



# EASTERNMED FUNDS VCIC PLC

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## *PROSPECTUS & RULES*

*1 April 2022*

THE CYPRUS SECURITIES AND EXCHANGE COMMISSION HAS APPROVED THE CONTENT OF THIS PROSPECTUS ONLY AS REGARDS TO MEETING THE INFORMATION REQUIREMENTS TOWARDS THE INVESTORS AS DEFINED IN THE OPEN-ENDED UNDERTAKINGS FOR COLLECTIVE INVESTMENTS (UCI) LAW. THE APPROVAL OF THIS PROSPECTUS DOES NOT IMPLY RECOMMENDATION TO INVESTORS FOR INVESTMENT IN THE COMPANY. BEFORE MAKING A DECISION FOR INVESTING, INVESTORS ARE ENCOURAGED TO SEEK ADVICE FROM THEIR FINANCIAL ADVISER AND/OR ANY OTHER PROFESSIONAL ADVISER THEY MAY WISH.

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## TABLE OF CONTENTS

SECTION A: PROSPECTUS.....	3
1. INTRODUCTION .....	3
2. INFORMATION ABOUT THE FUND.....	3
3. INFORMATION CONCERNING THE DEPOSITARY .....	8
4. DELEGATION OF FUNCTIONS.....	8
5. PAYMENTS TO SHAREHOLDERS AND PUBLICATION .....	9
7. RISK MANAGEMENT .....	9
8. PREVENTION OF MARKET TIMING & LATE TRADING PRACTICES.....	9
SECTION B: RULES.....	11
1. THE MANAGEMENT COMPANY & THE DEPOSITARY.....	11
1.1 THE MANAGEMENT COMPANY.....	11
1.2 THE DEPOSITARY .....	13
2. INVESTMENT OBJECTIVES, POLICY & LIMITS.....	13
2.1 ALLOWABLE INVESTMENTS.....	13
2.2 INVESTMENT LIMITS.....	16
2.3 SPECIAL DEVIATIONS .....	17
2.4 PROHIBITION TO ACQUIRE CONTROL .....	18
2.5 VIOLATION OF INVESTMENT LIMITS .....	19
3. ASSET VALUATION PRINCIPLES, METHODOLOGIES FOR COMPUTING THE ISSUE AND REDEMPTION PRICE OF INVESTOR SHARES .....	20
3.1 VALUATION PRINCIPLES .....	20
3.2 NET ASSET VALUE (NAV), ISSUE/REDEMPTION/REPURCHASE PRICE.....	21
4. SHARES, SHAREHOLDER REGISTER, ISSUE/SALE & REDEMPTION/ REPURCHASE OF INVESTOR SHARES .....	21
4.1 FUND INVESTOR SHARES.....	21
4.2 SHAREHOLDERS' REGISTER.....	21
4.3 SUBSCRIPTION FOR INVESTOR SHARES.....	22
4.4 REDEMPTION OF INVESTOR SHARES.....	23

---

**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

4.5 SUSPENSION OR REDEMPTION OF INVESTOR SHARES BY A DECISION OF THE MANAGEMENT COMPANY .....	23
4.6 SUSPENSION OR REDEMPTION OF INVESTOR SHARES BY A DECISION OF THE COMMISSION .....	24
4.7 JOINT HOLDERS OF INVESTOR SHARES .....	24
4.8 TRANSFER OF INVESTOR SHARES .....	25
4.9 PLEDGING OF INVESTOR SHARES .....	25
4.10 CERTIFICATE OF PARTICIPATION .....	25
5. FINANCIAL YEAR .....	26
6. COMPUTATION AND DISTRIBUTION OF INCOME .....	26
7. AMENDMENT TO THE INSTRUMENTS OF INCORPORATION .....	26
8. DISSOLUTION - LIQUIDATION OF THE FUND .....	27
9. FEES & COMMISSIONS FOR THE MANAGEMENT COMPANY & THE CUSTODIAN .....	28
9.1 MANAGEMENT COMPANY'S FEE & COMMISSION .....	28
9.2 DEPOSITARY'S FEE .....	29
10. EXPENSES OF THE FUND .....	29
11. COMMUNICATIONS OF THE FUND .....	30
12. CONVERSION OF INVESTOR SHARES .....	31
SECTION C: SUB-FUND PARTICULARS - EASTERNMED EQUITIES FUND .....	31
1. GENERAL INFORMATION .....	31
2. INVESTMENT S, POLICY & LIMITS .....	32
2.1 INVESTMENT OBJECTIVES .....	32
2.2 INVESTMENT STRATEGY .....	33
2.3 INVESTMENT POLICY .....	33
2.4 BENCHMARK INDEX .....	34
3. PROFILE OF TYPICAL INVESTOR .....	34
4. RISK MANAGEMENT .....	35
5. FEES AND EXPENSES .....	37

