1741 | FUND MANAGEMENT

Alternative Investment Fund (AIF)

By-laws

including general and sub-fund-specific annexes

Version of 17 July 2019

1741 Alternative Investments SICAV

Investment company with variable capital pursuant to Liechtenstein law
(hereinafter: the "Investment Company")

(structured as an umbrella fund with multiple sub-funds)

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BY-LAWS OF THE 1741 ALTERNATIVE INVESTMENTS SICAV

Preamble

The following documents

- Part I of the By-laws, being "the By-laws in the strictest sense";
- Part II of the By-laws, being "the Investment Conditions";
- Annex A, "Organisational structure of the Investment Company";
- Annex B, "Sub-fund summary";
- Annex C, "Country-specific information regarding distribution";

together form an integral whole and shall be referred to collectively as the "constituent documents" within the meaning of Art. 4 AIFMA.

In acquiring investors' units in one or more sub-funds, every professional investor acknowledges these constituent documents, which regulate the contractual relationships between the investors and 1741 Alternative Investments SICAV (hereinafter referred to as the "Investment Company") together with all duly executed amendments to such documents.

At present the units of this Investment Company are intended for distribution solely to professional investors. Pursuant to the relevant legislation, therefore, the Investment Company shall dispense with any (sales) prospectus and with the production of a key investor information document (KIID) and half-yearly reports.

There are some countries in which the units of the Investment Company are not authorised for distribution. The issue, conversion and redemption of units abroad are governed by the legal provisions in force in the country concerned. Annex C, "Country-specific information regarding distribution", contains information regarding distribution of units of the Investment Company in a number of countries.

The units have not been and will not be registered pursuant to the United States Securities Act of 1933, as since amended (the "**1933 Act**"), or to the securities legislation of any Federal State or territorial authority of the United States of America or its territories, possessions or other areas under US jurisdiction, including the Commonwealth of Puerto Rico (hereinafter: the "**United States**").

The units must not be offered, sold or otherwise made available in the United States or for the account of US persons (as defined in the 1933 Act). Subsequent transfers of units into the United States or to US persons are not permitted. The units may be offered and sold by way of exemption from the registration regulations of the 1933 Act in accordance with Regulation S to said Act.

The Investment Company has not been and will not be registered pursuant to the United States Investment Company Act of 1940, as amended, nor pursuant to any other US Federal Act. Accordingly, units must not be offered, sold or otherwise made available in the United States or for the account of US persons (as defined in the 1933 Act).

The units have not been approved by or indeed submitted for approval by the US Securities and Exchange Commission (the "**SEC**") or any other supervisory authority in the United States; moreover, neither the SEC nor any other supervisory authority in the United States has expressed an opinion regarding the accuracy or appropriateness of these By-Laws and any prospectus or regarding the benefits conferred by the units.

These By-laws consist of two parts: the By-laws in the strictest sense (Part I) and the Investment Conditions (Part II). General provisions of company law are set out in Part I, which likewise regulates the rights and obligations of the owners of the founders' shares (founding shareholders). Any amendment of the provisions in Part I shall require a resolution of the general meeting of shareholders (owners of the founders' shares), the prior approval of the FMA and entry in the Liechtenstein Commercial Register.

Part II of the By-laws lays down the general investment conditions applying to the assets under management. It likewise regulates the rights and obligations of the investors. Any amendment of the provisions in Part I shall require a resolution of the Board of Directors and, where applicable, the prior approval of the FMA.

In the event that a particular matter is not provided for in these By-Laws, the legal relationships between the investors and the Investment Company shall be governed by the AIFMA and the AIFMO and, in the absence of relevant provisions there, by the provisions of the Liechtenstein Code of Personal and Company Law (hereinafter: the “CPCL”) governing limited companies.

Subject to compliance with the provisions of the AIFMA and the AIFMO, with a view to ensuring that its business is conducted efficiently the Investment Company may delegate some of its duties to third parties or may make corresponding internal arrangements concerning its organisation. The details relating to the performance of such delegated duties or, as applicable, to such internal arrangements as well as the areas of authority and responsibilities

of the involved parties shall be set out in any Organisational and Business Regulations that exist and in any Appointment and Delegation Agreement or other agreements and regulations that are concluded.

Part I of the By-laws (the By-laws in the strictest sense)

I. Firm name, registered office, duration and purpose

Art. 1 Firm name

Under the firm name 1741 Alternative Investments SICAV an investment company is hereby created in the form of a limited company with variable capital (hereinafter: the "Investment Company") pursuant to Art. 9 AIFMA.

The Investment Company is structured as an umbrella fund which may have multiple sub-funds. The various sub-funds are separate entities with regard to property law and liability.

Art. 2 Registered office

The Investment Company has its registered office in Vaduz, Principality of Liechtenstein.

Art. 3 Purpose

The sole purpose of the Investment Company is to invest in and manage the authorised instruments

- in line with a specified investment strategy;
- for collective capital investment purposes;
- for the collective account of the investors.

With all due regard to the restrictions laid down in the AIFMA, the Investment Company may take any action or measure it deems appropriate in pursuit of its corporate purpose.

Art. 4 Duration

The Investment Company is formed for an indefinite duration.

II. Share capital and assets under management

Art. 5 Share capital and founders' shares

The Investment Company's share capital (equity) amounts to CHF 70,000 (in words: seventy thousand Swiss francs) and is divided into 70 registered founders' shares each with a nominal value of CHF 1,000. The shares are fully paid in.

The founders' shares are issued to the founders of the Investment Company. They confer the right to participate in and exercise voting rights at the general meeting of shareholders.

The share capital of the founder shareholders constitutes the assets of the Investment Company itself and shall be separate from the assets under management. The founders' shares confer an entitlement to participate only in the assets of the Investment Company.

Instead of issuing individual founders' shares the Board of Directors may issue share certificates for any chosen number of founders' shares or else refrain from issuing any physical shares or certificates whatsoever.

Art. 6 Assets under management and investors' units

In addition to the founders' shares the Investment Company shall issue investors' units made out to the bearer and without nominal value for sale to the investors. The general meeting of shareholders may resolve to convert the investors' units from bearer securities into registered securities.

By virtue of these investors' units the investors shall participate in the value of and income generated on the assets of the Investment Company in accordance with the constituent documents. The assets under management may be subdivided into economically separate and mutually independent sub-funds. These sub-funds may in turn have multiple unit classes giving rise to differing rights and obligations within a single sub-fund.

The assets under management may increase as a result of the gradual issue of new investors' units to existing and new unit holders and may decrease as a result of the gradual repayment of invested assets in full or in part through the redemption of investors' units. Such increases and decreases shall not give rise to any requirement to comply with the procedures envisaged for an increase or decrease in the share capital. Whenever new units are issued, the existing unit holders shall not have any preferential subscription rights.

The investors' units do not confer the right to participate in the general meeting of shareholders, voting rights or any other membership rights (apart from an entitlement to participate in the assets under management, as expressly stipulated in these By-laws) and furthermore do not grant any right to participate in the profit generated on the Investment Company's own assets. In the event of the insolvency of the Investment Company the assets managed as collective capital investments for the investors' account shall not form part of the insolvent estate pursuant to Art. 56 AIFMA.

The assets of the founder shareholders shall be separate from those of the unit-holding investors.

The investors' units shall be issued in the form of securitisation and the denominations determined by the Investment Company and specified in Annex B, "Sub-fund summary". The investors shall not be entitled to take delivery of actual physical unit certificates. The types of unit are indicated in Annex B, "Sub-fund summary".

The units shall be kept in collective safe custody in order to avoid problems that might affect their transferability.

All units in a sub-fund shall generally confer the same rights unless the Board of Directors resolves to issue different unit classes within a given sub-fund. The Board of Directors may resolve to create two or more unit classes within one sub-fund. Such unit classes may differ in their characteristics and rights relating to the manner in which profits are appropriated, in their fee structures or in their other characteristics and the specific rights they confer. From the moment they are issued, all units shall participate in identical manner in the income, price gains and liquidation dividends of their respective unit class. Where different unit classes are created for a given sub-fund, this shall be stated in Annex B, "Sub-fund summary", together with the specific characteristics of and rights conferred by those unit classes.

Within at most twelve months of the initial issue of units the assets of an individual sub-fund must reach or exceed a minimum volume of EUR 1.25 million (in words: one million and two hundred and fifty thousand euros) or the equivalent value in another currency and subsequently must not fall below that minimum threshold at any time.

III. Governing bodies of the Investment Company

Art. 7 Governing bodies

The governing bodies of the Investment Company shall be:

a) the general meeting of shareholders;
b) the Board of Directors;
c) the Certified Auditors.

a) The general meeting of shareholders

Art. 8 Powers

The supreme governing body of the Investment Company is the general meeting of shareholders. It has the following powers:

1. to elect the Board of Directors;
2. to elect the Certified Auditors;
3. to formally accept the profit and loss account, the balance sheet and the annual report;
4. to make resolutions concerning the appropriation of the net profit and, in particular, the size of dividends on founders' shares;
5. to formally release the members of the Board of Directors and the Certified Auditors in respect of their actions;
6. to make resolutions on motions proposed by the Board of Directors, the Certified Auditors and the founding shareholders, and further to conduct all business reserved to the general meeting of shareholders by law or these By-laws or referred to it by the Board of Directors;
7. to make resolutions concerning increases or decreases of the share capital pursuant to Art. 5 of these By-laws and concerning the modalities of such increases or decreases;
8. to make resolutions on the formal acceptance of the By-laws and on the dissolution or merger of the Investment Company (after prior approval by the FMA);
9. to make resolutions on amendments to Part I of the By-laws (after these have been duly noted by the FMA).

Art. 9 Ordinary general meeting

The ordinary general meeting of shareholders shall be convened within six months of the end of a financial year at the registered office of the Investment Company or at some other location specified in the invitation.

The investors' units confer no entitlement to participate in or vote at the ordinary general meeting.

Art. 10 Universal meeting

If all the founding shareholders are present in person or represented and no objection is raised, they may hold a general meeting of shareholders (universal meeting) without needing to comply with the formal convocation requirements that would normally apply and at this meeting may hold valid discussions and make binding resolutions on all matters within the remit of the general meeting of shareholders.

Art. 11 Extraordinary general meeting

An extraordinary general meeting of shareholders may be convened as and when required in the manner prescribed by law. The provisions of Art. 10 of these By-laws shall apply accordingly.

The investors' units confer no entitlement to participate in or vote at the extraordinary general meeting.

Art. 12 Convocation

General meetings of shareholders shall be convened by the Board of Directors in the manner prescribed by the law, internal directives and the By-laws.

The invitations must be received at least seven calendar days before the scheduled date of the meeting and must indicate the agenda.

The Investment Company shall determine how founding shareholders are to establish their entitlement to attend the general meeting.

Art. 13 Holding general meetings

General meetings of shareholders shall be chaired by the Chairman/Chairwoman of the Board of Directors. In his or her absence the general meeting shall be chaired by another member of the Board of Directors designated by the Board of Directors or by a representative elected by the general meeting of shareholders.

The chairperson shall appoint the secretary and the tellers. The secretary must sign the minutes together with the chairperson.

Art. 14 Resolutions and voting rights

Each founders' share confers one vote. The shareholders may represent their shares in person or through a proxy, who need not be a shareholder.

Save where otherwise prescribed by mandatory law, the general meeting shall resolve its elections and make its resolutions by means of an absolute majority of the votes cast.

In the event of a tie, the chairperson shall have the casting vote.

Where a first round of voting fails to produce a clear result, a second round shall take place and be decided by relative majority.

Elections and votes on motions shall be open, unless the chairperson or one of the founding shareholders requests a secret ballot.

The investors' units do not confer voting rights.

b) The Board of Directors

Art. 15 Constitution and term of office

The Board of Directors shall consist of at least two natural persons or legal entities. As a rule, it shall be elected by the ordinary general meeting of shareholders for a one-year term. The term of office of the members of the Board of Directors shall last until the general meeting of shareholders conducts a new election or confirms them in post, subject to early retirement or dismissal.

If a member of the Board of Directors steps down before the end of his or her term of office, the remaining members may appoint a provisional replacement to serve until the next general meeting of shareholders. The provisional replacement assumes the term of office of his or her predecessor.

The members of the Board of Directors may be re-elected at any time. Any change in the membership of the Board of Directors shall be subject to prior notification of the FMA.

Art. 16 Self-constitution

The Board of Directors shall constitute itself. From among its members it shall elect a chairperson and a vice-chairperson, both of whom may be re-elected at any time.

Art. 17 Duties

The Board of Directors shall be responsible for the overall management of the Investment Company and for appointing, supervising and controlling its Operational Manager.

The Board of Directors shall represent the Investment Company externally and shall deal with all matters not reserved specifically and/or exclusively to another governing body of the Investment Company or to third parties by law, the By-laws, special regulations or separate agreement.

The Board of Directors may at its discretion enact a set of Organisational and Business Regulations in which the duties delegated to the Operational Manager, the rights, obligations, areas of authority and responsibilities of the competent bodies and the relevant reporting procedures shall be set out.

All delegations of operational management responsibility and all appointments of depositaries and portfolio managers shall be subject to FMA approval.

The following duties cannot be transferred or delegated by the Board of Directors:

- the formulation of the investment strategy for the assets under management or, where applicable, the assets of each individual sub-fund;
- the basic decisions concerning the issue and redemption of units;
- decisions concerning the size of distributions on investors' units;
- the formulation of the material content of the constituent documents (subject to the granting of any required approval, e.g. by the FMA or the general meeting of shareholders);
- the formulation of the material content of the periodic reports;
- representation of the Investment Company in all external dealings;
- supreme responsibility for management functions;
- responsibility for supervising any delegation of functions;
- the decisions concerning the creation, dissolution and restructuring of individual sub-funds or unit classes;
- all other duties defined by law as non-transferable.

