities (bonds, negotiable debt securities, money market instruments, etc.) which are not actively traded or for which the price is clearly not representative of the market, may be valued on the basis of an estimated method at the discretion of the Management Company. In addition, the actuarial method, the rate applied being that for issues of equivalent securities, where applicable, allocated by a differential representative of the intrinsic characteristics of the issuer of the security, may be used.
- **Listed securities:** Listed securities (equities, warrants, rights, options) in which there are not significant amounts of transactions and/or for which the price is clearly not representative of the market, may be valued on the basis of a method representative of the close of the market at the discretion of the Management Company.
- **Main sources:** The principal specialized data providers for valuations are Bloomberg, Reuters and CMA. The Management Company may, nevertheless, use other sources as it deems appropriate.
- **Accounting methods:** Interest on bonds and debt securities is recognized using the accrued coupons method.

b) The liabilities of the SICAV will, in particular, be comprised of:

- all borrowings, matured bills and accounts payable;
- all accrued or payable administrative expenses (including but not limited to fees paid to the asset managers, custodians, representatives and agents of the SICAV);
- all known liabilities, whether or not due, including all contractual obligations due and relating to payments in cash or in kind, including the amount of any unpaid dividends declared by the SICAV where the Valuation Date coincides with the record date for the determination of the persons entitled to such payment;
- an appropriate reserve for future taxes on capital and on revenue, accrued up to the Valuation Date and determined periodically by the SICAV and, where necessary, other reserves authorized or approved by the Board of Directors;
- any other liabilities of the SICAV regardless of their nature and type, with the exception of those represented by its own funds. When valuing these other liabilities, the SICAV will take into consideration all its expenses, in particular: incorporation costs, fees and commissions payable to counterparties providing a service to the SICAV including management fees, performance fees and consulting fees, fees payable to the depositary and correspondent agents, the administrative agent, the transfer agent, the paying agents, etc., including out-of-pocket expenses, legal fees and audit fees, promotional expenses, the cost of printing and publishing the share sales documents and any other document concerning the SICAV such as financial reports, the cost of calling and holding shareholders' meetings and of any amendments to the articles of incorporation, the cost of calling and holding meetings of the Board of Directors, reasonable travel expenses incurred by the directors in carrying out their duties plus attendance allowances, share issue and redemption costs, dividend payment costs, taxes due to the supervisory bodies in foreign countries where the SICAV is registered



including fees and commissions payable to local permanent representatives, also the costs associated with maintaining registrations, taxes, charges and duties imposed by government authorities, stock exchange listing and follow-on costs, financial, banking or brokerage fees, the expenses and costs connected with subscription to an account or a license or any other request for paid information from financial index providers, ratings agencies or any other data suppliers, and all other operating expenses and all other administrative charges. When valuing the amount of all or some of these liabilities, the SICAV may estimate regular or periodic administrative and other expenses on the basis of one year or any other period, allocating the amount over that period on a pro rata basis, or may set a fee calculated and paid as described in the sales documents.

- c) Each share of the SICAV that is in the process of being redeemed will be considered to be issued and outstanding until the close of business on the Valuation Date on which this share is redeemed and will, from that date until the redemption price is paid, be considered a liability of the SICAV.

Each share to be issued by the SICAV in accordance with subscription requests received will be treated as having been issued from the close of business on the Valuation Date on which its issue price is calculated, and its price will be treated as an amount due to the SICAV until received by it.

- d) As far as possible, any investments or divestments made by the SICAV up to a given Valuation Date will be taken into account.
- e) The net asset value of each sub-fund will be expressed in the currency selected by the Board of Directors as stated in the Fact Sheets.

All assets not expressed in the currency of the sub-fund will be converted into that currency at the same day exchange rate of the stock market used as reference for the calculation of the net asset value.

The net asset value of the SICAV is equal to the sum of the net assets of the various sub-funds. The capital of the SICAV will at all times be equal to the net asset value of the SICAV and its consolidation currency is the USD.

- f) Pools of assets are established for each sub-fund as follows:
- the proceeds from the issue of shares in a sub-fund will be allocated in the accounts of the SICAV to the pool of assets established for that sub-fund, and the assets, liabilities, income and expenses relating to that sub-fund will be allocated to the pool of assets of that sub-fund;
 - assets which are derived from other assets will be allocated in the accounts of the SICAV to the same pool of assets as the assets from which they are derived. Whenever an asset is re-valued, its increase or reduction in value will be allocated to the pool of assets of the sub-fund to which it is allocated;
 - all of the liabilities of the SICAV which may be allocated to a given sub-fund will be allocated to the pool of assets of that sub-fund;
 - the assets, liabilities, charges and expenses which cannot be allocated to a specific sub-fund will be allocated to the various sub-funds in equal parts, or insofar as the amounts concerned justify it, proportionate to their respective net assets.

Following any declaration of dividends to the shareholders of a sub-fund, the net value of that sub-fund will be reduced by the amount of the dividends.

g) Anti-dilution mechanism

▪ **Field of application**

A protection mechanism intended to avoid performance dilution ("Anti-Dilution Mechanism") has been put in place on all the SICAV's sub-funds.

▪ **Description of the Anti-Dilution Mechanism and applicable thresholds**

The Anti-Dilution Mechanism put in place within the SICAV is intended to save existing sub-funds' shareholders from having to bear expenses incurred for transactions on portfolio assets performed in the wake of significant subscriptions to or redemptions from the sub-fund by investors.

Indeed, when there are significant subscriptions to or redemptions from the sub-fund, the manager must invest/disinvest the corresponding amounts, thus generating large transactions which may entail variable transaction fees depending on the asset types concerned.