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

# SECTION A: PROSPECTUS

## 1. INTRODUCTION

This Prospectus was prepared in accordance with Law 78(I)/2012 (the “Law”) which regulates Undertakings for Collective Investment, and specifically on the basis of Article 56 of the Law. This prospectus was drawn up by **Easternmed Funds VCIC Plc** (the “Fund”), a company incorporated in Cyprus on the 19<sup>th</sup> of April 2016 under registration number HE 354779. The Fund is managed by the limited liability company Easternmed Asset Management Services Ltd, with registration number HE 342398 (the “Management Company”).

The Rules of the Fund can be found in Section B of this document.

The Fund qualifies as a UCITS and was established as a Variable Capital Investment Company comprising different investment compartments, i.e. Sub-Funds (umbrella scheme). Although the Fund is a single legal entity, each of its Sub-Funds constitutes a separate pool of assets. Each Sub-Fund issues shares corresponding to the relevant pool of assets. The value of the assets of each Sub-Fund may differ. Shareholders have rights that arise only from the assets included in the pool of assets of the Sub-Fund, shares of which they have acquired. The Fund currently operates one Sub-Fund, namely the Easternmed Equities Fund.

This Prospectus contains the information set out in Schedule I of the Annex of the Law.

## 2. INFORMATION ABOUT THE FUND

The Fund was granted UCITS license No. UCITS 07/78 by the Cyprus Securities and Exchange Commission (the “Commission”) on 22/03/2016.

A summary table with information about the Fund is presented below.

<b>Fund Name</b>	<b>Easternmed Funds VCIC Plc</b>
<b>Form</b>	<b>Variable Capital Investment Company</b>
<b>Duration</b>	<b>Unlimited</b>
<b>Registration number</b>	<b>HE 354779</b>
<b>Date of incorporation</b>	<b>19/04/2016</b>
<b>License number by the Commission</b>	<b>UCITS 07/78</b>
<b>License date</b>	<b>22/03/2016</b>
<b>Board of Directors</b>	<b>Ioannis Papaioannou Andreas Theophanous Athanasios J. Martinos Stavros A. Karides Maria Panayi Drakos</b>

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**



<b>Registered Address</b>	<b>48 Themistokli Dervi Avenue, Athienitis centennial Building, Office 104, 1066 Nicosia, Cyprus</b>
<b>Management Company</b>	<b>Name: Easternmed Asset Management Services Ltd, License number: UCITS MC 03/78/2012 Address: 48 Themistokli Dervi Avenue, Athienitis Centennial Building, Office 104, 1066 Nicosia, Cyprus Telephone: +357 22 274400 Email: info@eastmedfin.com</b>
<b>Depository</b>	<b>Bank of Cyprus Public Company Ltd P.O. Box 21472 1599 Nicosia, Cyprus Telephone: +357 22 121899 Fax: +357 22 120290</b>
<b>Sub Custodian</b>	<b>Clearstream Banking S.A.</b>
<b>Risk Manager</b>	<b>Name: MFO Asset Management Ltd Address: 66 Acropoleos Avenue, Acropolis Tower, 1<sup>st</sup> Floor, Strovolos, 2012 Nicosia, Cyprus Telephone: +357 22 692030 Fax: +357 22 662266 Email: info@mfoasset.com</b>
<b>Fund Administrator</b>	<b>Name: MFO Asset Management Ltd Address: 66 Acropoleos Avenue, Acropolis Tower, 2<sup>nd</sup> Floor, Strovolos, 2012 Nicosia, Cyprus Telephone: +357 22 692030 Fax: +357 22 662266 Email: info@mfoasset.com</b>
<b>External Auditors</b>	<b>Name: KPMG Limited Address: 14 Esperidon Street, 1087 Nicosia, Cyprus Responsible Person: Michael Antoniadis Telephone: +357 22 209000 Fax: +357 22 665091 Email: nicosia@kpmg.com.cy</b>
<b>External Legal Advisors</b>	<b>Name: Karides &amp; Karides LLC Address: 11 Kyriakou Matsi Avenue, Nikis Center, 8<sup>th</sup> Floor, 1082, Nicosia, Cyprus Telephone: +357 22 465946 Fax: +357 22 465865 Email: karides@karidesadvocates.com.cy</b>