Art. 18 Delegation of operational management (AIFM)

The Board of Directors may at its own discretion delegate the operational management function to a third party (externally managed investment company). It may enact a set of Organisational and Business Regulations and conclude an Appointment and Delegation Agreement in which the duties delegated to the Operational Manager, the rights, obligations, areas of authority and responsibilities of the competent bodies and the relevant reporting procedures shall be set out.

The executive management of the third company must satisfy the requirements laid down in the AIFMA and be approved by the FMA. The third company shall be designated the AIFM (Alternative Investment Fund Manager). The same shall apply to an AIFM duly licensed in another EEA member state which has a branch office in Liechtenstein or is permitted to carry out such activities as part of its provision of cross-border services.

The AIFM shall have extensive rights to carry out all management and administrative actions in its own name but for the account and exclusively in the interests of the Investment Company and its shareholders in accordance with the provisions of the constituent documents. In particular the AIFM shall be entitled to buy, sell, subscribe to and convert authorised securities and other liquid and illiquid assets and to exercise all the rights which are directly or indirectly conferred by the assets of the Investment Company in accordance with the relevant statutory provisions.

The Operational Manager shall represent the Investment Company externally

- insofar as legally permissible;
- in accordance with the provisions of the constituent documents;
- in accordance with the provisions of any Organisational and Business Regulations;
- in accordance with the provisions of the Appointment and Delegation Agreement;

save where such representation is reserved and/or delegated to another governing body of the Investment Company or to a third party.

Art. 19 Delegation of duties

With a view to conducting business efficiently, the Investment Company or, as applicable, the AIFM shall be entitled within the bounds laid down by the AIFMA and the AIFMO to delegate particular tasks to third parties and to conclude one or more management or advisory agreements with legal entities or natural persons from Liechtenstein or other countries (hereinafter: "Authorised Agents"). These Authorised Agents shall provide management or advisory services or issue recommendations to the Investment Company on the basis of such agreements, subject to any FMA approval that might be required.

Art. 20 Meetings and resolutions

The Board of Directors shall meet as often as required when convened by the chairperson or the acting chairperson. Every member of the Board of Directors can request that the chairperson convene a meeting without delay, but must state the reasons for such request.

The Board of Directors can hold valid discussions and make binding resolutions if a majority of its members are present. Whenever decisions are taken which materially affect the interests of the investors' units, the AIFM must be present.

Resolutions require a simple majority of the votes cast. Decisions may also be made by circular resolution, provided that no member of the Board of Directors demands a meeting in person. Resolutions by circular letter shall require a unanimous vote in favour and shall be included in the minutes of the next Board meeting.

The Chairman shall take part in the vote and in the event of a tie shall have the casting vote.

If a resolution is made which, in the opinion of the Board of Directors or the AIFM, is not in conformity with the provisions of the AIFMA, the AIFMO or these By-laws, a motion may be proposed to stay the resolution until the contentious matter has been adjudicated by the Certified Auditors. Once adjudicated by the Certified Auditors, the resolution shall be implemented, rejected or re-drafted accordingly.

Minutes shall be kept of the Board's discussions and resolutions. These minutes shall be signed by the chairperson and the secretary.

Art. 21 Signing authority

The members of the Board of Directors shall have joint signing authority with two signatures required.

In all other respects the Board of Directors shall regulate and confer signing authority, which as a general rule must involve a requirement for two signatures.

In the case of an AIFM or third company which for its part confers joint signing authority requiring two signatures, the Board of Directors shall be permitted to confer single signing authority on the AIFM in respect of the latter's areas of authority.

Art. 22 Art. 22 Conflicts of interest and incompatibility

The Investment Company must be structured and organised so as to minimise the risk of conflicts of interest detrimental to the interests of the Investment Company or its shareholders and to ensure that, where such conflicts do arise, they are identified and handled appropriately. Particular account must be taken of conflicts of interest between the Investment Company including its sub-funds, the owners of founder's shares and investors' units, the AIFM, the Depositary and other Authorised Agents, whether the conflict arises in the relationship with the Investment Company or with another of the aforementioned parties. In all other respects the statutory provisions and the directive on the handling of conflicts of interest issued by the Board of Directors shall apply.

c) The Certified Auditors

Art. 23 Election

Each year the general meeting of shareholders shall elect Certified Auditors that are authorised in the Principality of Liechtenstein by the FMA. The Certified Auditors may be re-elected and dismissed at any time by the general meeting of shareholders. They shall perform their duties in accordance with the provisions of the CPCL and of the AIFMA and in so doing shall have all the rights and obligations prescribed by law.

In the absence of qualified Certified Auditors the Investment Company shall be dissolved in accordance with the provisions of Art. 57 et seq. of these By-laws.

IV. Financial reporting

Art. 24 Financial year, accounting currency and annual accounts

The financial year shall commence on 1 January of each year and end on 31 December of the same year. The first financial year shall be extended: it shall commence on the date of establishment and shall end on 31 December 2018.

The Board of Directors shall draw up the annual accounts, consisting of a balance sheet and a profit and loss account, as at 31 December of each year, the first such accounts to be drawn up as at 31 December 2018. The annual accounts of the Investment Company relating to the founders' share capital shall be drawn up in Swiss francs. The annual accounts of the Investment Company relating to the investors' unit capital shall be drawn up in the accounting currencies specified in Annex B, "Sub-fund summary". Consolidated annual accounts covering the entire capital of the Investment Company shall be drawn up in Swiss francs. The annual accounts shall be presented to the Certified Auditors for auditing and subsequently to the general meeting of shareholders for approval.

The annual accounts shall be drawn up in accordance with the provisions set out in the By-laws and, absent such provisions, with the statutory provisions of the CPCL, with due regard to any supplementary provisions laid down in the AIFMA and the AIFMO.

V. Dissolution and liquidation

Art. 25 Authority

The general meeting of shareholders may resolve at any time to dissolve and liquidate the Investment Company in accordance with the relevant law and the provisions of the By-laws.

VI. Communications and announcements

Art. 26 Publication media

All notices from the Investment Company to the founding shareholders shall be sent by post. The official publication medium for all matters requiring public notification as per Part I of the By-laws shall be the *Liechtensteiner Volksblatt*.

All notices to the investors pertaining to the other parts of the constituent documents, and in particular Part II of the By-laws, may be made available by the Investment Company on the website of the Liechtenstein Investment Fund Association (www.lafv.li) or, where applicable, via any other media (especially the websites of the involved parties) or via durable data format (letter, fax, e-mail or similar). The constituent documents, annual reports, etc. may also be obtained at any time from the registered office of the Investment Company.

Part II of the By-laws (the Investment Conditions)

VII. Organisation

Art. 27 The Investment Company

The Investment Company) was established under the law of the Principality of Liechtenstein as an alternative investment fund on 27 July 2017.

Pursuant to Art. 5 of these By-laws the Investment Company has share capital divided into founders' shares which confer voting rights and the right to participate in general meetings of shareholders, and pursuant to Art. 6 of these By-laws the Investment Company has assets under management divided into investors' units which do not confer voting rights or the right to participate in general meetings of shareholders.

Following their approval by the FMA, the constituent documents entered into force for the first time upon being entered in the Liechtenstein Commercial Register.

The Investment Company is a legally independent undertaking for alternative investments and is governed by the AIFMA, as amended.

The Investment Company is structured as an umbrella fund which may have multiple sub-funds. The various sub-funds are separate entities with regard to property law and liability. Wherever mention is made of the Investment Company in these By-laws, the structure as a whole is meant (i.e. the share capital represented by the founders' shares and the assets under management of all the sub-funds collectively). By contrast, wherever mention is made of sub-funds in the provisions of these By-laws, the provision in question always refers to an individual sub-fund.

The management of the Investment Company consists primarily in taking the monies entrusted to it and investing them in authorised investment instruments for the collective account. Each sub-fund constitutes a legally separate body of assets in favour of the investors. In the event of the insolvency and dissolution of the Investment Company or the Depositary this separate body of assets shall not form part of the Investment Company's or Depositary's insolvent estate.

In accordance with their investment policy the sub-funds may invest in authorised securities and/or in other liquid and illiquid assets as specified in Art. 38 of these By-laws and in any further instruments stipulated in Annex B, "Sub-fund summary". The investment strategy of a particular sub-fund shall be determined as a function of its investment objectives. The net assets of each sub-fund and unit class and the net asset value of the sub-fund and its unit classes, if any, shall be expressed in the relevant reference currency.

The rights and obligations of the holders of the investors' units (hereinafter referred to as the "investors"), the Investment Company and the Depositary are regulated by the constituent documents and in particular by Part II of these By-Laws.

Art. 28 Operational Manager (AIFM)

In this instance the Investment Company has resolved to delegate responsibility for operational management to a third company (the AIFM). Thus the Investment Company is an externally managed Investment Company.

The duties delegated to the Operational Manager, the rights, obligations, areas of authority and responsibilities of the competent bodies and the relevant reporting procedures may be set out in an Appointment and Delegation Agreement.

Further information on the Operational Manager (AIFM) is given in Annex A, "Organisational structure of the Investment Company".

Art. 29 Portfolio Manager

The Operational Manager may appoint one or more duly authorised Portfolio Managers. The principal duty of the Portfolio Manager shall be to implement the investment strategy of each individual sub-fund on a discretionary basis and to perform associated services under the supervision, control and responsibility of the Investment Company. In performing these duties the Portfolio Manager shall comply with the investment principles and investment restrictions of the sub-fund concerned as described in Annex B, "Sub-fund summary", and with the statutory investment restrictions.

The details relating to the performance of the Portfolio Manager function are set out in the Portfolio Management Agreement concluded between the Investment Company and the Portfolio Manager.

Further information on the Portfolio Manager is given in Annex A, "Organisational structure of the Investment Company", and Annex B, "Sub-fund summary".

Art. 30 Depositary

For each sub-fund asset portfolio the Investment Company must appoint a bank or securities house (within the meaning of the Liechtenstein Banking Act) which has its registered office or a branch office in the Principality of Liechtenstein or else some other entity authorised under the AIFMA to act as the Depositary. The assets of the individual sub-funds may be held in custody at different depositaries. The function and liability of the Depositary shall be governed by the AIFMA, the Depositary Agreement and the constituent documents.

In the absence of a suitably authorised Depositary the Investment Company shall be dissolved in accordance with the provisions of Art. 59 et seq. of these By-laws.

The Investment Company shall be entitled to assert shareholders' claims against the Depositary in its own name. This shall not preclude the assertion of claims against the Depositary by the shareholders themselves.

Investors should note that there may be jurisdictions in which the effect of the separation of assets normally prescribed by law is not recognised in respect of the assets located in that jurisdiction in the event of insolvency or bankruptcy. The Investment Company and the Depositary shall co-operate in an effort to avoid holding assets in safekeeping in such jurisdictions.

Further information on the individual Depositaries is given in Annex A, "Organisational structure of the Investment Company", and Annex B, "Sub-fund summary".

Art. 31 Distributors, representatives and paying agents abroad

Further information on the distributors, representatives and paying agents outside Liechtenstein is given in Annex A, "Organisational structure of the Investment Company", and Annex C, "General and country-specific information regarding distribution".

VIII. The sub-funds

Art. 32 Fund structure

The Investment Company consists of one or more sub-funds. The Investment Company may at any time decide to create additional sub-funds or to dissolve existing sub-funds. In this event the constituent documents must be amended accordingly.

The investors participate in the assets of the relevant sub-fund of the Investment Company in proportion to the number of units they have acquired.

With regard to the relationship of the investors to each other, each sub-fund counts as a separate body of assets. The rights and obligations of investors in one sub-fund are separate from the rights and obligations of investors in the other sub-funds.

In respect of third parties each individual sub-fund is liable with its assets only for liabilities contracted by that particular sub-fund.

The Investment Company may implement any and all of the structural measures provided for in Art. 54 et seq. of these By-Laws in respect of any individual sub-fund.

Art. 33 Duration of individual sub-funds

An individual sub-fund may be created for a definite or an indefinite duration. The duration of a specific sub-fund is indicated in Annex B, "Sub-fund summary".

Art. 34 Unit classes

The Investment Company may create several unit classes within a given sub-fund or may dissolve unit classes that have been created. In this event the constituent documents must be amended accordingly.

Unit classes may be created which differ from the existing unit classes by virtue of the way the sub-fund's profit is appropriated, the reference currency and the use of currency hedging transactions, the minimum investment amount, the permitted investors and the amount and beneficiaries of the issue commission, redemption commission, administration fee, fund management fee and performance fee, or any combination of these aspects. However, this shall be without prejudice to the rights of investors who have bought units in the existing unit classes.

The unit classes that exist for each sub-fund and the costs and remunerations arising in connection with the sub-fund units are specified in Annex B, "Sub-fund summary".

Art. 35 Accounting/reference currency

The accounting currency is the currency in which the sub-fund books of account are kept. The reference currency is the currency in which the performance and net asset value of the unit classes are calculated. The accounting currency of the sub-funds and the reference currency for each unit class are specified in Annex B, "Sub-fund summary".

IX. Investment principles, investment restrictions and notes on risk

Art. 36 Investment strategy

The sub-fund-specific investment strategy, which subsumes the investment principles and investment restrictions specific to that sub-fund, and the investment objective of each sub-fund are described in Annex B, "Sub-fund summary".

The following general investment principles and restrictions shall apply to all the sub-funds save where provisions to the contrary or supplementary provisions applying to an individual sub-fund are given in Annex B, "Sub-fund summary".

Art. 37 General investment principles and restrictions

The assets of each individual sub-fund shall be invested for collective capital investment purposes in accordance with the applicable sub-fund-specific investment strategy for the collective account of the investors.

At its sole discretion and providing it is acting in the best interests of the investors (e.g. to avoid unnecessary costs), the Investment Company shall be entitled to distribute the readily available liquidity of a sub-fund on a pro rata basis to all sub-fund investors as at the time of distribution if in the opinion of the Investment Company it is and for the foreseeable future will remain impossible to make any investments that conform to the investment strategy and investment criteria of that sub-fund. Such distribution need not take place on a sub-fund valuation day but may instead be made on a date determined by the Investment Company, subject to prior announcement via the official publication medium as specified in Art. 77 of these By-laws.