These fees are mainly taxes on certain markets and execution fees billed by brokers. These fees can be fixed amounts or variable in proportion to the volumes traded and/or take the form of the difference between the bid or ask prices for a financial instrument on the one hand and the valuation or average price on the other (typical situation in bond trading for example).



The goal of the Anti-Dilution Mechanism is therefore to have these costs borne by the investors at the origin of the subscription/redemption transactions concerned and to protect existing investors.

In practice, on valuation dates when the difference between the amount of subscriptions and the amount of redemptions of a sub-fund (representing the net transactions) exceeds a threshold set beforehand by the Board of Directors, the Board reserves the right:

- to assess the net asset value by adding a fixed percentage for fees and charges to the NAV (for net subscriptions) or deducting this percentage from the NAV (for net redemptions) with this percentage for fees and charges corresponding to market practice when buying or selling securities, i.e. the Swing Pricing mechanism;
- value the securities portfolio of this sub-fund on the basis of buying or selling prices or by setting spreads at a level representative of the market in question (in the case, respectively, of net inflows or net outflows), i.e. the Bid/Ask Mechanism.

Under no circumstances will the Swing Pricing mechanism and the Bid/Ask mechanism be implemented simultaneously.

▪ **Impact of activating the Anti-Dilution Mechanism and applicable Factor**

- in case of net subscriptions: increase in the net asset value, i.e. an increase in the purchase price for all investors subscribing to shares on that date,
- in case of net redemptions: reduction in the net asset value, i.e. a reduction in the selling price for all investors redeeming their shares on that date.

This increase or reduction in the net asset value is called the “Factor” of the Anti-Dilution Mechanism.

The scope of this variation depends on the estimate made by the Management Company of the transaction fees applied to the types of assets concerned.

The pricing adjustment must not exceed 2% of the net asset value, except in exceptional circumstances, such as in the event of a strong drop in liquidity. If this 2% limit is exceeded, the Management Company will inform the CSSF and will notify the shareholders via a publication on its website www.candriam.com. Details will also be published for the sub-fund concerned in the SICAV's (semi-)annual report.

▪ **Process by which it is decided to apply the Anti-Dilution Mechanism**

The Board of Directors has entrusted the Management Company with implementation of the Anti-Dilution Mechanism.

The Management Company has drawn up a policy detailing how the Anti-Dilution Mechanism works and has implemented operational processes and procedures in order to oversee application of the Anti-Dilution Mechanism by the Administrative Agent and the Transfer Agent.

The policy detailing the Management Company's Anti-Dilution Mechanism has been duly validated by the SICAV's Board of Directors.

▪ **Methodology to be applied in case of performance fees**

If performance fees must be calculated, these fees are calculated before any application of the Anti-Dilution Mechanism, making these fees immune to the impact of the Anti-Dilution Mechanism.

18. Temporary suspension of the calculation of the net asset value and of the issue, redemption and conversion of shares

The Board of Directors is authorized to temporarily suspend the calculation of the net asset value of one or more sub-funds, as well as the issue, redemption and conversion of shares in one or more sub-funds in the following cases:

- a) If the net asset value of shares in the underlying funds representing a substantial part of the investments of the sub-fund cannot be determined;
- b) during any period when any market or stock exchange which is the principal market or stock exchange on which a significant percentage of the investments of the SICAV is listed, is closed, except for normal closing days, or when trading is subject to major restrictions or suspensions (for instance, when the stock exchange is closed for a half-day);
- c) during any period when there exists a state of affairs which, in the opinion of the SICAV, constitutes an emergency as a result of which it is impractical to dispose of investments by reasonable and normal means, or where it would seriously harm the shareholders' interests;
- d) during any breakdown in the means of communication normally used to determine the price of any investment of



- the sub-fund or current prices on any stock exchange;
- e) during any period during which it is not possible to deliver the funds which are or may be necessary for the realization or payment of any investment of the SICAV, or during any period in which it is not possible to repatriate funds required for the redemption of the shares;
 - f) in the event of cancellation/closure or demerger of one or more sub-funds or share classes or types of shares provided such suspension is justified in the interests of protecting the shareholders of the sub-funds, share classes or types of shares in question;
 - g) if a meeting of shareholders is convened to propose the winding-up of the SICAV;
 - h) in case a sub-fund is a feeder of another UCITS (or a sub-fund thereof), if the net asset value calculation of the master UCITS (or the sub-fund thereof) is suspended;
 - i) any other cases where the Board of Directors determines that such a suspension is necessary to safeguard the interests of the shareholders concerned.

Shareholders requesting redemption or conversion of shares will be advised of any suspension of the calculation of the net asset value. Pending subscription, redemption or conversion requests may be withdrawn by means of a written notification to the Transfer Agent, provided such notification is received by the Transfer Agent before the suspension is lifted. Pending subscriptions, redemptions and conversions will be processed on the first possible Valuation Date after the lifting of the suspension.

19. Allocation of income

19.1 General principles

At the proposal of the Board of Directors, the general meeting of shareholders will decide each year on the allocation of income.

For the capitalization shares, the Board of Directors will propose in principle the capitalization of the associated income.

For the distribution shares, the Board of Directors may propose to distribute the net income arising from investments for the financial year, realized and unrealized capital gains and the net assets within the limits of the law.

Where the Board of Directors considers it expedient to do so, it may proceed to payment of interim dividends.

19.2 Dividend distribution policy

The SICAV may propose to distribute dividends to the shareholders of the distribution shares. Capitalization shares will normally not pay dividends.

When the Board of Directors will propose a dividend distribution to the general meeting of shareholders, the distributed amount will be determined within the limits of the law.

Annual dividends may be declared separately in respect of each share class at the annual general meeting of shareholders. The Board of Directors also reserves the right to distribute interim dividends for each share class during the financial year.