Art. 38 Authorised investments

Each sub-fund shall be permitted to invest its assets for the account of its investors solely in legally permissible instruments. The authorised investments of the individual sub-funds are described in Annex B, "Sub-fund summary".

Art. 39 Unauthorised investments

The unauthorised investments of the individual sub-funds are described in Annex B, "Sub-fund summary".

In the best interests of the shareholders the Investment Company may at any time declare instruments other than those specified in Annex B, "Sub-fund summary", to be unauthorised insofar as this proves necessary.

Art. 40 Risk management, derivatives, instruments and techniques

To ensure that the assets of the sub-fund are managed efficiently, the Investment Company may employ techniques and instruments based on securities and money market instruments for hedging and portfolio management purposes, to generate additional returns and as part of the investment strategy, provided such techniques and instruments do not deviate from the provisions of Art. 41.

On no account may the sub-funds deviate from their investment objectives as a result of the use of derivatives or other investment techniques or instruments.

1. Risk management

The Investment Company shall use a risk management procedure that allows it at all times to monitor and measure the risks associated with investment positions both in absolute terms and as a proportion of the overall risk profile of the investment portfolio in accordance with the applicable statutory provisions and the sub-fund-specific investment principles as described in Annex B, "Sub-fund summary". The procedure used must also allow for accurate and independent valuation of OTC derivatives.

2. Derivative financial instruments

Derivative financial instruments are contractually regulated forward or options transactions, i.e. instruments whose value is derived from an underlying asset in the form of another financial instrument or a reference rate or value (financial index, interest rate, exchange rate or currency, etc.).

Subject to the statutory conditions and within the limits stipulated by the law the Investment Company may employ techniques and instruments whose prices are derived from other financial instruments (hereinafter referred to as "Derivatives").

The Derivatives permitted for each sub-fund and the principles governing their use are described in Annex B, "Sub-fund summary".

3. Securities lending

The Investment Company shall not engage in securities borrowing or securities lending transactions.

4. Securities repurchase agreements

The Investment Company shall not engage in securities repurchase agreements.

5. Asset pooling

The Investment Company shall not engage in pooling (i.e. the amalgamation for internal purposes and/or collective administration of the assets of multiple sub-funds).

6. Collective administration

The assets of one or more sub-funds must not be administered together with assets attributable to other sub-funds or other undertakings for collective investment (no collective administration).

7. Borrowing

A sub-fund may take out loans and may also grant loans. The sub-funds shall have no automatic entitlement to a credit line extended by the Depositary. The decision as to whether, in what way and for what amount a loan may be granted by the Depositary shall rest solely with the Depositary in accordance with its credit and risk policy. This policy may change during the lifetime of the sub-funds.

8. Unit class currency hedging

Where unit classes exist that are not managed in the accounting currency of the sub-fund, the currency risks may be hedged in part or in full. It is left to the discretion of the Investment Company whether and to what extent such hedging is carried out.

Art. 41 Investment limits

Sub-fund investment limits

The specific investment limits for the individual sub-funds are described in Annex B, "Sub-fund summary", and must be observed at all times.

Deviation from investment limits and look-through principle

1. In the event that the investment limits have been breached, the overriding aim of any transactions carried out for the sub-fund's account shall be to normalise the situation, with all due regard to the best interests of the investors.
2. A sub-fund may deviate from the investment limits during the first six months following its launch.
3. In the case of index-linked investments or derivatives positions on an index, the look-through principle shall not apply to the securities contained in the index provided the index is sufficiently diversified.
4. In the case of investments in units of UCIs (investment funds of all types), the look-through principle shall not apply to the investments of such UCIs.

Art. 42 Profile of the typical investor

The profile of the typical investor for each individual sub-fund is described in Annex B, "Sub-fund summary".

Art. 43 Notes on risk

A. Sub-fund-specific risks

The value of the sub-fund units changes according to the investment strategy and the market performance of the sub-fund's individual investments and cannot reliably be ascertained in advance. In this connection it should be noted that the value of the units can rise or fall at any time in relation to the issue price. There is no guarantee that investors will recover their capital investment.

The risks specific to the individual sub-funds are described in detail in Annex B, "Sub-fund summary".

B. General risks

In addition to sub-fund-specific risks, the investments of the sub-funds may be exposed to general risks.

All investments in the sub-funds involve risks. These risks may include or relate to stock market and bond market risks, exchange rate risks, interest rate risks, credit risks, volatility risks and political risks. Any such risk may also occur in combination with other risks. Some of these risks are briefly discussed in this section. It should be noted, however, that this is not an exhaustive list of all the possible risks.

Potential investors should be clear about the risks associated with investing in units of the sub-fund and should not make an investment decision until they have obtained comprehensive advice from their legal, tax and financial

advisors, auditors or other experts on whether an investment in units of a sub-fund of this Investment Company is suitable in the light of the investor's personal financial, tax and other circumstances, on the information contained in these By-Laws and on the investment strategy of the sub-fund concerned.

Derivative financial instruments

The Investment Company may generally make use of derivative financial instruments. These may be used not only for hedging purposes but also as part of the investment strategy. The use of derivative financial instruments for hedging purposes can alter the general risk profile by reducing opportunities and risks. The use of derivative financial instruments for investment purposes can influence the general risk profile by creating additional opportunities and risks.

Derivative financial instruments are not stand-alone investment instruments but rights whose value is essentially derived from the price, price fluctuations and price expectations of an underlying instrument. Investments in derivatives are subject to general market risk, management risk, credit risk and liquidity risk.

Depending on the specific features of particular derivative financial instruments, however, the above risks may take on different characteristics and may sometimes be greater than the risks associated with investments in the underlying instruments.

The use of Derivatives therefore requires not only an understanding of the underlying, but also in-depth knowledge of the derivatives themselves. Derivative financial instruments also involve the risk that the sub-fund concerned will suffer a loss because another party to the derivative transaction (usually a counterparty) fails to meet its obligations.

The credit risk associated with exchange-traded derivatives is generally smaller than for OTC derivatives because the clearing house that acts as the issuer or counterparty to every derivatives contract traded on the exchange also guarantees that the transaction will be processed. To reduce the overall default risks, this guarantee is backed up by a daily payment system maintained by the clearing house under which the assets required as cover are calculated every day. For OTC derivatives there is nothing comparable to this clearing house guarantee. The Investment Company must factor the creditworthiness of every OTC derivative counterparty into its assessment of the potential credit risks to which it is exposed.

Derivatives can also present liquidity risks, because certain instruments may be difficult to buy or sell. If Derivatives transactions are particularly large or the market in question is illiquid (as may be the case with OTC Derivatives), in certain circumstances it may not always be possible to execute such transactions in full or it may prove more expensive than usual to liquidate positions held.

Other risks that the use of Derivatives may present relate to the inaccurate pricing or valuation of derivatives. There is also the risk that Derivatives will not correlate exactly with the underlying assets, interest rates and indices. Many Derivatives are complex and they are often valued subjectively. Inappropriate valuations can result in greater claims for cash payment by counterparties or to a loss of value for the sub-fund concerned. Derivatives do not always correlate directly or in parallel with the value of the assets, interest rates or indices from which they are derived. Therefore the use of Derivatives will not always be an effective means of achieving the sub-fund's investment objective and on occasion may even prove counterproductive.

Collateral management

If the Investment Company carries out OTC transactions for the account of a sub-fund, the sub-fund may be exposed to risks in connection with the creditworthiness of the OTC counterparties. When concluding forward contracts, options and swap transactions or using other Derivatives-based techniques the sub-fund runs the risk of an OTC counterparty failing to meet its obligations under one or more contracts. This counterparty risk may be reduced if collateral is furnished. Where collateral is provided to the sub-fund under the terms of a contract, it will be held in safekeeping for the account of the sub-fund by or on behalf of the Depositary. Cases of insolvency or other credit default events affecting the Depositary or entities within its sub-custodian / correspondent bank network can result in the sub-fund's rights and entitlements in respect of the collateral being deferred or restricted in some other manner. Where the terms of a contract require the sub-fund to furnish the OTC counterparty with collateral, that collateral shall be transferred to the OTC counterparty as agreed between the sub-fund and the OTC counterparty. Cases of insolvency or other credit default events affecting the OTC counterparty, the Depositary or entities within its sub-custodian or correspondent bank network can result in the rights or the recognition of the sub-fund in respect of the collateral being delayed, restricted or even excluded, in which case the sub-fund would be compelled to meet its obligations under the OTC transaction without recourse to any collateral initially furnished to cover those obligations.

Issuer risk (default risk)

Where an issuer's solvency deteriorates or the issuer becomes insolvent, the result is the loss of at least some of the investment in that issuer.

Counterparty risk

Counterparty risk is the risk that performance of transactions concluded for a (sub-)fund's account will be jeopardised by cash flow difficulties or insolvency on the part of the counterparty.

Inflation risk

Inflation can reduce the value of the (sub-)fund's investments. The purchasing power of the invested capital falls if the rate of inflation is higher than the return on the investments.

Macroeconomic risk

This is the risk of capital losses caused by failure to take accurate account of macroeconomic developments when making investment decisions, with the result that securities investments are made at the wrong time or securities are held during an unfavourable phase of the business cycle.

Country or transfer risk

Country risk is the risk that a foreign debtor, despite being able to meet its payment obligations, fails to do so punctually or at all owing to prevailing conditions in the debtor's country of domicile (e.g. currency restrictions, transfer risks, moratoria or embargos) that make the requisite transfers difficult or impossible. For instance, payments to which the sub-fund is entitled might fail to materialise or be made in a currency which, because of currency restrictions, is no longer freely convertible.

Processing risk

Investments in unlisted securities in particular involve the risk that, owing to a payment or delivery being delayed or not being made as contractually agreed, they will not be processed as expected by the relevant transfer system.

Liquidity risk

The sub-fund's assets may also include assets that are not listed on an exchange or traded on some other organised market. Acquiring such assets carries the particular risk that difficulties will be met in selling the assets on to third parties.

Securities of smaller companies (small caps) are subject to the risk that the market in these securities might not always be liquid. This can mean that the securities cannot be sold at the desired time and/or cannot be traded in the desired quantity and/or at the desired price.

Potential investment spectrum

Under the investment principles and investment limits laid down in the AIFMA and the By-Laws, which allow the sub-fund very broad scope for its investment activity, its actual investment strategy may entail concentrating on particular assets, e.g. only a small number of sectors, markets, regions or countries. Such concentration on a select few investment segments may give rise to special opportunities but also carries the corresponding risks (e.g. limited market, broad range of fluctuation within certain business cycles). The annual report shall give retrospective information on the implementation of the investment strategy pursued in the previous financial year.

Concentration risk

Further risks may arise from a concentration of investments in particular assets or markets. In this case the sub-fund's performance is heavily dependent on that of the assets or markets concerned.

Market risk

This is a general risk affecting all investments and refers to the danger that the value of a particular investment may change to the detriment of the sub-fund.

Interest rate risk

Where the sub-fund invests in interest-bearing securities, it is exposed to the risk of changing interest rates. If market rates rise, the market value of interest-bearing securities in the portfolio can decline substantially. This effect is magnified if the assets include interest-bearing securities with long periods to maturity and low nominal interest rates.

Currency risk

If the sub-fund holds assets denominated in foreign currencies, it is exposed to direct currency risk to the extent such foreign currency positions are not hedged. Falling exchange rates cause the value of foreign currency positions to decline. Conversely, the foreign exchange markets also offer opportunities for profit. In addition to these direct currency risks, indirect currency risks may arise. Internationally active companies are susceptible to exchange rate movements to varying degrees, and these can indirectly affect the value of investments in these companies.

Business risk

Equity investments involve a direct participation in a company's business success or failure. At the extreme – insolvency and failure – this can mean that the entire value of the investment is lost.

Psychological market risk

Market sentiment, opinion and rumour can cause a substantial decline in the value of an asset even though the profitability and prospects of the companies in which the (sub-)fund has invested might not have changed significantly. Psychological market risk affects equities in particular.

Settlement risk

This is the risk of a loss being incurred by the sub-fund because a transaction that has been concluded is not executed as expected because a counterparty fails to pay or deliver or because operational errors occur in the execution of the transaction.

Legal and tax risk

The purchase, holding or sale of investments by the sub-fund may be subject to tax regulations (e.g. withholding tax) outside the Investment Company's country of domicile. Further, the legal and fiscal treatment of sub-funds may change in unforeseeable and uncontrollable ways. If the sub-fund's tax reporting documentation was drawn up incorrectly in previous financial years, subsequent amendments (e.g. in response to an external tax audit) may entail an essentially adverse tax adjustment for the investor with the result that investors may find themselves shouldering the tax burden for previous financial years even though some of them may not have invested in the sub-fund at that particular time. Conversely, in the event of an essentially advantageous tax adjustment for current and previous financial years in which particular investors participated in the sub-fund, those investors run the risk of missing out on the adjustment if they have redeemed or disposed of their units before the adjustment is made. In addition, tax data adjustments can have the effect that allowance for taxable investment income or tax advantages is made in a tax period other than the one that is actually appropriate, with negative consequences for individual investors.

Change of investment strategy

A change of investment strategy within the legally and contractually authorised investment spectrum may materially alter the risk associated with the sub-fund. The Investment Company may modify the investment strategy as stipulated in the constituent documents significantly and at any time by amending the constituent documents.

Amendment of the By-Laws

In the By-laws the Investment Company reserves the right to amend the conditions set out in the constituent documents. Moreover, under the terms of the By-Laws the Investment Company can dissolve sub-funds or unit classes altogether or merge them with other sub-funds or unit classes. The investor therefore runs the risk of not being able to hold the sub-fund units for the expected period.

By resolution of the Board of Directors the Investment Company may amend those parts of the By-laws that are not reserved to the general meeting of shareholders. The publication of such amendments is governed by Art. 77 of these By-laws. Investors thus face the risk that the underlying provisions (e.g. investment strategy, fees and costs or unit trading terms and conditions) might change.

Risk that licensing requirements are no longer met

The Investment Company must be dissolved in certain eventualities envisaged by law. This shall apply for instance in the event that an FMA-approved Operational Manager, Certified Auditor and Depositary cannot be appointed for each sub-fund. The investor therefore runs the risk of not being able to hold the sub-fund units for the expected period.

Risk of suspension of redemptions

In principle, investors can require the Investment Company to redeem their units in line with the redemption conditions for the individual sub-fund. However, the Investment Company may temporarily suspend the redemption of units if extraordinary circumstances arise, redeeming the units only later at the price applicable then. This price may be lower than it was before unit redemptions were suspended.

Key personnel risk

A sub-fund that generates highly positive investment returns over a given period owes its success in part to the skills of the people in charge of it and hence to the correct decisions taken by its managers. However, portfolio management personnel are subject to change. If so, the new decision-makers might be less successful.

Valuation risk

The valuation assigned to the investments does not always represent an explicit sale/purchase price. This means that, when investments are sold, there may be discrepancies between the valuation and the sale price which can have an adverse effect on the sub-fund's NAV.

Art. 44 Repayment of available liquidity

The Investment Company may decide to distribute the sub-fund's readily available liquidity on a pro rata basis to all the sub-fund's investors as at the time of distribution if in the Investment Company's opinion it is and for the

foreseeable future will remain impossible to make any investments that conform to the investment policy and investment criteria or if the sub-fund's investment policy envisages such a distribution.

The precondition for any repayment of available liquidity is the existence in the sub-fund concerned of a liquidity surplus which is not required as cover for any form of liability (especially costs and fees and any commitments made, etc.). Available liquidity can arise in particular when investments are realised or sold but no replacement investment of the proceeds that meets the investment policy criteria can be found for the foreseeable future, or if the investment policy envisages a divestment phase in which the proceeds of investments are distributed to the investors.

To ensure that all investors are treated equally, the available liquidity is attributed proportionately to all investors' units outstanding at the appropriate time and repaid according to the number of investors' units held. Such repayments shall require a resolution by the Board of Directors of the Investment Company and must be notified in accordance with Art. 77 of these By-laws.

X. Valuation of investors' units and unit transactions

Art. 45 Calculation of the net asset value per unit

The net asset value (NAV) per unit or unit class of each sub-fund shall be calculated regularly by the Investment Company as at the specified valuation day and the end of the financial year (NAV date) in accordance with the sub-fund's valuation frequency. The operative calculation shall be made within a specified valuation deadline using the method described below.

The NAV of a unit of the sub-fund or of a unit class of the sub-fund shall be expressed in the accounting currency of the sub-fund or, where different, in the reference currency of the unit class concerned.

Information on the valuation day, the valuation frequency, the accounting currency and the unit classes, if any, is given in Annex B, "Sub-fund summary".

The NAV is calculated as the proportion of the sub-fund's assets accounted for by the unit class concerned, minus the proportion of the same sub-fund's liabilities (if any) accounted for by that unit class, divided by the number of units of the unit class in circulation.

For the issue and redemption of units the NAV shall be rounded as follows:

- to the nearest CHF 0.01 if the accounting currency is the Swiss franc;
- to the nearest EUR 0.01 if the accounting currency is the euro;
- to the nearest USD 0.01 if the accounting currency is the US dollar; and
- to the nearest JPY 1 if the accounting currency is the yen.

The investments shall be valued by the Investment Company using the following methods:

1. Securities listed on an exchange shall be valued at their last available price. Those listed on several exchanges shall be valued at their last available price on whichever exchange is the primary market for the security in question.
2. Securities that are not listed on an exchange but are traded on a market open to the public shall be valued at their last available price.
3. Securities or money market instruments with a remaining period to maturity of less than 397 days may be depreciated or appreciated on a straight-line basis as the difference between cost (the original purchase price) and the repayment price (price at final maturity). No valuation need be made at the current market price, if the repayment price is known and fixed. Any changes in creditworthiness shall also be taken into account.
4. Investments whose prices are not in line with market conditions and assets that are not covered by items 1., 2. and 3. above shall be valued at the price that would probably be obtained by diligent sale at the time of valuation, this price to be determined in good faith by the Investment Company or by Authorised Agents acting under their guidance or supervision.
5. OTC derivatives shall be valued according to a verifiable daily valuation method determined by the Investment Company. The valuation as determined by the Investment Company in good faith and in accordance with generally recognised valuation models verifiable by certified auditors shall be the probable replacement or sale value of the OTC derivative.
6. Units of undertakings for collective investment (hereinafter: "UCIs") shall be valued at their last available net asset value. If unit redemptions have been suspended or, in the case of closed-ended UCIs, no redemption entitlement exists or no redemption prices are set, the units shall like all other assets be valued at their

current market price as determined by the Investment Company in good faith and in accordance with generally recognised valuation models verifiable by certified auditors.

7. Where no viable trading price is available for particular investments, they shall like all other legally permissible investments be valued at their market value as determined by the Investment Company in good faith and in accordance with generally recognised valuation models verifiable by certified auditors and based on the price that would probably be obtained by diligent sale.
8. Liquidity shall be valued at its nominal value plus accrued interest.
9. The market value of securities and other investments denominated in a currency other than the sub-fund currency shall be converted into the sub-fund currency at the latest available middle rate of exchange.

With regard to the valuation of non-standardised investments, the Investment Company shall lay down principles and procedures for the valuation process, as specified in Annex B, "Sub-fund summary".

The Investment Company shall be entitled on occasion to use other appropriate methods to value a sub-fund's assets in the event that the valuation criteria stated above appear inappropriate or unworkable in the light of extraordinary events. In the event of very large numbers of redemption applications, the Investment Company may value the units of the sub-fund concerned on the basis of the prices at which the necessary asset sales are likely to be made. In such cases, the same calculation method shall be employed for all issue and redemption applications presented simultaneously.

Art. 46 Issue of units

Units of a sub-fund shall be issued in accordance with the issue conditions for that sub-fund as stipulated in Annex B, "Sub-fund summary". Units shall be issued at the net asset value per unit of the relevant unit class of the sub-fund concerned, plus any applicable issue commission and plus any taxes and duties.

Subscription applications must reach the Depositary not later than the acceptance deadline specified in Annex B, "Sub-fund summary". The net asset value per unit shall be unknown to the investor at the time the subscription application is made (forward pricing). The maximum amount of any applicable issue commission levied on issues of sub-fund units is given in Annex B, "Sub-fund summary".

If a subscription application is received by the Depositary after the acceptance deadline, it shall be treated as if it had been received before the acceptance deadline on the next issue day. Exceptions shall require the express consent of the Investment Company and the Depositary and shall be allowed only if the forward pricing requirement is observed. For applications placed with authorised distributors in Liechtenstein and abroad, earlier deadlines may be set for submission of applications in order to ensure punctual forwarding to the Depositary in Liechtenstein. Such earlier deadlines may be obtained from the relevant authorised distributor. Information on the acceptance deadline is given in Annex B, "Sub-fund summary".

Payment must be made by the value date specified in Annex B, "Sub-fund summary". The Investment Company shall be entitled to extend this period if the regular period proves too short.

The Investment Company shall ensure that settlement for newly issued units is made on the basis of a net asset value per unit unknown to the investor at the time the subscription application was made.

All taxes and duties payable on the issue of units shall be charged to the investors. If units are acquired through banks that are not entrusted with distributing the units, the possibility cannot be ruled out that such banks will levy additional transaction charges.

If payment is made in a currency other than the accounting currency, the equivalent value resulting from the conversion of the payment currency into the accounting currency, minus fees, shall be applied to the purchase of units.

The minimum investment that an investor must hold in a particular unit class is stated in Annex B, "Sub-fund summary".

Contributions in kind are permissible and shall be assessed and valued by the Investment Company according to objective criteria and executed by the Depositary once tested for plausibility.

At the investor’s request and with the consent of the Investment Company and the Depositary, unit subscriptions may also be made against the transfer of units at the net asset value of the sub-fund (contribution in kind or "subscription in kind"). The Investment Company and/or Depositary shall not be obliged to comply with such request and shall be entitled to levy additional charges appropriate to the additional costs incurred.

The investments transferred to the sub-fund must accord with its investment strategy and in the Investment Company's opinion there must be present benefit in holding the securities in question. The soundness and durability of the contribution in kind must be evaluated by the Certified Auditors if no official market or exchange price is available. All costs arising in this connection (including audit costs, other outlays and any taxes and duties) shall be borne by the investor concerned and must not be debited to the sub-fund’s assets.

The Depositary and/or the Investment Company and/or the authorised distributors shall be entitled at any time to reject subscription applications or to temporarily restrict, suspend or permanently halt the issue of units. Such action shall be taken in particular if

1. there is cause to suspect that, in acquiring the units, the investors concerned are engaging in market timing, late trading or other market techniques that may be to the collective detriment of the investors;
2. units of the sub-fund are desired by investors who, under the law of their country of domicile, are not permitted to acquire units of the sub-fund;
3. there is cause to suspect that an investor has gained an advantage over the other investors through the use of inside knowledge, e.g. regarding the valuation or liquidity of investments;
4. there is cause to suspect that the provisions of the Due Diligence Act (DDA) and the Due Diligence Ordinance (DDO), as amended and currently in force in the Principality of Liechtenstein, are being contravened; or
5. if the Code of Conduct of the Liechtenstein Fund Centre or provisions applicable to the Liechtenstein Fund Centre or to the Investment Company are being contravened in any other manner.

In this event the Depositary shall reimburse, without interest, any payments received in respect of subscription applications that have not yet been executed, where necessary through the offices of the Paying Agent.

The Investment Company or the Depositary may, at their sole discretion, prohibit individual investors or groups of investors from acquiring units of a sub-fund simply by refusing to accept subscription applications, by cancelling already processed subscription applications or by way of compulsory redemption as described in this Article.

The issue of units may be suspended in the eventualities envisaged in Art. 52.

Art. 47 Redemption of units

Units of a sub-fund shall be redeemed in accordance with the redemption conditions for that sub-fund or unit class as stipulated in Annex B, "Sub-fund summary". Units shall be redeemed at the net asset value per unit of the relevant unit class of the sub-fund concerned, minus any applicable redemption commission and minus any taxes and duties. The net asset value per unit shall be unknown to the investor at the time the redemption application is made (forward pricing). The maximum amount of any applicable redemption commission levied on redemptions of sub-fund units is given in Annex B, "Sub-fund summary".

Redemption applications must reach the Depositary, the authorised distributors and the paying agents not later than the acceptance deadline. If a redemption application is received after the acceptance deadline, it shall be held over for the next redemption day. For applications placed with authorised distributors in Liechtenstein and abroad, earlier deadlines may be set for submission of applications in order to ensure punctual forwarding to the Depositary in Liechtenstein. Such earlier deadlines may be obtained from the relevant authorised distributor. Information on the acceptance deadline is given in Annex B, "Sub-fund summary".

Owing to the need to ensure that an appropriate proportion of the individual sub-fund's assets is held in liquidity, unit redemption payments shall be made by the applicable value date specified in Annex B, "Sub-fund summary". The Investment Company shall be entitled to extend this period if the regular period proves too short. This shall not apply if the transfer of the redemption amount by the applicable value date is rendered impossible by legal regulations such as foreign exchange controls and transfer restrictions or by other circumstances beyond the Depositary's control.

Where at the investor's request payment is to be made in a currency other than the currency in which the units concerned are issued, the redemption amount shall be the proceeds of converting the payable amount from the accounting currency into the payment currency, minus fees and taxes.

Upon payment of the redemption price, the unit concerned becomes null and void.

At the investor's request and with the consent of the Investment Company and the Depositary, unit redemptions may also be made against the transfer of assets at the net asset value of the sub-fund (distribution in kind or "redemption in kind"). The Investment Company and/or Depositary shall not be obliged to comply with such request and shall be entitled to levy additional charges appropriate to the additional costs incurred.

Distributions in kind shall be valued according to objective criteria. Distributions in kind may involve one or more investment assets, but whenever they are made the sub-fund's investment strategy and investment regulations must continue to be observed. In addition, the distributions in kind must in the Investment Company's opinion serve the best interests of the existing investors in the sub-fund. The soundness and durability of the distribution in kind must be evaluated by the Certified Auditors if no official market or exchange price is available. All costs arising in this connection (including audit costs, other outlays and any taxes and duties) shall be borne by the investor concerned and must not be debited to the sub-fund's assets.

The Investment Company and/or the Depositary may unilaterally redeem units against payment of the redemption price, providing this is deemed to be in the best interests or for the protection of the investors, the Investment Company or one or more of its sub-funds, and in particular if

1. there is cause to suspect that, in acquiring the units, the investors concerned are engaging in market timing, late trading or other market techniques that may be to the collective detriment of the investors;
2. the investors do not meet the conditions for acquiring the units;
3. the units are distributed in a country in which the sub-fund concerned is not authorised for public distribution or have been acquired by a person or entity that is not permitted to acquire them;
4. there is cause to suspect that an investor has gained an advantage over the other investors through the use of inside knowledge, e.g. regarding the valuation or liquidity of investments;
5. there is cause to suspect that the provisions of the Due Diligence Act (DDA) and the Due Diligence Ordinance (DDO), as amended and currently in force in the Principality of Liechtenstein, are being contravened; or
6. if the Code of Conduct of the Liechtenstein Fund Centre or provisions applicable to the Liechtenstein Fund Centre or to the Investment Company are being contravened in any other manner.