Dividends may be paid by the SICAV more frequently in respect of some or all share classes, from time to time, or be paid at different times of the year, as deemed appropriate by the Board of Directors. It is intended that all the share classes with the suffix:

- (m) may distribute a monthly dividend
- (q) may distribute a quarterly dividend
- (s) may distribute a semi-annual dividend

The Board of Directors can determine the dividend policies and the payment methods for the dividends and interim dividends that have been decided upon.

For example, the SICAV may offer fixed distribution share classes where the dividend is based on a fixed amount or fixed percentage of the net asset value per share at the date determined by the Board of Directors. Such dividends will normally be paid at a fixed distribution frequency, as deemed appropriate by the Board of Directors (e.g. quarterly).

A dividend calendar including details on the distribution frequency and the dividend calculation basis can be requested from the Management Company and is available on www.candriam.com.

Shareholders should be particularly aware of the following:

- The dividend is not dependent upon the level of income or capital gains of the share class.



- The dividend paid may include a capital distribution, provided that after distribution, the net assets of the SICAV total more than the minimum capital requirement under Luxembourg Law. As such, the dividend paid may exceed the gains of the share class resulting in erosion of the initially invested capital. Shareholders should note that, where the dividend rate is in excess of the investment income of the share class, dividends will be paid out of the capital attributed to the share class, as well as from realized and unrealized capital gains. This may be tax inefficient for investors in certain countries. Investors should consult their local tax adviser about their own position.

In addition, for fixed distribution share classes, shareholders should also be particularly aware of the following:

- During periods of negative performance of a sub-fund / share class, the dividend will normally continue to be paid. This may result in a more rapid decline in the capital value of the investment of the sub-fund / share class. Thus, the value of a shareholder's investment could ultimately be reduced to zero.
- The Directors of the fund will periodically review the fixed distribution share classes and reserve the right to make changes. Changes to the distribution policy will be communicated to shareholders through Candriam's website.
- It may not be possible to maintain the dividend payment indefinitely.
- The Board of Directors could decide that a share class does not distribute dividend or reduce the amount of the dividend to be distributed.

Dividends that are not claimed within 5 years of their date of payment may no longer be claimed and shall revert to the appropriate class.

20. Separation of the liabilities of the sub-funds

The SICAV is one and the same legal entity. However, all assets of a given sub-fund are accountable for the debts, liabilities and obligations relating to that sub-fund only. In relations between shareholders, each sub-fund is treated as a separate entity.

21. Taxation

21.1. Taxation of the SICAV

Under the terms of current legislation and according to current practice, the SICAV is not liable for any Luxembourg income tax (i.e. on dividends, interest, or capital gains received). Similarly, dividends paid by the SICAV are not subject to any form of Luxembourg withholding tax.

However, the SICAV is liable in Luxembourg to an annual subscription tax ("*taxe d'abonnement*") representing 0.05% of the net assets of the SICAV. This subscription tax is reduced to 0.01% for classes reserved for institutional investors. The subscription tax is payable quarterly based on the net assets of the SICAV calculated at the end of the quarter to which the duty relates.

Certain revenues of the SICAV such as dividends, interest, and capital gains on assets from sources outside Luxembourg may, however, be liable for variable rate taxes, which are generally deducted at source. Generally speaking, these taxes or deductions at source are not fully or even partially recoverable. The relief from these taxes and deductions at source provided by the international double taxation prevention treaties entered into by the Grand Duchy of Luxembourg and the respective countries is not always applicable.

21.2. Taxation of shareholders

Under current legislation, shareholders are not liable in Luxembourg for any gift or inheritance tax, except for shareholders who are domiciled, resident or have a permanent address in Luxembourg. In terms of income tax, shareholders who are resident in Luxembourg are liable on the basis of a direct assessment on dividends received and capital gains realized on the sale of their shares if their shares are held for a period of less than 6 months, or if more than 10% of the shares of the company are held.

Shareholders who are non-resident in Luxembourg are not liable for tax in Luxembourg on the dividends received or capital gains realized on the sale of their shares.

We recommend that shareholders familiarize themselves with and, if necessary, seek advice on the laws and regulations governing taxation and exchange control applicable to the subscription, purchase, holding and sale of shares in their place of origin, residence and/or domicile.



21.3 Notice on taxation in Germany and its impact on investment policy

The German Investment Tax Act Reform ("GITA") came into force on January 1st, 2018.

One of the provisions of GITA provides, where appropriate, for the application of progressive tax relief rates for the tax resident investor in Germany on taxable income from his investment in German or foreign investment funds ("Partial tax exemption").

The scope of these tax reliefs varies according to the type of investor (eg natural person or legal person) and the type of fund (eg "Equity Funds" or "Mixed Funds" as defined in GITA).

To be qualified as an Equity Fund or a Mixed Fund, and thus allow the investor to benefit from tax relief, a sub-fund must permanently respect certain minimum investment thresholds, within the meaning of GITA ("Equity Participations"), namely:

- To qualify for Equity Fund status, an investment fund or one of its sub-funds must permanently invest at least 51% of its net assets in Equity Participations;
- To qualify for the mixed fund status, an investment fund or one of its sub-funds must permanently invest at least 25% of its net assets in Equity Participations.

Equity Participations is to be understood as, without this list being exhaustive:

- (1) Shares of a company admitted to official listing on a stock exchange or traded on an organized market (meeting the criteria of a regulated market) and / or
- (2) The shares of a company, other than a real estate company, which (i) is a resident of the European Union or the European Economic Area and is subject, without being exempt, to the tax on income; or (ii) is a resident of a third country (not a member of the European Union) and is subject to an income tax of at least 15% and / or
- (3) Units of Equity Funds or Mixed Funds declared in accordance with GITA in the investment guidelines of the relevant fund, for their respective percentage of permanent physical investment in Equity Participations in accordance with GITA.