Moreover, even if a lock-up period is in place, the Investment Company may decide to redeem units without the investor's consent or request, subject to advance notice and against payment of the redemption price on a pro rata basis, if in the Investment Company's opinion it is and for the foreseeable future will remain impossible to make any investments that conform to the investment policy and investment criteria or if the investment policy envisages such unilateral redemption of units (e.g. in order to distribute the proceeds of investments to the investors during a sub-fund's divestment phase). The precondition for any unilateral redemption of units is the existence in the sub-fund of a liquidity surplus which is not required as cover for any form of liability (especially the servicing of redemptions). To ensure that all the investors are treated equally, the unilateral redemption of units shall be carried out pro rata for all sub-fund investors at that point in time. Any unilateral redemption shall require a resolution by the Board of Directors and must be notified in accordance with Art. 77 of these By-laws.

The Investment Company shall ensure that unit redemptions are settled on the basis of a net asset value per unit unknown to the investor at the time the notice of application was served.

If execution of a redemption application results in the relevant investor's holding falling below the minimum investment limit for the unit class concerned as specified in Annex B, "Sub-fund summary", the Investment Company may without further notice to the investor treat the redemption application as an application to redeem all units held by the investor in that unit class or as an application to convert the remaining units into a different unit class of the same sub-fund with the same accounting currency, providing the investor meets the conditions for participation in that unit class.

Redemptions of units may be suspended in the eventualities envisaged in Art. 52.

Art. 48 Lock-up period

The Investment Company may enact provisions which prohibit the issue and redemption of units before a certain point in time, i.e. may stipulate a lock-up period. This feature is incorporated if the investment policy stipulates that most of the assets are to be invested in instruments which cannot be sold at an adequate price within a given notice period and is intended to prevent the situation in which investments have to be sold in a hurry and thus at prices well below their real value.

The maximum lock-up period is determined when the initial sub-fund subscriptions are paid in on the basis of the likely minimum investment period for the main investments. The Investment Company shall subsequently be entitled to shorten or waive or interrupt the lock-up period, providing the liquidity of a sub-fund's assets makes this possible and any redemption applications can be processed in accordance with the provisions of the constituent documents.

The Investment Company shall also be entitled to extend the lock-up period, providing this is in the best interests of the investors. This may be the case, for instance, if the liquidity of the sub-fund's assets makes it impossible to comply with any redemption applications at all or without selling assets at significantly marked-down prices (fire sales). If the lock-up period is extended, the investors shall not be entitled to redeem their units.

Any decision to shorten, waive, interrupt or extend the lock-up period shall be taken and published as early as possible and at least three months before the date on which the original lock-up period expires.

Information on any applicable lock-up period is given in Annex B, "Sub-fund summary".

Art. 49 Conversion of units

The exchange of units between sub-funds or unit classes of the Investment Company shall be permitted. Such "conversion" of units shall take place on the standard terms and conditions set out in Annex B, "Sub-fund summary". The provisions of Art. 46 and Art. 47 shall be applicable. The Investment Company shall be at liberty to grant special conditions on a case-by-case basis in respect of issue or redemption commissions levied in the course of such conversions.

In some countries a change of sub-fund or unit class may in certain cases involve the payment of duties, taxes or stamp duties.

Conversions of units may be suspended in the eventualities envisaged in Art. 52.

Art. 50 Late trading and market timing

If there is cause to suspect that an applicant is engaging or intends to engage in late trading or market timing, the Investment Company and/or the Depositary may refuse to accept the subscription, conversion or redemption application until such time as the applicant has dispelled all doubt with regard to his or her application.

Late trading

Late trading is the acceptance of a subscription, conversion or redemption application that was actually received after the acceptance deadline (cut-off time) for unit transactions on the day in question and the execution of that application at the price based on the net asset value prevailing on that day. Late trading may enable investors to gain advantages or profit from the knowledge of events or information published after the acceptance deadline but not yet factored into the price at which the investor's order is settled. The investor in question therefore has an unfair advantage over those investors who have complied with the official acceptance deadline. This advantage is magnified if the investor is able to combine late trading with market timing.

Market timing

The term "market timing" is given to arbitrage trading whereby an investor systematically subscribes to and then quickly sells back or converts units of the same fund, sub-fund or unit class in order to exploit the time lag and/or errors or shortcomings of the system in calculating the net asset value of the fund, sub-fund or unit class concerned.

Art. 51 Prevention of money laundering and the financing of terrorism

The Investment Company shall ensure that the authorised distributors in Liechtenstein shall give undertakings to the Investment Company to comply with all provisions in force in the Principality of Liechtenstein pursuant to the Due Diligence Act and the related Due Diligence Ordinance and with all FMA directives currently in force.

Insofar as authorised distributors in Liechtenstein themselves accept monies from investors, they have a duty under the Due Diligence Act and the Due Diligence Ordinance to identify subscribers, to ascertain the beneficial owners and to comply with all applicable local regulations for the prevention of money laundering.

In addition, authorised distributors and their sales offices must comply with all provisions and regulations for the prevention of money laundering and the financing of terrorism currently applicable in the countries in which they distribute the AIF.

Art. 52 Suspension of NAV calculations and of unit trading

The Investment Company may temporarily suspend calculations of the net asset value and/or the issue, redemption and conversion of units of a sub-fund if such action is justified in the best interests of the investors, in particular

1. if a market which forms the basis for the valuation of a substantial part of a sub-fund's assets is closed unexpectedly or if trading on such a market is restricted or suspended;
2. on bank holidays at the domicile of the Investment Company;
3. in the event of political, economic or other emergencies;
4. if transactions for the Investment Company cannot be executed owing to restrictions on the transfer of assets; or
5. if the existing investors are likely to be disadvantaged as a result of very large numbers of redemption applications.

Suspending NAV calculations for one sub-fund shall not affect NAV calculations for other sub-funds, providing none of the above conditions applies to those other sub-funds. The Investment Company may also decide to completely halt or temporarily suspend the issue, redemption and conversion of units if new investments in units might impair achievement of the investment objective.

The issue and redemption of units shall be temporarily suspended in particular if calculations of the net asset value per unit are suspended.

Except where unit issues and redemptions are suspended for the reasons stated in items 1. and 2. above, the investors shall immediately be informed of the reasons for and timing of the suspension in the manner set out in Art. 77 of these By-laws.

In addition the Investment Company shall be entitled in the best interests of the investors to defer executing large volumes of unit redemptions (i.e. to temporarily suspend redemptions) until it has been able to sell the corresponding volume of assets of the sub-fund concerned, providing it does so without delay and in the best interests of the

investors. The Investment Company may insist on the settlement of redemption applications for which the corresponding sub-fund transactions have already been carried out.

As long as unit redemptions remain suspended, no new units of that particular sub-fund shall be issued. Units that are subject to temporary redemption restrictions cannot be converted. The temporary suspension of unit redemptions for one sub-fund shall not lead to the temporary suspension of unit redemptions for other sub-funds unaffected by the events in question.

The Investment Company shall ensure that, in normal circumstances, each individual sub-fund has sufficient available liquidity to permit the prompt redemption and/or conversion of units on the specific redemption conditions of that sub-fund at the request of the investors.

The Investment Company shall suspend redemptions if the execution of redemption applications would cause the sub-fund's assets to fall below the minimum asset volume prescribed by law. If in the ensuing period of a maximum of three months the redemption applications received cannot be offset against subscription applications and if the redemption applications are not withdrawn in full or in part, proceedings to liquidate the sub-fund shall commence.

Except where the reason for suspending redemptions is that given in items 1. or 2. above, the Investment Company shall without delay notify the FMA, the Certified Auditors and, in some appropriate manner, the investors. All deferred unit subscription or redemption applications shall remain unsettled until calculation of the net asset value has recommenced, whereupon they shall all be settled using the same net asset value.

The investors shall have the right to revoke their deferred applications until such time as trading in the units resumes, although this right may be restricted by the Investment Company. The Investment Company may insist on the validity of subscription applications and/or the settlement of redemption applications for which the corresponding sub-fund transactions have already been carried out.

Art. 53 Information on distribution and acquisition of investors' units

The units of the Investment Company are not eligible for acquisition by all types of investors and are not authorised for distribution in every country of the world. The issue, redemption and conversion of units abroad are governed by the applicable local provisions. Details are given in Annex C, "General and country-specific information regarding distribution".

Investors may acquire units of the sub-funds only by application made using the subscription form supplied by the Investment Company. Not every investor shall be entitled to subscribe to every sub-fund or every unit class. The further restrictions that apply with regard to the authorised investors are given in Annex B, "Sub-fund summary", and Annex C, "General and country-specific information regarding distribution". In addition the Investment Company shall be entitled at its discretion to decide whether to accept a particular subscription.

XI. Structural measures

Art. 54 Mergers and splits

Pursuant to Art. 78 AIFMA the Investment Company shall be entitled at any time and at its sole discretion, subject to prior approval by the competent supervisory authority, to merge one or more sub-funds with one or more other AIFs. Sub-funds and unit classes may likewise be merged with each other or even with one or more other AIFs or their sub-funds and unit classes. It shall likewise be permissible to split the sub-funds and unit classes.

The general meeting of shareholders shall be entitled at any time and at its sole discretion, subject to prior approval by the competent supervisory authorities, to merge the Investment Company with another company, whatever the latter's legal form and irrespective of whether its registered office is in Liechtenstein. It shall likewise be permissible to split the Investment Company.

In addition, other structural measures within the meaning of Art. 90 AIFMA shall be permissible.

Unless otherwise provided hereinafter, the statutory provisions of Art. 76 et seq. AIFMA and the associated provisions of Art. 42 et seq. AIFMO shall be applicable. The costs arising in connection with structural measures shall be allocated in accordance with the provisions of the applicable specific legislation.

Art. 55 Notification, consent and rights of investors

The investors shall be accurately and appropriately informed of the planned merger. The notice to investors must enable them to form a well-founded assessment of the consequences of the planned action for their investments and for the exercise of their rights pursuant to Art. 84 and 85 AIFMA.

The investors shall not be entitled to a say in decisions on structural measures.

Without incurring any costs other than those amounts retained by the sub-fund to cover the eventuality of dissolution, investors may demand that their units be

a) re-sold,
b) redeemed, or
c) converted into units of another sub-fund with a similar investment strategy.

The right of conversion exists only insofar as the sub-fund with a similar investment strategy is managed by the same Investment Company as the original sub-fund or by an entity closely associated with the Investment Company. Where necessary, investors shall receive a settlement of residual fractions.

This right of conversion shall come into being upon transmission of the notice to investors and shall be extinguished five bank business days prior to the date on which the conversion ratio is to be calculated.

Art. 56 Merger costs

Legal, consultancy or administrative costs in connection with the preparation and implementation of structural measures must not be charged to the UCITS or AIFs involved in the merger or their sub-funds or unit classes or to the investors.

This prohibition of passing on such costs shall apply to all domestic and cross-border structural measures such as splits and mergers of UCITS or AIFs or their sub-funds and unit classes.

For structural measures within the meaning of Art. 68 of these By-laws the legal, consultancy or administrative costs in connection with the preparation and implementation of such structural measures may be charged to the Investment Company or its sub-funds and unit classes. Whenever this right is invoked, the notice to investors must indicate the probable costs both as a total amount and as an estimated amount per unit.

XII. Dissolution of the Investment Company, sub-funds and unit classes

Art. 57 General principles

The provisions governing dissolution of the Investment Company shall likewise apply to its sub-funds and unit classes.

The Investment Company shall notify the investors of its resolution in favour of dissolution in the same manner as described in the previous section, "Structural measures".

The AIFM shall inform the investors of any resolution to dissolve the Investment Company or any of its sub-funds without delay but at the latest 30 days before such dissolution takes effect and shall at the same time discharge all prescribed regulatory notification duties.

Art. 58 Resolution in favour of dissolution

The Investment Company may be dissolved by resolution of the general meeting of shareholders. Any such resolution must comply with the conditions prescribed by law for amendments to the By-laws.

The Board of Directors of the Investment Company shall be entitled at any time to dissolve the sub-funds and unit classes of the Investment Company.

Investors, their heirs and other legal beneficiaries shall not be entitled to demand the division or dissolution of the Investment Company or any sub-fund or unit class thereof.

The resolution in favour of the dissolution of the Investment Company, a sub-fund or a unit class shall be published as per Art. 77 of these By-laws. Save where otherwise resolved by the Board of Directors of the Investment Company, from the date on which the resolution in favour of dissolution was made until the date on which it is carried out the Investment Company shall no longer issue, convert or redeem units of the Investment Company or, as applicable, of the sub-funds or unit classes concerned.

Upon the dissolution of the Investment Company the Investment Company shall be entitled to liquidate the assets of the Investment Company without delay in the best interests of the investors. The Investment Company shall be entitled to instruct the Depositary to distribute the net liquidation proceeds, after deduction of the liquidation costs, to the investors in accordance with Art. 70 of these By-laws. Distribution of the net assets must not take place until any and all applicable statutory provisions have been fulfilled.

Art. 59 Reasons for dissolution

The Investment Company shall be dissolved in the eventualities envisaged by law.

If the net asset value of the Investment Company, a sub-fund or a unit class falls below or fails to reach a threshold value required for the economically efficient management of the assets in question, or if there are substantial changes in the political, economic or monetary operating conditions, or else by way of rationalisation measure, the Investment Company may decide to redeem or cancel all units of the Investment Company, a sub-fund or a unit class at the net asset value (with due allowance made for the actual realisation prices and realisation costs of the investments) on the valuation day on which the decision takes effect.

In the event that the Investment Company can no longer appoint a duly authorised Operational Manager, Certified Auditor and Depositary for each sub-fund, the Investment Company shall forfeit the right to engage in asset management and shall be dissolved in accordance with the following provisions.

Art. 60 Dissolution and insolvency of the Investment Company or the Depositary

Dissolution and insolvency of the Investment Company

In the event of the dissolution or insolvency of the Investment Company the sub-fund assets managed as collective capital investments for the account of the investors shall not form part of the Investment Company's insolvent estate and shall not be dissolved together with the Investment Company's own assets.

Each sub-fund of the Investment Company constitutes a legally separate body of assets in favour of the investors. Subject to the consent of the FMA, each such legally separate body of assets shall be transferred to a different investment company or transferred by way of change of legal form to a different management company or dissolved by way of separate satisfaction of the investors of the sub-fund.

Dissolution and insolvency of a Depositary

In the event of the insolvency of a Depositary the managed assets of the Investment Company or of the sub-funds concerned shall, subject to the consent of the FMA, be transferred to one or more other depositaries or dissolved by way of separate satisfaction of the investors of the Investment Company or one of its sub-funds.

Art. 61 Termination of Appointment and Delegation Agreement and Depositary Agreement

Termination of the Appointment and Delegation Agreement

In the event of the termination of the Appointment and Delegation Agreement between the Investment Company and a third company acting as Operational Manager, subject to the consent of the FMA, either

- a different third company shall be appointed to act as Operational Manager, or
- each sub-fund asset portfolio shall be transferred to a different investment company, or
- the Investment Company and its sub-funds shall be dissolved by way of separate satisfaction of the shareholders.

The above provisions shall be subject to the restructuring of the Investment Company from an externally managed investment company into one that is self-managed.

Termination of a Depositary Agreement

In the event that the Depositary Agreement is terminated, subject to the consent of the FMA the assets of the relevant sub-funds shall be transferred to other depositaries or dissolved by way of separate satisfaction of the shareholders.

Art. 62 Dissolution costs

All costs arising in connection with the termination/cancellation of the Appointment and Delegation Agreement and/or of the Depositary Agreement shall be charged to the assets of the sub-fund.

XIII. Costs and fees

Art. 63 Fees dependent on the sub-fund assets

The fees dependent on the sub-fund assets shall be calculated (individually or as an aggregated all-in fee) on the basis of the average assets of the respective sub-fund and accrued as at each valuation day and then debited pro rata at the end of each quarter. If no current valuation for a sub-fund is available for the quarter concerned, the charges may be based on the last available NAV for that sub-fund.

The amount of the charges actually debited to the sub-fund and/or any unit classes shall be stated in the annual report.

Management fee

In exchange for the following activities:

- administration;
- risk management;

the Investment Company shall levy a maximum annual charge in accordance with Annex B, "Sub-fund summary".

Custodian fee

In exchange for the following custody-related activities:

- depositary functions (not including transaction costs payable to the Depositary);

the Investment Company shall levy a maximum annual charge in accordance with Annex B, "Sub-fund summary".

Portfolio management fee

In exchange for the following activities in the context of portfolio management:

- investment decisions (portfolio management);
- distribution;

the Investment Company shall levy a maximum annual charge in accordance with Annex B, "Sub-fund summary".

The portfolio management fee shall be levied only in respect of that portion of the assets which is not invested in other sub-funds of the Investment Company which for their part have already levied a portfolio management fee (avoidance of double-charging).

Art. 64 Fees not dependent on the sub-fund assets

The Investment Company and the Depositary shall also be entitled to reimbursement of the following fees and outlays that are not dependent on the assets of the individual sub-fund and are incurred in the performance of their functions:

- supervisory fees and duties paid to the Liechtenstein FMA;
- the costs of drawing up, printing and mailing the annual report and other publications prescribed by law;
- the costs of notices from the sub-funds to the investors, including price publications, that are published in the official publication media and any other newspapers or electronic media designated by the Investment Company;
- fees and costs for licensing and supervision of the sub-fund abroad;
- fees payable in connection with the AIF's distribution at home and abroad (e.g. advisory, legal and translation costs);
- fees in connection with any listing of the sub-fund on an exchange;
- fees, costs and charges in connection with determining and publishing tax factors for all countries in which the AIF is authorised for public sale or private placements take place and such tax factors are required, such charges to be based on the actual outlays at standard market rates;
- fees payable for paying agents, representatives and other proxies performing similar functions in Liechtenstein and abroad;
- an appropriate proportion of printing and advertising costs incurred directly in connection with the distribution and sale of units;
- fees paid to certified auditors and tax advisors;
- costs in connection with asset valuation and proof of asset ownership that arise in the fulfilment of regulatory obligations;
- fees for the Management Board of the Investment Company and fees for the members of the Board of Directors of the Investment Company;
- costs of special-purpose vehicles employed in order to achieve the investment strategy;
- set-up costs as per Art. 67;
- structural measures as per Art. 68;
- extraordinary measures as per Art. 69;
- liquidation costs as per Art. 70.

Any division of fees that are not dependent on sub-fund assets between multiple sub-funds shall be carried out according to the methods laid down in Art. 71.

The amount of the charges actually debited to the sub-fund and/or any unit classes shall be stated in the annual report.

Art. 65 Fees dependent on investment performance (performance fee)

In addition to the fees that are dependent on a sub-fund's assets and those that are not dependent on a sub-fund's assets, a performance fee may be charged to the sub-funds.

The additional performance-related component (hereinafter: the "performance fee") shall relate to the increase in the value of the individual sub-fund's assets.

The performance fee calculation method and the amount of this fee is stated in Annex B, "Sub-fund summary".

Variant 1

In the case of sub-funds which invest a significant portion of their assets in instruments which during the course of the year can neither be sold nor generate revenue streams, the Investment Company shall apply the following principles

when calculating the performance fee. In respect of all repayments[1] made to the investors (after deduction of all costs, including portfolio management fees and administrative charges) the Investment Company shall receive a performance fee, providing the cumulative repayments exceed the threshold price (= initial issue price plus hurdle rate). Once the cumulative repayments have exceeded the threshold price for the first time, the hurdle rate is no longer applied to further repayments.

Variant 2

In the case of sub-funds which invest the bulk of their assets in instruments which during the course of the year can neither be sold nor generate revenue streams, the Investment Company shall apply the following principles when calculating the performance fee. The performance fee shall relate to the increase in the value of the relevant sub-fund's assets. If in a given financial year the increase in the net asset value after deduction of all costs exceeds the threshold price (= historical high water mark plus the hurdle rate), a performance fee shall be charged to the sub-fund's assets for the amount by which the increase in value exceeds the hurdle rate.

Art. 66 Transaction costs

In addition, the sub-funds shall bear all subsidiary costs incurred in buying and selling investments in order to manage and safeguard their assets (standard market brokerage charges, commissions and taxes). Further, the sub-fund shall bear any external costs (i.e. third-party fees) incurred when buying and selling investments. These costs shall be charged directly to the investments concerned at their cost or sale value. In addition, any currency hedging costs shall be charged to the relevant unit classes.

Transaction costs and currency hedging costs do not constitute outlays in connection with the management of the sub-fund assets and are therefore not included in the total expense ratio for the sub-funds as per Art. 72.

Art. 67 Set-up costs

The sub-funds shall bear all set-up costs arising in connection with the Investment Company, e.g. the fees charged by the FMA, fees payable to the Certified Auditors in connection with their examination of the By-Laws including the annexes, the Prospectus, if any, and the associated agreements, the fees for registration in the Commercial Register, translation costs, the remuneration due to the Investment Company for drafting the By-Laws including the annexes, the Prospectus, if any, and the associated agreements, the costs of any legal, management and tax consultancy obtained, the costs of producing and printing the By-Laws including the annexes and the Prospectus, if any.

The set-up costs and the costs for the initial issue of units shall be charged to the sub-funds, capitalised and depreciated over a period of approximately five years. The set-up costs count as costs and fees that are not dependent on the sub-fund assets as per Art. 64.

The set-up costs for the entire structure amount to approx. CHF 50,000.

Art. 68 Structural measures

To the extent legally permissible the sub-funds shall likewise bear all costs arising in connection with structural measures, e.g. amendments to the By-Laws including the annexes, to the Prospectus (if any) and to the associated agreements.

In addition, the Investment Company or the Depositary may charge all costs in connection with the following structural measures to the sub-funds:

- a change of Investment Company;
- a change of AIFM;
- a change of Depositary;
- a change from an externally managed investment company to a self-managed investment company;
- a change from a self-managed investment company to an externally managed investment company;
- the transformation of a sub-fund of an umbrella fund into a stand-alone AIF;
- the transformation of a stand-alone AIF into a sub-fund of an umbrella fund;
- a change of the legal form and/or a relocation of the domicile of the Investment Company;
- the dissolution or conversion of unit classes;
- other structural measures.

[1] The term "repayments to investors" is understood to mean all measures by means of which capital and/or realised profits and income accrue to the investor, in particular distributions as per Art. 76, repayments of available liquidity as per Art. 44 and redemptions as per Art. 47.

The costs for structural measures shall be charged to the sub-funds, capitalised and subsequently depreciated over a period of approximately five years. The costs for structural measures count as costs and fees that are not dependent on the sub-fund assets as per Art. 64.

Art. 69 Costs of extraordinary measures

In addition, the Investment Company may charge all costs in connection with extraordinary measures to the sub-funds.

The costs of extraordinary measures consist of those expenditures incurred exclusively in the best interests of the investors that arise in the course of normal business activities and were not foreseeable when the Investment Company was established. In particular, extraordinary measures include the costs of legal action taken in the best interests of the Investment Company or the investors.

The costs of extraordinary measures count as costs and fees that are not dependent on the sub-fund assets as per Art. 64.

Art. 70 Liquidation costs

For each full payment or part-payment of the liquidation dividend in the event of the liquidation of the Investment Company or one of its sub-funds, the Investment Company may charge liquidation costs of up to CHF 10,000 per sub-fund in its own favour and, with all due regard to Art. 54 para. 3 AIFMA, may debit them directly to the assets of the sub-funds. In addition to such charges, the Investment Company and/or the sub-funds concerned shall bear all costs incurred in respect of the authorities, the Certified Auditors and the Depositary.

The liquidation costs count as costs and fees that are not dependent on the sub-fund assets as per Art. 64.

Art. 71 Division of costs in the case of multiple sub-funds

All costs directly attributable to an individual sub-fund shall be charged to that sub-fund. Where costs arise for the Investment Company that cannot be attributed entirely and precisely to an individual sub-fund thereof, at the sole discretion of the Investment Company the actual costs shall either be divided by the number of affected sub-funds or divided among and charged to all the sub-funds concerned according to the ratio of each sub-fund's assets to the overall assets of the Investment Company.

Costs arising in connection with the subsequent creation of additional sub-funds shall be charged to the sub-funds to which they are attributable.

Art. 72 Total expense ratio

The total recurring costs and fees (hereinafter also referred to as the "total expense ratio" or "TER") shall be calculated according to the applicable regulatory provisions and the Code of Conduct for the Liechtenstein Fund Centre.

The TER borne by each sub-fund shall be stated in the annual report for the period in question.

Art. 73 Costs, fees and taxes payable by the sub-funds in connection with investments

The following costs, fees and taxes arise in connection with the ordinary investments of the sub-fund:

- all taxes levied on the assets and investment income of a sub-fund and on expenditures payable by that sub-fund, e.g. withholding tax on foreign investment income;
- interest on authorised borrowings.

They do not constitute outlays in connection with the management of the sub-fund assets and are therefore not included in the total expense ratio for the sub-funds as per Art. 72.

Art. 74 Costs payable by the investors

Issue, redemption and conversion commissions and any associated taxes and duties shall be borne by the investors.

Issue commission

In accordance with Annex B, "Sub-fund summary", the Investment Company may levy an issue commission on the net asset value of the newly issued units, such commission being payable to the Investment Company, the sub-fund concerned, the Depositary and/or authorised distributors in Liechtenstein or abroad.

Redemption commission

In accordance with Annex B, "Sub-fund summary", the Investment Company may levy a redemption commission on the net asset value of the redeemed units, such commission being payable to the Investment Company, the sub-fund concerned, the Depositary and/or authorised distributors in Liechtenstein or abroad.

Conversion fee

If an investor wishes to switch from one sub-fund to another or from one unit class to another, as previously described the Investment Company may levy an issue and redemption commission.

Art. 75 Financial inducements

The Investment Company reserves the right to pay financial inducements to third parties for the investors acquired and/or services rendered. Such inducements shall normally be calculated on the basis of the fees, commissions, etc., charged to investors and/or the individual assets or asset portfolios placed with the Investment Company. The amount of such inducements shall be equivalent to a percentage of the relevant calculation basis. On request, the Investment Company shall at any time be prepared to disclose further details of agreements regarding such inducements concluded with third parties.

The Investment Company shall pass on all financial inducements received from third parties in connection with the investments of its sub-funds to the relevant sub-fund. This provision shall not apply to intangible benefits received (e.g. invitations to conferences, presentations or other events; economic, market, business or other analyses received; access granted to information), providing such benefits can be used in the interests of the sub-funds and are compatible with the "best execution" policy of the Investment Company. The Investment Company shall ensure that its Authorised Agents are likewise contractually obliged to pass on the financial inducements they receive to the sub-funds concerned.

XIV. Appropriation of profit

Art. 76 Appropriation of profit

The profit of a sub-fund consists of the net investment income and the realised price gains.

The Investment Company may either distribute the profit generated by a sub-fund or one of its unit classes to the investors of that sub-fund or unit class or else continually reinvest (accumulate) it in the sub-fund or unit class concerned.

Details regarding the appropriation of the profit generated by the sub-fund and/or its unit classes are given in Annex B, "Sub-fund summary".

XV. Reporting

Art. 77 Information for investors

All notices to the investors pertaining to Part II of the By-laws, "Investment Conditions", and amendments to the By-laws, the annexes to the By-laws or the Prospectus (if any) may be published by the Investment Company on the website of the Liechtenstein Investment Fund Association (www.lafv.li) or, where applicable, via other media (especially the websites of the involved parties) or via durable data format (letter, fax, e-mail or similar).

The net asset value of units of the sub-funds and of any existing unit classes may be published by the Investment Company on every valuation day on the website of the Liechtenstein Investment Fund Association (www.lafv.li) and/or via other media (especially the websites of the involved parties).

The annual report audited by a Certified Auditor shall be made available free of charge to the investors at the registered offices of the Investment Company and the Depositary and, where necessary, on the website of the Liechtenstein Investment Fund Association and/or via other media (especially the websites of the involved parties). No key investor information document and no half-yearly report shall be produced.