The Fact Sheet for each sub-fund will indicate, if applicable, whether the sub-fund qualifies as an Equity Fund or a Mixed Fund, complying with the Equity Participations ratios when implementing its investment policy.

22. General meetings of shareholders

The annual general meeting of the shareholders of each sub-fund of the SICAV is held at the registered office of the SICAV or any other place in Luxembourg as specified in the convening notice. It shall take place within 6 months after the financial year's end.

Notices of all general meetings of shareholders will be sent to all registered shareholders, to the address shown in the register of shareholders, at least 8 days before the general meeting. These notices will state the time and place of the general meeting of shareholders and the conditions of admission, the agenda and the requirements under Luxembourg law as regards the necessary quorum and majority.

If required by local legislation, the notices will also be published in Luxembourg and in the countries where the shares of the SICAV are authorized for public marketing in any newspaper selected by the Board of Directors.

The requirements concerning attendance, quorum and majority during any general meeting of shareholders will be those set down in the articles of incorporation of the SICAV.

23. Closure, merger and demerger of a sub-fund, class or type of share – Liquidation of the SICAV

23.1. Closure, cancellation and liquidation of sub-funds, share classes or share types

The Board of Directors may decide to close, cancel or liquidate one or more sub-funds, classes or types of shares by cancelling the shares in question either by repaying the relevant shareholders the total net asset value of the shares in the sub-funds, classes or types of shares in question, after deducting the liquidation charges, or by allowing them to convert to another sub-fund of the SICAV, with no conversion charge, thereby allocating them new shares equal to the value of their previous holding, after deducting the liquidation charges.

This decision may, in particular, be made in the following circumstances:

- a change in the economic and political situation in the countries in which investments are made or the shares of one of more sub-funds are sold;



- if the net assets of a sub-fund, a class or a type of share fall below a certain threshold considered by the Board of Directors to be insufficient to be able to continue managing the sub-fund or class effectively;
- within the context of rationalizing the products offered to shareholders.

This decision of the Board of Directors shall be made public through all appropriate means, including by publication in a newspaper in the countries where the shares of the SICAV are distributed, if required by the legislation of these countries.

The Board of Directors would be required to refer the matter of closing, cancelling or liquidating the final sub-fund of the SICAV to the general meeting of shareholders under the conditions of quorum and majority required by Luxembourg law.

The net liquidation proceeds of each sub-fund will be distributed to the shareholders of each sub-fund proportionate to their holding.

The liquidation proceeds attributable to shares whose holders do not come forward on completion of the liquidation proceedings of a sub-fund will remain on deposit with the *Caisse de Consignation* in Luxembourg to the profit of the relevant beneficiary.

23.2. Merger of sub-funds, share classes or share types

23.2.1. Merger of a class or type of share

Under the circumstances indicated in clause 23.1 above, the Board of Directors may decide to merge one or more classes or types of shares of the SICAV.

This decision of the Board of Directors shall be made public through all appropriate means and published in any newspaper in the countries where the shares of the SICAV are distributed, if required by the legislation of these countries. This publication will be made at least one month before the date the merger becomes effective so as to allow shareholders to apply for the redemption or repayment of their shares at no charge.

In case of a merger of a sub-fund, the Board of Directors will give notice to shareholders concerned, as required by Luxembourg laws and regulations. Such notice shall be provided to the shareholders concerned at least thirty days before the last date available for them to exercise their right to request the repurchase or redemption or conversion of their shares without charge other than the charges applied to meet disinvestment costs.

23.2.2. Merger of a sub-fund

Under the circumstances indicated in clause 23.1. above, the Board of Directors may decide to merge one or more sub-funds of the SICAV together or merge one or more sub-funds of the SICAV with another UCITS governed by Directive 2009/65/EC under the conditions set down in the Law.

However, for any merger resulting in the disappearance of the SICAV to take effect, the merger must be approved by a general meeting of shareholders deliberating in accordance with the methods and the quorum and majority requirements stated in the articles of incorporation.

The SICAV will send the shareholders appropriate and accurate information about the proposed merger so as to allow them to make a fully informed decision as to the impact of this merger on their investment. This information will be communicated based on the conditions set down in the Law.

23.3 Demerger of sub-funds, share classes or share types

Under the same circumstances as indicated in clause 23.1. above, the Board of Directors may also, if it deems appropriate in the interests of the shareholders of a sub-fund, class or type of share, decide to divide this sub-fund, class or type of share into two or more sub-funds, classes or types of share.

This decision of the Board of Directors shall be made public through all appropriate means and published in any other newspaper in the countries where the shares of the SICAV are distributed, if required by the legislation of these countries. This publication will be made at least one month before the date the demerger becomes effective so as to allow shareholders to apply for the redemption or repayment of their shares at no charge.

23.4 Liquidation / merger of the SICAV

The SICAV may be wound up / merged at any time by a resolution adopted by a general meeting of shareholders in accordance with the provisions of its articles of incorporation.

If the share capital of the SICAV were to fall below two-thirds of the minimum capital, the Board of Directors would be required to refer the matter of winding up the SICAV to a general meeting of shareholders deliberating without a quorum requirement and acting by vote of a simple majority of the shares represented at the meeting.



If the share capital of the SICAV were to fall below one-quarter of the minimum capital, the Board of Directors would be required to refer the matter of winding up the SICAV to a general meeting of shareholders deliberating without a quorum requirement. Winding-up may be declared by shareholders holding one-quarter of the shares represented at the meeting.

The meeting notice must be sent to shareholders in so as to ensure that the meeting is held within forty days of finding that the net assets have fallen, respectively, below two-thirds or one-quarter of the minimum capital.