Art. 78 Business reports

For its own assets and for the assets under management of every sub-fund the Investment Company shall draw up an audited annual report in accordance with the relevant legislation of the Principality of Liechtenstein.

Additional audited and unaudited interim reports may be drawn up.

XVI. Final provisions

Art. 79 Financial year

The financial year of the Investment Company shall commence on 1 January of each year and end on 31 December of the same year. The first financial year shall be an extended financial year.

Art. 80 Amendments to the By-Laws

These By-Laws including the annexes and the Prospectus, if any, may be fully or partly amended or supplemented by the Investment Company at any time.

Amendments to the By-Laws in the strictest sense (Part I) shall require a resolution by the general meeting of shareholders in accordance with Art. 8 item 9 above.

Any material amendment to the constituent documents shall be notified in writing by the Investment Company to the FMA in good time and in any event before such amendment is made or, if the amendment was not planned, immediately after it enters into force. If the AIF is subject to a licensing requirement, material amendments to the constituent documents shall require prior approval by the FMA in order to take legal effect.

Art. 81 Statute of limitations

The claims of investors against the Investment Company, the liquidators, the official administrators or the Depositary shall lapse at the end of a limitation period of five years from the occurrence of the loss or damage but at the latest one year after redemption of the unit or discovery of the loss or damage.

Art. 82 Applicable law, place of jurisdiction and prevailing language

The Investment Company shall be governed by Liechtenstein law. The exclusive place of jurisdiction for all disputes arising between the investors, the Investment Company, third-party companies acting as authorised agents and the Depositary is Vaduz.

Where units of the Investment Company are also offered and sold outside the Principality of Liechtenstein, however, the Investment Company and/or the Depositary shall have the right to have the claims of investors from the countries concerned brought under the jurisdiction of the courts of those countries, subject to the provisions of mandatory law regarding jurisdiction.

The legally binding language for these By-laws, the annexes and the Prospectus, if any, shall be German. If said documents have been translated into another language and there is a discrepancy with the version in German, the latter shall prevail.

Art. 83 Other statutory provisions that must be considered

In all other respects reference shall be made to the currently valid provisions of the AIFMA and of the Liechtenstein Code of Personal and Company Law (CPCL), as amended.

Art. 84 Entry into force

These By-Laws enter into force on 27 July 2017.

ANNEX A: ORGANISATIONAL STRUCTURE OF THE AIF AND AIFM

INVESTMENT COMPANY	
Investment Company	1741 Alternative Investments SICAV c/o 1741 Fund Management AG Bangarten 10, 9490 Vaduz, Liechtenstein CR number: FL-0002.552.747-4
Board of Directors	Dr. Benedikt Czok Adolf E. Real 1741 Fund Management AG
Advisory Board	Dr. Konrad Hummler Adrian Gautschi Christian Verling Dr. Lars Jaeger
Share capital	CHF 70‘000.00
Legal structure	Externally managed alternative investment fund (AIF) in the legal form of a Liechtenstein-registered investment company with variable capital pursuant to the Liechtenstein Law of 19 December 2012 regarding the Managers of Alternative Investment Funds (AIFMA), for distribution to professional investors
Responsible supervisory authority	Finanzmarktaufsicht Liechtenstein (FMA) Landstrasse 109, 9490 Vaduz, Liechtenstein www.fma-li.li
Certified Auditors	Grant Thornton AG Bahnhofstrasse 15, 9494 Schaan www.grant-thornton.ch
AIFM	1741 Fund Management AG Bangarten 10, 9490 Vaduz, Liechtenstein CR number: FL-0002.456.004-7 www.1741group.com
PORTFOLIO MANAGER	
1741 Fund Solutions AG	1741 Fund Solutions AG Burggraben 16, 9000 St. Gallen, Schweiz The organisational structure of 1741 Fund Solutions AG is given on the website www.1741group.com.
DEPOSITARIES	
VP Bank AG	VP Bank AG, Aeulestrasse 6, 9490, Vaduz, Liechtenstein The organisational structure of VP Bank AG is given on the website www.vpbank.li.

Last update: 17 July 2019

ANNEX B: SUB-FUND SUMMARY

The By-Laws and this Annex B, "Sub-fund summary", form an integral whole and therefore complement each other.

1. 1741 Diversified Lending Fund I

1.1 Sub-fund summary

Key data and basic information on the sub-fund and its unit classes

Unit class	distributed (D);	reinvested (R):
Swiss securities ID number	42146755	42146760
ISIN	LI0421467551	LI0421467601
Permitted investors	Authorised for distribution in the EU/EEA only to professional investors within the meaning of Directive 2014/65/EU (MiFID), and within Switzerland only to qualified investors	
Investor base	The Investment Company may reject subscription applications at any time, without stating its reasons.	
Minimum investment	1 unit	
Securitisation	book entry only / no physical certificates issued	
Duration of the sub-fund	unlimited	
Lock-up period	none	
Listing	no	
Accounting currency of the sub-fund	CHF	
Initial issue price	CHF 100.00	
Rounding	unit price to two decimal places	
Denomination	units of three decimal places	
Scheduled subscription period	from [•] to [•]	
Scheduled initial payment date	[•]	
Valuation day	end of the month	
Valuation frequency	monthly	
Valuation deadline	no later than the last bank working day of the month following the valuation day	
Acceptance deadline[2] for unit transactions: issues	5 bank working days before each valuation day, noon CET Subscriptions: in amounts only	
Acceptance deadline[1] for unit transactions: redemptions	1 month before each valuation day, noon CET Redemptions: whole units only	
Other redemption conditions	Redemption applications shall be serviced in accordance with the amortisation schedule of the invested loan portfolio, which has an average duration of 4 years. The Investment Company shall strive to service redemption applications promptly and in full. If the sub-fund does not have sufficient liquidity to service redemption applications promptly and in full, the Investment Company shall be obliged to service redemption applications at the latest within four years of their timely submission. In this case the Investment Company shall likewise strive to settle at least 25% of the redemption amount per year, such that the maximum pay-back period for the investors is four years. An example of this redemption procedure is given in Annex D.	

[2] If the acceptance deadline does not fall on a Liechtenstein bank working day, it shall be brought forward to the last Liechtenstein bank working day prior to the date originally envisaged; the time of day of the deadline shall remain the same.

Value date[3]	Issues: Valuation day[4] Redemptions: 3 bank working days after the NAV calculation	
Accounting year	1 January – 31 December (first accounting year shortened from initial payment date until 31 December 2018)	
Appropriation of profit	Distributed	Appropriation of profit

Costs payable by the investors[5]

Unit class	D	R
Max. issue commission	1.0%	
Max. redemption commission	1.0%[6]	
Conversion fee when switching from one unit class to another	none	

Costs payable by the sub-fund[7]

Unit class	D	R
Max. all-in fee[8]	1.25% p.a.	
Performance fee	none	

1.2 Portfolio Manager of the sub-fund

The portfolio management function for this sub-fund is delegated to 1741 Fund Solutions AG, Burggraben 16, 9000 St Gallen, Switzerland.

1741 Fund Solutions AG is a fund management company authorised by FINMA, the Swiss financial market authority, pursuant to the Swiss Federal Collective Investment Schemes Act (KAG).

1.3 Depositary

For this sub-fund the function of Depositary is delegated to VP Bank Ltd, Vaduz.

1.4 Investment policy of the sub-fund

The following provisions regulate the sub-fund-specific investment principles of this sub-fund.

1.4.1 Investment objective and investment policy

The investment objective of the sub-fund is to generate a sustainable stream of income as an alternative to traditional investments.

1.4.2 Investment policy of the sub-fund

The sub-fund invests its assets in loans to individuals, companies and public sector borrowers[9] (the "Loans"), which are brokered and extended via a number of lending platforms (the "Platforms"). Most of the borrowers of these Loans are domiciled in Switzerland and Liechtenstein. In particular the sub-fund invests in Loans granted in Swiss francs (CHF)

[3] If according to the SIX settlement calendar the valuation day falls on one or more public holidays (non-trading period), the valuation day shall be deferred for the duration of the non-trading period.

[4] The subscription payment must have been received by the Depositary by this date. Under the so-called pre-payment method the investment monies are invested immediately. The investor shall receive the number of units corresponding to the investment amount retroactively (once the valuation has been carried out).

[5] The commission/fee actually debited is shown in the annual report.

[6] To prevent continuous redemptions from having negative consequences for the remaining investors, the Investment Company shall be entitled to levy an appropriate commission for the associated costs.

[7] Plus taxes and other costs: transaction costs and expenses incurred by the AIFM and the Depositary in performance of their functions. Details can be found in Section XIII of the By-Laws ("Costs and fees payable by the sub-fund").

[8] The all-in fee covers all the costs and fees arising for the sub-fund. Specifically, it covers the costs of the AIFM, the Depositary, the Portfolio Manager and the Certified Auditors, all supervisory duties arising and publication costs. The TER does not include the service charges levied by the operators of the lending platforms. The all-in fee shall be levied only in respect of that portion of the assets which is not invested in other sub-funds of the Investment Company which for their part have already levied a fee (avoidance of double-charging). The maximum TER of the sub-fund is therefore 1.25% p.a.

[9] The term "public sector borrowers" shall be taken to mean loans to municipal authorities and to corporate entities owned, run or supported by municipal authorities (which do not necessarily have to be backed up by municipal authority guarantees).

with durations of up to 60 months. As an element added to the portfolio the sub-fund may also invest in loans to borrowers domiciled in the EU/EEA and in loans denominated in euros (EUR) or US dollars (USD).

The platforms used by the sub-fund co-ordinate the technical and administrative processing of the loans, beginning with a screening of the borrowers and followed by a highly automated credit assessment. All the platforms used by the sub-fund undergo prior due diligence by the Investment Company to ensure that lending and loan management practices meet the sub-fund's requirements in order to evaluate the platform-inherent risks.

In practice the investment policy described above shall be implemented, in particular with regard to the sub-fund's primary investment, through the intermediation of special-purpose vehicles (SPVs) or, alternatively, through shares, rights and debt securities issued by such SPVs. These SPVs are used solely in order to gain efficient access to the desired investments. SPVs can also meet the conditions for efficient management of the investment or investment strategy in terms of liquidity and costs. The subfund intends to implement the defined investment policy, by way of direct investment and shall therefore hold both the equity capital and a bearer debenture with a variable interest rate of at least one SPV which in turn shall invest in the loans brokered via the platforms. Thus the interest rate on this bearer debenture shall be directly and exclusively dependent on the earnings generated by the aforementioned loans. To avoid diluting the sub-fund's performance through the use of SPVs, any costs arising for these SPVs (in particular, audit, custody and administrative costs) shall be included in the sub-fund's all-in fee.

1.4.3 Authorised investments

Subject to compliance with the following investment restrictions the Portfolio Manager shall be at liberty to invest in all instruments defined as authorised in the underlying legislation and the constituent documents.

1.4.4 Unauthorised investments

The following investments shall not be permitted:

- direct investments in real estate;
- direct investments in commodities;
- uncovered short selling of instruments of any kind.

1.4.5 Investment restrictions

The sub-fund’s total exposure (as per the commitment method) must not exceed 200% of the sub-fund’s assets. Thus the permissible leverage is restricted to 200% of the net asset value. The sub-fund may invest up to 100% of its assets in a single investment.

The investment limits must be reached within six months of the initial payment date.

1.5 Accounting/reference currency of the sub-fund

The accounting currency of the sub-fund and the reference currencies of any unit classes are indicated in Section 1.1 of this Annex.

The accounting currency is the currency in which the accounts of the sub-fund are kept. The reference currency is the currency in which the performance and net asset value of the unit classes are calculated. Investments shall be made in whichever currency is best suited to promoting growth in the value of the sub-fund concerned.

1.6 Profile of the typical investor

The sub-fund is suitable for investors looking to invest over a medium- to long-term horizon in accordance with the investment objective described above as part of the diversification of their personal asset portfolio.

Investors must be able to bear negative unit price changes entailing the loss of some or even all of their capital investment. Because of the reduced liquidity intrinsic to the strategy adopted under the sub-fund's investment policy, investors should note that their invested capital may be locked in for extended periods. Investors must understand the complexity of the investment strategy pursued and of the risks associated with the use of special-purpose vehicles.

1.7 Valuation

The valuation shall be carried out by the AIFM in accordance with the principles set out in the constituent documents.

The AIFM has laid down principles and procedures for valuing non-standardised investments as specified in Art. 45 of the By-laws. The AIFM shall base its valuations on the following principles:

- Special-purpose vehicles must be evaluated by a recognised firm of auditors.
- The valuation shall be based on expert valuation opinions and/or on a valuation model which satisfies regulatory requirements.
- Valuations shall be based as directly as possible on the underlying investments, as described in the investment policy.

1.8 Appropriation of profit

The profit realised by the sub-fund or unit classes shall either be distributed to the investors of the sub-fund or reinvested, depending on the unit class.

In the case of distributing unit classes, distributions shall be made annually once the financial year has ended based on the normal NAV calculation independently of the annual financial statement and its audit by the Certified Auditors. The profit generated by the sub-fund shall be made available for distribution. The Investment Company shall determine the size of the distribution.

1.9 Risks and risk profiles of the sub-fund

1.9.1 Sub-fund-specific risks

The value of the units changes according to the investment policy and the market performance of the individual investments and cannot reliably be ascertained in advance. In this connection it should be noted that the value of the units can rise or fall at any time in relation to the issue price. There is no guarantee that investors will recover their capital investment.

Risk management method: commitment approach

Maximum leverage: 2

Expected leverage: no leverage

Market risk

With non-standardised, unlisted or alternative investments the general market risk can be significantly greater than for traditional investments.

This may be attributable to the nature of the companies involved, which are less well-established, new or small, are still in the process of developing their business models and/or are doing business in rapidly changing markets and/or regions and are thus prone to deeper uncertainty regarding the success of their business concepts. Such companies may also be more susceptible to any general deterioration in the macroeconomic or structural conditions.