The liquidation of the SICAV, whether court-ordered or otherwise, will be carried out in accordance with the Law and the articles of incorporation. In the event of non-court ordered liquidation, the process will be carried out by one or more liquidators who will be appointed by the general meeting of shareholders, which will determine their powers and remuneration.

The sums and amounts attributable to shares whose holders do not come forward on completion of the liquidation proceedings will remain on deposit with the *Caisse de Consignation* for the relevant beneficiary.

24. Fees and charges

24.1. Subscription, conversion and redemption fees

A subscription fee for the benefit of the Distributors (unless otherwise provided in the Fact Sheets) may be applied to subscriptions.

A conversion fee for the benefit of the Distributors (unless otherwise provided in the Fact Sheets) may be applied to conversions between Sub-Funds as well as to conversions between share classes of the same Sub-Fund if duly provided for in the Fact Sheets.

A redemption fee for the benefit of the Distributors (unless otherwise provided in the Fact Sheets) may be applied to redemptions.

These fees will be expressed as a percentage of the amount subscribed (subscription and/or conversion orders) or redeemed in accordance with the terms provided for in each Fact Sheet.

24.2. Portfolio Management fee

In consideration for its portfolio management activity, the Management Company shall receive annual management fees, as detailed in the different Fact Sheets.

The management fee is expressed as an annual percentage of the average net asset value of each share class and is payable monthly.

24.3 Distribution fee

In consideration for its marketing activity, the Management Company may also receive distribution fees, as detailed in the Fact Sheets where appropriate.

24.4. Operational and administrative charges

The SICAV will bear the day-to-day operational and administrative charges incurred to cover all the overhead, variable costs, charges, fees and other expenses, as described below (the "Operational and Administrative Charges").

The Operational and Administrative Charges cover the following costs, although this list is not exhaustive:

- (a) expenses incurred directly by the SICAV, including, among others, fees and charges owing to the Depositary, to the principal paying agent, commissions and fees for certified auditors, share class hedging fees, including those charged by the Management Company, the fees paid to Directors and the reasonable costs and expenses incurred by or for the Directors;
- (b) a "service fee", paid to the Management Company and which includes the remaining amount of Operational and Administrative Charges after deducting the costs indicated in section (a) above, being, among others, the fees and costs of the domiciliary agent, the administrative agent, the transfer agent, the registrar, the order routing platforms, the costs associated with registration and for maintaining this registration in all jurisdictions (such as fees levied by the supervisory authorities concerned, translation costs and payment for representatives abroad and local paying agents), listing and maintenance fees on stock exchange or specific platforms, share price publication costs, postal and communication costs, the costs for preparing, printing, translating and distributing prospectuses, key information documents, notices to the shareholders, financial reports or any other documents for shareholders, legal fees and expenses, the costs and fees associated with the subscription for any account or license or any other use of paid information or data, the fees associated with analysis services, the fees incurred for using a trademark registered by the SICAV and the fees and expenses for the Management



Company and/or its delegates and/or any other agent appointed by the SICAV itself and/or independent experts.

Operational and Administrative Charges are expressed as an annual percentage of the average net asset value of each share class.

They are payable monthly at a maximum rate as set out in the Fact Sheets.

At the end of a given period, if the charges and expenses were to exceed the percentage of the Operational or Administrative Charges set for a share class then the Management Company would pay the difference. Conversely if the actual charges and expenses were to be less than the percentage of the Operational and Administrative Charges set for a class of shares, then the Management Company would retain the difference.

The Management Company may instruct the SICAV to settle all or part of the expenses as stated above directly on its assets. In such case, the amount of Operational and Administrative Charges will be reduced accordingly.

The Operational and Administrative Charges do not cover:

- The duties, taxes, contributions, rights or costs of taxation imposed on the SICAV and its assets, including Luxembourg subscription duty;
- Fees linked to transactions: each sub-fund incurs the fees and expenses for buying and selling transferable securities, financial instruments and derivative products, brokerage fees and expenses, interest, (among others the interest on swaps and loans, etc.) or tax and other expenses linked to transactions;
- Fees linked to borrowing activities;
- Fees generated by the anti-dilution mechanism;
- Bank fees such as, but not limited to, interest on overdrafts;
- Fees associated to credit facilities;
- Non-recurring expenses, some of which may not be reasonably expected in the ordinary course of the SICAV's activities, including but not limited to, the cost of exceptional and/or ad hoc measures and fees for tax advisers, legal advice, expert assessment, introduction fees or fees for legal procedures to protect the interests of shareholders and any expenses associated with one-off agreements entered into by any third party in the interests of the shareholders.

Costs and expenses relating to updating the Prospectus may be amortised over five years.

The charges and costs relating to opening a specific sub-fund may be amortised over five years exclusively in relation to the assets of such new sub-fund.

Any Expenses and costs not directly attributable to a specific sub-fund will be charged equally among the various sub-funds or, where the amount of expenses and costs so requires, will be allocated among the sub-funds proportionate to their respective net assets.

Under the conditions set down in the Law, the legal, advisory or administrative costs associated with preparing and carrying out the merger of one or more sub-funds of the SICAV may not be charged to the respective sub-funds / the SICAV.

The charges and costs relating to opening a new sub-fund may be amortized over five years exclusively in relation to the assets of this new sub-fund.

Other expenses and costs not directly attributable to a specific sub-fund will be allocated to the various sub-funds proportionate to their respective net assets.

In certain jurisdictions where the shares of the SICAV are authorized for marketing, costs might be charged by any local paying agent in remuneration for the services provided.

25. Information to shareholders

25.1. Publication of the net asset value

The net asset value per share of each sub-fund and/or of each share class and the issue, redemption and conversion prices will be published on each Valuation Date at the registered office of the SICAV and at the registered office of the financial service agents in the countries where the SICAV is authorized for public marketing of its shares.

25.2. Notices to shareholders

The information notices to the attention of the shareholders will be:

- sent to registered shareholders;



- if required by the local legislation, published in Luxembourg and in the countries where the shares of the SICAV are authorized for public marketing in any newspaper selected by the Board of Directors.

25.3. Financial statements

The financial statements of the SICAV are prepared in compliance with the generally accepted accounting principles in Luxembourg, known as "Luxembourg GAAP".

The financial reports to shareholders on the previous financial year will be available at the registered office of the SICAV. The financial year of the SICAV ends on December 31st of each year.

25.4. Documents of the SICAV

The Prospectus, articles of incorporation, key information documents and annual and semi-annual reports of the SICAV are available, free of charge on request at the Registered Office of the SICAV, on banking days and during usual business hours, or directly at www.candriam.com.

The Depositary Bank and Principal Paying Agent Agreement, the Management Company Agreement and the Operational and Administrative Charges Agreement concluded by the SICAV are available for inspection during normal business hours on bank Business Days at the registered office of the SICAV.

Those documents can also be obtained free of charge on request from the financial service agents in the countries where the SICAV is authorized for public marketing of its shares.

25.5. Auditors

PricewaterhouseCoopers Luxembourg is responsible for the auditing of the accounts and the annual reports of the SICAV.

25.6. Additional information

In order to meet regulatory and/or tax requirements, the Management Company may, over and above the legal publications, communicate to investors requesting it the SICAV's portfolio composition and all information relating to it.

25.7. Information for investors located in Asia

To facilitate communication in the Asian time zones, investors have the option of contacting CACEIS Hong Kong Trust Company Limited directly to transmit their share subscription, redemption or conversion orders and to obtain any information or documentation concerning customer identification and/or Personal Data.

26. Information for investors in Switzerland

26.1. Representative

The representative in Switzerland is CACEIS (Switzerland) SA, Route de Signy 35, CH-1260 Nyon (hereinafter the "Swiss Representative").

26.2. Paying agent

The paying agent in Switzerland is CACEIS Bank, Montrouge, succursale de Nyon/Suisse, Route de Signy 35, CH-1260 Nyon (hereinafter the "Swiss Paying Agent").

26.3. Location where the relevant documents may be obtained

The Prospectus, the key information documents, the articles of incorporation as well as the annual and semi-annual reports may be obtained free of charge from the Swiss Representative.

26.4. Publications

In Switzerland, publications concerning to the SICAV are made on the website of Fundinfo (www.fundinfo.com).

Each time shares are issued or redeemed, the issue and the redemption prices or the net asset value together with a reference stating "excluding commissions" must be published for all share classes on the website of Fundinfo (www.fundinfo.com). Prices are published on a daily basis.



26.5. Share classes that are not distributed in witzerland

The share classes B, Z and ZF are not actively distributed in Switzerland.

26.6. Payment of retrocessions and rebates

a/ Retrocessions

For the share classes C, I, PI, S and V, the Management Company and its agents may pay retrocessions as remuneration for distribution activity in respect of the shares in Switzerland. This remuneration may be deemed payment for the following services in particular:

- Activity of marketing and distribution in or from Switzerland;
- Storage of data and documents in relation to investors in accordance with the related regulation;
- Investor relations, including the management of enquiries and claims and communication to the Management Company and its agents;
- Communication of fund documents to investors (including annual and semi-annual reports, articles of incorporation, Prospectus and KID);
- Communication of marketing and advertising materials to prospective clients in accordance with the relevant regulations;
- Investment advice to prospective clients in accordance with the relevant regulations; and
- Preparation of investor due diligence files, monitoring of compliance with anti-money laundering procedures and verification of "Know Your Client" documents, in accordance with regulatory compliance requirements.

For the R share class, retrocessions are not deemed to be rebates even if they are ultimately passed on, in full or in part, to the investors.

Disclosure of the receipt of is based on the applicable provisions of FinSA

b/ Rebates

Investors participate in the Sub-Funds by subscribing into, and holding, shares of individual share classes. Individual shares of a single share class bear the same rights and obligations in order to ensure equal treatment of all investors within the same share class of the relevant Sub-Fund.

While remaining within the parameters profiling the different share classes of the relevant Sub-Fund, the Management Company may enter into arrangements, on the basis of objective criteria as further specified below, with individual investors or a group of investors providing for special entitlements for those investors.

Such entitlements shall be understood as being rebates on fees charged to the share class, or specific disclosures, and will be granted solely based on objective criteria determined by the Management Company and out of its own resources.

Objective criteria include, but are not limited to (alternatively, or cumulatively):

- the expected holding period for an investment in the Sub-Fund;
- the investor's willingness to invest during the launch phase of the Sub-Fund;
- the current or anticipated amount subscribed or to be subscribed by an investor;
- the total Asset under Management (AuM) held by an investor in the Sub-Fund or in any other product of the Management Company;
- the type of the investor (e.g., repackager, wholesaler, fund management company, asset manager, other institutional investor, or private individual);
- the fee or revenues generated by the investor with a group of, or all affiliates of the group to which the Management Company belongs.

Any investor or prospective investor within a share class of a given Sub-Fund which is, in the reasonable opinion of the Management Company, objectively in the same situation than another investor in the same share class who entered into arrangements with the Management Company is entitled to the same arrangements. In order to obtain the same treatment, any investor or prospective investor may liaise with the Management Company by addressing a request to the Management Company. The Management Company will share the relevant information on the existence and nature of such specific arrangements with the relevant investor or prospective investor, verify the information received from the latter and determine on the basis of the information made available to it (including by such investor or prospective investor) whether the latter is entitled to the same treatment or not.