It may also be attributable to the sub-fund's pursuit of alternative investment strategies which, because they involve investments with higher volatility and/or investments that employ leverage, are exposed to higher levels of market risk than traditional investment strategies.

Credit and counterparty risk

Investments in credit claims carry the risk that the debtor might be unable or unwilling to redeem the debt and/or the interest payable in full, promptly or even at all. This means there is a chance that the return on the investment might be lower than expected or even impossible to realise at all. It is also possible that some or even all of the invested capital might not be repaid.

The evaluations of credit standing and credit risk and the associated task of setting the interest rate payable by the borrower are normally carried out by the platforms. For this purpose borrowers are divided into a number of rating categories according to the expected probability of default and the expected losses. Both the decision to invest in a loan and the continuous assessment of the loan position depend above all on these two factors (expected probability of default and expected losses) as determined by the platforms. If the platforms evaluate these two factors incorrectly, this may result in a negative price performance by the sub-fund.

Concentration risk

In line with its investment policy the sub-fund is permitted to invest a considerable proportion of its assets in a single investment strategy or a single type of investment risk. This significantly reduces the benefit of diversification with the result that the performance of the sub-fund becomes heavily dependent on a single investment strategy or a single type of investment risk. In certain circumstances these concentration risks may result in the total loss of the invested capital.

Liquidity risk

The sub-fund's assets may also include assets that are not listed on an exchange or traded on some other organised market and are not traded or traded only infrequently (alternative/illiquid investments). Acquiring such assets carries the particular risk that difficulties will be met in selling the assets on to third parties.

With alternative investment funds, which are permitted to invest a considerable proportion of their assets in alternative and/or illiquid investments, this risk is heightened. In particular, situations can arise in which liquidity shortages affecting the investments themselves or the instruments which underlie those investments limit the scope for the normal redemption of investors' units or in which investments can be sold only at significant discounts on the sale price, thereby exerting a potentially heavy negative influence on the value of the sub-fund units.

Legal risk

Investing in non-standardised instruments (e.g. loans) carries the risk that the sub-fund's underlying legal claims cannot be enforced or can be enforced only in part or only at a heavy financial cost, thereby exerting a potentially heavy negative influence on the value of the investments or, at worst, causing the investments to lose their value entirely.

This risk can be heightened by the use of domestic or foreign special-purpose vehicles which may be subject to lower standards of supervision and/or different legal regimes than apply to the sub-fund.

Valuation risk

The valuation assigned to the sub-fund's investments and the invested loan positions does not always represent an explicit sale/purchase price. This means that, when investments are sold, there may be discrepancies between the valuation and the sale price which can have an adverse effect on the sub-fund's NAV.

This valuation risk is heightened in the case of alternative, non-standardised or illiquid investments. The valuation models and methods used, the inputs factored into them and the expert opinions and/or NAV calculations employed in the valuation process may display a margin of error or uncertainty which can cause the valuation price to deviate from the actual sale price. In particular, depending on the precise valuation method employed, assumptions may have to be made concerning the future performance of investments and these assumptions can have a considerable influence on the valuation. The actual outcomes may differ from the assumptions made, thereby altering the valuation to the benefit or detriment of the investors. The information on which the valuation is based may not have the same level of transparency and quality as in the case of investments that are listed or traded on a regulated market. This may likewise cause the valuation to deviate from the sale price actually obtained.

The valuation of the sub-fund's loan investments depends substantially on the expected probability of default, calculated using historical figures and calculation models, and on the theoretical expected losses. Based on these expectations, provisions are formed and write-downs carried out which have a decisive influence on the valuation of the sub-fund. The valuation simultaneously takes account of actual defaults and actual losses, so that the theoretical provisions can be continuously compared with the actual results. Even so, there is a chance that the theoretical provisions prove to be too high or too low and that the sub-fund's actual value is higher or lower than its stated value. If a default occurs, if not before, debt collection proceedings are instigated against the borrower, but only if the expected proceeds of such debt collection proceedings justify their cost. For valuation purposes, loans in default may be written off completely, so that any successful collection of the debt will not have a positive impact on the sub-fund's assets until its proceeds are received.

Operational risk

Besides the general operational risks of the Investment Company, the AIFM, the Portfolio Manager and the Depositary, the sub-fund is also exposed to operational risk arising from its collaboration with the credit platforms. The platforms are normally responsible for the entire loan management process, from the initial structuring of the Loans, through processing and co-ordination of Loan disbursements and repayments to collection from borrowers in default and representation of lenders in cases of insolvency. This means that the sub-fund is also exposed to the operational risks of the platforms which, should they materialise, may adversely affect the value of the investments.

In addition, in many cases the platforms act as contracting party in the loan set-up process, as a result of which any insolvency on the platform operator's part can give rise not only to operational problems but also to legal risks, since it makes it more difficult or even impossible to enforce the sub-fund's own interests directly against the borrowers. Accordingly, any insolvency on a platform operator's part has the potential to adversely affect the value of the sub-fund.

In the light of this the Investment Company, working closely with the platforms, strives to put measures in place which mitigate the operational risks along with the risk and negative consequences of any insolvency on the part of a platform operator. Before any collaboration with a platform is entered into, the Investment Company carries out thorough due diligence checks on the operator of that platform. We advise investors likewise to inform themselves thoroughly about the platforms and their operators, especially by visiting their websites to learn about their corporate structure, personnel, charges, etc.

Additional risks associated with the use of special-purpose vehicles

A number of risks may be heightened or compounded by the practice of investing in the instruments and investment strategies required by the investment policy not directly but rather through the intermediation of companies (known as special-purpose vehicles) or via rights and debt instruments issued by such special-purpose vehicles. The special-purpose vehicles themselves may be exposed to various risks, including liquidity risk, legal risk, counterparty risk and valuation risk.

Risk of conflicts of interest

Risk of conflicts of interest may arise as a result of the many and varied activities, the organisation and the processes of the Investment Company, the AIFM, the Depositary, the Portfolio Manager and their associated companies. Based on the statutory provisions and their respective licensing conditions, the AIFM, the Depositary and the Portfolio Manager take precautions to identify, avoid or mitigate conflicts of interest. Even so, an adverse impact on the interests of the investors cannot be ruled out entirely.

Given that the sub-fund invests in loans brokered by various credit platforms, this collaboration gives rise to a heightened risk of conflicts of interest. The operators of the platforms are normally responsible for the technical and administrative processing of the Loans, beginning with an evaluation of the borrowers and continuing with an innovative, highly automated credit assessment. By means of an automated system, the platforms also instigate legal proceedings against defaulting borrowers.

In exchange for services rendered (esp. operation of the platform, credit checks, distribution, monitoring and credit servicing) the platform operators receive a service charge from the borrower and the investor based on the volume of loans brokered, such service charges being posted on the platform's website as part of the terms and conditions. In order to prevent conflicts of interest between the Fund's investors, other investors in the platform and any other involved parties, the platforms do not receive any further fees from the costs payable by the sub-fund as stipulated in Section 1.1 Instead, the Fund's investors pay only the service charges levied for the operation of the platforms. This means that all revenue from the loans brokered by the platforms is already net of fees and only the sub-fund costs as per Section 1.1 are deducted from that revenue.

The risk of conflicts of interest may be heightened by the use of special-purpose vehicles founded, owned or managed by parties associated with the Fund. Under the relevant statutory and regulatory provisions the governing officers of the AIF, the AIFM, the Depositary and the Portfolio Manager are legally obliged to act exclusively in the best interests of the investors at all times, even if they perform functions for a special-purpose vehicle in which the Fund invests directly or indirectly in order to achieve the defined investment objective.

Fraud

Investing in alternative investments or companies subject to lower standards of corporate governance and the use of special-purpose vehicles can seriously increase the complexity of the overall structure of the Fund as well as the risk of conflicts of interest. Moreover, some of the parties or persons involved in the structure may not be subject to the same level of supervision as the sub-fund, the AIFM, the Depositary and the Portfolio Manager. A combination of these factors may give rise to situations in which particular parties or persons have both the motivation and the opportunity to commit fraud.

Leverage

Alternative investments and investment strategies are sometimes permitted to employ leverage, including by means of borrowing and derivatives, in order to achieve their corporate and investment objectives. If market risks or other general risks materialise, the use of leverage can have a disproportionately negative impact on the value of the investments.

1.9.2 General risks

In addition to sub-fund-specific risks, the investments of each individual sub-fund may be exposed to the general risks described in Art. 43 of the By-laws.

1.10 Total costs payable by the sub-fund

Only the all-in fee described in Section 1.1 of this Annex shall be charged to the sub-fund. This shall cover all costs and fees incurred by the sub-fund. No other costs or fees of any kind shall be charged to the sub-fund.

ANNEX C: COUNTRY-SPECIFIC INFORMATION REGARDING DISTRIBUTION

Under the law of the Principality of Liechtenstein the constituent documents are subject to approval by the FMA. Such approval relates only to information pertaining to the implementation of the provisions of the AIFMA. For this reason, the information based on foreign law given in Annex C to the Prospectus, "Country-specific information regarding distribution", is not subject to examination by the FMA and is not covered by any approval granted.

1. Distribution to qualified investors in Switzerland

1.1 Representative in Switzerland

The Representative for Switzerland is 1741 Fund Solutions AG, Burggraben 16, 9000 St Gallen, Switzerland.

1.2 Paying agent

The paying agent in Switzerland is Notenstein La Roche Privatbank AG, Bohl 17, 9004 St Gallen, Switzerland.

1.3 Sourcing the key documents and publications

The Prospectus, By-Laws and annual and half-yearly reports are available free of charge from the Representative.

1.4 Payments of retrocessions and volume discounts

The AIFM and its authorised agents may pay retrocessions and other financial inducements by way of compensation for fund unit distribution activities within Switzerland or from Switzerland. Such compensation may be offered in particular for the following services rendered:

- distribution;
- intermediation.

Retrocessions shall not be deemed to constitute volume discounts even if they are ultimately forwarded to the investors in full or in part.

Recipients of such retrocessions shall ensure transparency of disclosure, acting on their own initiative to inform the investors free of charge of the amounts of remuneration they stand to receive for their distribution activities.

On request the recipients of retrocessions shall disclose the amounts of remuneration actually received in exchange for their distribution of the collective investments of the investors concerned.

With regard to distribution in or from Switzerland the AIFM and its authorised agents shall be entitled to pay volume discounts directly to investors. The purpose of volume discounts is to reduce the fees and charges payable by the investors concerned. Volume discounts shall be permissible, providing they

- are paid from the AIFM's fees and therefore do not constitute an additional burden on the sub-fund's assets;
- are granted according to objective criteria;
- are granted on the same conditions pertaining to timing and amount to all investors that fulfil the objective criteria and request volume discounts.

The objective criteria to be applied by the AIFM when granting volume discounts are:

- the investor's subscription volume and/or total volume held in the collective capital investment or, where applicable, in the promoter's product range;
- the amount of fees generated by the investor;
- the investor's investment behaviour (e.g. expected holding period);
- the degree of support shown by the investor during the collective capital investment's launch phase.

At the investor's request the AIFM shall disclose the amount of volume discounts free of charge.

1.5 Place of performance and place of jurisdiction

For units distributed in Switzerland the place of performance and place of jurisdiction is the registered office of the Representative in Switzerland.

ANNEX D: SAMPLE PROCEDURE FOR PROCESSING SPECIAL REDEMPTION ARRANGEMENTS

Certain sub-funds have special arrangements governing unit redemptions. Below is an example of the arrangements specified in Annex B, "Sub-fund summary".

Redemption conditions

Redemption date	end of the month
Acceptance deadline for unit transactions: redemptions	1 month before each valuation day, noon CET Redemptions: whole units only
Other redemption conditions	Redemption applications shall be serviced in accordance with the amortisation schedule of the invested loan portfolio, which has an average duration of 4 years. The Investment Company shall strive to service redemption applications promptly and in full. If the sub-fund does not have sufficient liquidity to service redemption applications promptly and in full, the Investment Company shall be obliged to service redemption applications at the latest within four years of their timely submission. In this case the Investment Company shall likewise strive to settle at least 25% of the redemption amount per year.

Example

A redemption of 10,000 units paid out on a straight-line basis in accordance with the above redemption conditions will be processed as follows, assuming the sub-fund does not have sufficient liquidity to settle the redemptions in full before the normal amortisation schedule of the invested loan portfolio expires:

Redemption	10,000 units
Redemption submitted 30 November 2018	30 November 2018 (1 month before the redemption date 31 December 2018)
Redemption 1 31 December 2019	2,500 units (25% of the total redemption volume) are settled at the NAV as at 31 December 2019 (first redemption date). The redemption amount is paid out once the NAV is calculated in January 2020.
Redemption 2 31 December 2020	2,500 units (25% of the total redemption volume) are settled at the NAV as at 31 December 2020. The redemption amount is paid out once the NAV is calculated in January 2021.
Redemption 3 31 December 2021	2,500 units (25% of the total redemption volume) are settled at the NAV as at 31 December 2021. The redemption amount is paid out once the NAV is calculated in January 2022.
Redemption 4 31 December 2022	2,500 units (25% of the total redemption volume) are settled at the NAV as at 31 December 2022. The redemption amount is paid out once the NAV is calculated in January 2023.

Reservation regarding liquidity

If the sub-fund has sufficient liquidity, the Investment Company shall strive to service redemption applications promptly and in full. To this end the Investment Company shall also make use of the secondary market for loans made available by some Platforms.

Risk of adverse changes in value

The investor bears the risk of adverse changes in value until his/her units are settled. In the above example the investor's position at risk changes as follows:

	Units at risk	
to 31 December 2019	10,000 units	100%
to 31 December 2020	7,500 units	75%
to 31 December 2021	5,000 units	50%
to 31 December 2022	2,500 units	25%
after 31 December 2022	0 units	0%