Upon request of investors, the Management Company makes available, free of charge, the amount of the respective rebates.

26.7. Place of performance and jurisdiction

In respect of the shares offered in, the place of performance is the registered office of the Swiss Representative. The place of jurisdiction is at the registered office of the Swiss Representative or at the registered office or place of residence of the investor.



NYLIM GF US High Yield Corporate Bonds

- Fact Sheet -

This sub-fund does not have any sustainable investment objective and does not specifically promote environmental and/or social characteristics within the meaning of SFDR.

1. Investment objectives

The sub-fund seeks maximum current income through investment in a diversified portfolio of high-yield debt securities and to outperform the benchmark.

2. Investment policy

The assets of this sub-fund will be principally invested, under normal circumstances, in high-yield corporate & financial debt instruments denominated in USD (bonds – including issues that are publicly registered in the US or issued under SEC Rule 144A, money market instruments or financial instruments having the same characteristics). These instruments will be issued primarily by non-governmental issuers domiciled in, or whose country of risk is, the US. They will be rated below BBB- or equivalent by at least one independent rating agency (S&P, Moody's or Fitch) at the time of acquisition, or could be unrated but considered to be of comparable quality by the portfolio manager. The remainder of the assets will be invested in:

- other eligible securities (notably convertible bonds, government bonds, investment grade, investment grade short-term instruments);
- money market instruments other than those described above;
- a maximum of 10% of its assets in UCI and UCITS;
- eligible derivative instruments (as described below) and
- deposits or cash.

Exposures to currencies other than the USD may be hedged against foreign exchange risk. As the risks cannot be fully hedged at all times, a marginal residual foreign exchange risk may remain. The sub-fund may also make use of derivative financial instruments on the regulated or over-the-counter markets for the purpose of hedging or exposure. The underlying of these derivative financial instruments can be currencies, interest rates, credit spreads and volatility spreads such as swaps (currency exchange swaps, interest rate swaps, credit default swaps, inflation swaps), forwards, options, or futures.

In times of unusual or adverse market, economic or political conditions, the sub-fund may invest without limit in investment grade securities including US government securities or other high quality money market instruments. To the extent the sub-fund is invested in cash, investment grade debt or other high quality instruments, the yield on these investments tends to be lower than the yield on other investments normally purchased by the sub-fund. Although investing heavily in these investments may help to preserve the sub-fund's assets, it may not be consistent with the sub-fund's primary investment objective and may limit the sub-fund's ability to achieve a high level of income.

Investment decisions do not systematically take into account sustainability risk in the asset selection process. However, on an discretionary basis sustainability risks could be considered while investing or selling a financial instrument.

The sub-fund does not systematically take the sustainability principal adverse impacts (PAI) into account for one or more of the following possible reasons:

- All or part of the issuing investee companies do not provide sufficient PAI data,
- The PAI element is not considered as a predominant element in the investment process of the sub-fund,
- The sub-fund uses derivatives for which the treatment of the PAI elements is not defined and normalized yet.

The management of the sub-fund is delegated to an external investment advisor which might not take into account principal adverse impacts on sustainability in a similar way than the Management Company. As such, principal adverse impacts on sustainability are not taken into account in the investment decisions process.

3. Efficient portfolio management techniques

The sub-fund may conclude reverse repurchase transactions for an expected proportion that may vary between 0% and 25 % of the net assets and which may reach a maximum of 50% of the net assets under specific market conditions.

The sub-fund will use reverse repurchase agreements, especially if market conditions justify it and only if an investment of cash through such an operation is justified.



The sub-fund may conclude repurchase transactions for an expected proportion that may vary between 0% and 10% of the net assets and which may reach a maximum of 10% of the net assets.

In any case, these transactions will be justified by temporary liquidity needs.

4. Investor profile

Investment in this sub-fund may be suitable for investors who seek income consistent with the preservation of capital, together with the level of risk generally associated with high yield bonds.

5. Benchmark

The sub-fund is actively managed and the investment approach implies a reference to a benchmark.

The selected benchmark does not explicitly take into account sustainability criteria.

Benchmark name	ICE BofAML US High Yield Constrained Index (Total Return)
Benchmark definition	The index measures the performance of USD-denominated corporate bonds below investment grade issued in the US domestic market with issuer exposure capped at 2%.
Use of the benchmark	<ul style="list-style-type: none"> ▪ as investment universe. In general, the majority of the sub-fund's financial instruments are part of the benchmark. This said, investments outside this benchmark are admitted; ▪ in the determination of risk levels / parameters; ▪ for performance comparison. <p>For share classes in a currency other than the sub-fund's currency, another corresponding benchmark is used for performance comparison.</p>
Deviation level of the portfolio composition from the benchmark	<p>The sub-fund being managed actively, its objective is not to invest in all constituents of the benchmark, nor to invest to the same extent in the constituents of the benchmark. Under normal market conditions, the tracking error of the sub-fund will be moderate to important this is comprised between 0.75% and 3%.</p> <p>This measure is an estimation of the deviation of the sub-fund's performance compared to the performance of the benchmark. The more the tracking error is important, the more deviations compared to the benchmark are important. The effective tracking error depends notably on the market conditions (volatility and correlations between financial instruments) and can deviate from the expected tracking error.</p>
Benchmark provider	<p>ICE Data Indices LLC</p> <p>The benchmark provider is, since Brexit, an entity benefiting from the transitional provision of article 51, §5 of the Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014.</p> <p>The Management Company has adopted robust written plans to cover the cases where the publication of the benchmark index has been stopped or where major changes in that benchmark have occurred. The Board of Directors of the SICAV, based on these plans, may choose another benchmark, if appropriate. Any such change of benchmark will be reflected in an updated Prospectus. Such plans are available free of charge, upon request, at the registered office of the Management Company.</p>

6. Risk factors specific to the sub-fund and risk management

6.1. Risk factors specific to the sub-fund

- Risk of loss of capital
- Credit risk
- Sustainability risk
- Interest rate risk
- Liquidity risk
- Equity risk
- Foreign exchange risk
- Concentration risk



- Derivatives risk
- Counterparty risk
- External factors risk
- Risk of changes made to the reference index by the index provider
- ESG investment risk
- Share class hedging risk

Investors should take note of the management strategy of this sub-fund, primarily invested in securities classified as speculative by the rating agencies and traded on markets whose operating conditions, in terms of transparency and liquidity, may differ considerably from the standards accepted on international stock markets or regulated markets. Consequently, the sub-fund is aimed at investors who have sufficient experience to be able to assess the merits and risks.

The general explanation of the various risk factors is given in the clause titled "Risk factors" in the Prospectus.

6.2. Risk management

The total derivatives commitment will be calculated according to the commitment approach set down in CSSF circular 11/512.

7. **Base currency:** USD

8. **Form of the shares:** registered shares only

9. Share classes

- **B**, capitalization shares, denominated in **USD** [LU1523905054]
- **B**, **distribution shares, denominated in USD** [LU2166127105]
- **B-H**, capitalization shares, denominated in **EUR** [LU1523905484]

- **C**, capitalization shares, denominated in **USD** [LU1220230442]
- **C (q)**, distribution shares, denominated in **USD** [LU1220230525]
- **C**, distribution shares, denominated in **USD** [LU1220230798]
- **C-H**, capitalization shares, denominated in **EUR** [LU1220230871]
- **C**, capitalization shares, denominated in **EUR** [LU1220230954]
- **C (q)-H**, distribution shares, denominated in **EUR** [LU1220231093]
- **C (q)**, distribution shares, denominated in **EUR** [LU1220231176]
- **C-H**, capitalization shares, denominated in **CHF** [LU1220231259]

- **I**, capitalization shares, denominated in **USD** [LU1220231333]
- **I(q)**, distribution shares, denominated in **USD** [LU1380566940]
- **I-H**, capitalization shares, denominated in **GBP** [LU1220231416]
- **I**, capitalization shares, denominated in **GBP** [LU1220231507]
- **I(q)**, distribution shares, denominated in **GBP** [LU1380567161]
- **I(q)-H**, distribution shares, denominated in **GBP** [LU1380567328]
- **I-H**, capitalization shares, denominated in **EUR** [LU1220231689]
- **I**, capitalization shares, denominated in **EUR** [LU1220231762]
- **I-H**, capitalization shares, denominated in **CHF** [LU1220231929]

- **PI**, capitalization shares, denominated in **USD** [LU1797833040]

- **R**, capitalization shares, denominated in **USD** [LU1220232067]
- **R(q)**, distribution shares, denominated in **USD** [LU1380567674]
- **R-H**, capitalization shares, denominated in **GBP** [LU1220232141]
- **R**, capitalization shares, denominated in **GBP** [LU1220232224]
- **R(q)-H**, distribution shares, denominated in **GBP** [LU1380567831]
- **R-H**, capitalization shares, denominated in **EUR** [LU1220232570]
- **R**, capitalization shares, denominated in **EUR** [LU1220232653]
- **R-H**, capitalization shares, denominated in **CHF** [LU1220232737]

- **S(q)**, distribution shares, denominated in **USD** [LU1523905641]

- **Z**, capitalization shares, denominated in **USD** [LU1451262742]



- **Z**, distribution shares, denominated in **USD** [LU1451262668]
- **Z (q)**, distribution shares, denominated in **USD** [LU1220232810]

10. Minimum initial subscription

- The minimum initial subscription for the B, C & R shares is USD 1,000 or its equivalent in other currencies. This minimum may be changed at the discretion of the Board of Directors provided shareholders are treated equally on the same Valuation Date.
- The minimum initial subscription for the PI shares is USD 1,000,000 or its equivalent in other currencies. This minimum may be changed at the discretion of the Board of Directors provided shareholders are treated equally on the same Valuation Date.
- There is no minimum initial subscription for the I, S and Z shares.

11. Fees and charges

Shares	Fees and charges				
	Subscription	Conversion	Exit	Portfolio Management (*)	Operational and Administrative Charges
B	Max. 2.5%	0%	0%	Max. 0.90%	Max. 0.30%
C	Max. 2.5%	0%	0%	Max. 1.25%	Max. 0.30%
I	0%	0%	0%	Max. 0.60%	Max. 0.20%
PI	0%	0%	0%	Max. 0.60%	Max. 0.20%
R	0%	0%	0%	Max. 0.70%	Max. 0.30%
S	0%	0%	0%	Max. 0.10%	Max. 0.20%
Z	0%	0%	0%	0%	Max. 0.20%

* The fees are expressed as an annual percentage of the average net asset value of the share class and are payable at the end of each month.

12. Applicable cut-off times for the subscription, redemption and exchange of shares

D	Valuation Date 12 noon (Luxembourg time) is the cut-off time. NAV is calculated based on closing prices on D.	Provided this date is a banking Business Day in Luxembourg and in the U.S. In the case D is not a banking Business Day in Luxembourg and/or in the U.S., orders will be taken into account in the cut-off of the next banking Business Day.
D +1	Calculation Date	Provided this date is a banking Business Day in Luxembourg otherwise the banking Business Day in Luxembourg hereafter. Valuation at closing prices of D, NAV dated D.
D+3	Settlement date	According to applicable Business Days in Luxembourg

This Fact Sheet forms an integral part of the Prospectus dated 1 September 2023