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

<b>Registered Secretary</b>	<b>Name: K and K Secretarial Limited</b> <b>Address: 11 Kyriakou Matsi Avenue, Nikis Center, 8<sup>th</sup> Floor, 1082, Nicosia, Cyprus</b>
<b>Reference Currency</b>	<b>EUR (Euro)</b>
<b>Sub-Funds</b>	<b>Easternmed Equities Fund</b> <ul style="list-style-type: none"> <li>• <b>Class A (ISIN: CYF000000473)</b></li> <li>• <b>Class B (ISIN:CYF000000481)</b></li> </ul>

The Fund falls into the definition of UCITS in accordance with Article 6 of the Law, has the legal form of public company with shares and fulfills all the following conditions, which have to be met cumulatively:

- (a) Its sole purpose is the collective management of its portfolio, by investing in transferable securities and other financial instruments, in accordance with Article 40 of the Law, to the interest of its shareholders;
- (b) It collects the funds it invests for the purposes of paragraph (a) from the public;
- (c) It operates on the principle of risk-spreading;
- (d) Its shares are redeemed or re-purchased, directly or indirectly, by its assets, following an application of its shareholders, whereas its capital is increased or decreased by the issue of new shares or the redemption or re-purchase of the old ones, without resorting to a capital increase or decrease under the Companies Law, Cap. 113.

The Fund is governed by the provisions of the Law, as in force from time to time, and the Rules of the Fund (the “Rules”) which were approved by decision of the Commission. Without prejudice to the provisions of the Rules that expressly regulate permissible deviations under the applicable legal framework, these Rules do not otherwise deviate from the provisions of the applicable legislation.

The duration of the Fund and its Sub-Fund is unlimited.

The Fund was set up with authorized share capital of 500,000,000 (five hundred million) - investor shares, no fractions of a share are recognized and each share represents the same percentage holding in the overall assets. The price of each investor share in the Fund, at the time of incorporation, was set at € 100 (one hundred euros). The reference currency is the euro.

The initial issued share capital of the Fund is 2,000 Investor Shares issued at the price of € 100 each.

The Board of Directors of the Fund has assigned the management of the Fund’s assets to Easternmed Asset Management Services Ltd.

The Prospectus, Rules and the periodic Fund Reports required by the Law are available on the website of the Management Company ([www.eastmedfin.com](http://www.eastmedfin.com)) and in hard copy, if so

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
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requested by interested investors, at the offices of the Management Company at 48 Themistokli Dervi Avenue, Athienitis Centennial Building, Office 104, 1066, Nicosia.

For the preparation of the audited financial statements, the Fund's financial year ends on the 31<sup>st</sup> of December. Income and profits may be distributed to the holders of investor shares of each Sub-Fund in accordance with section 6 of the Rules, however, if the strategy of the Sub-Fund is to achieve long term capital growth, then it is the intention for the entire income and profits to be reinvested.

Profits distributed as a dividend to shareholders are subject to the special defense contribution applicable to individuals and deductions are made at source, whereas legal entities or individuals who are not tax residents of Cyprus are exempted from the contribution. Moreover, profits from the sale of the shares of each Sub-Fund (capital gains) are exempt from tax on individuals or legal entities and are not subject to the special defense contribution.

In accordance with Article 58(1) of the Law, the financial reports of the Fund are audited by the audit firm KPMG Limited, whose offices are at 14 Esperidon street, 1087 Nicosia, Cyprus. The responsible person for the audit of the financial reports of the Fund is Mrs. Maria A. Karantoni.

The Company is run by a 5-member Board of Directors comprised of:

- Mr. Ioannis Papaioannou – Director
- Mr. Andreas Theophanous – Director
- Mr. Athanasios J. Martinos – Director
- Mr. Stavros A. Karides – Director
- Mrs. Maria Panayi Drakos – Director

*Ioannis Papaioannou:*

Ioannis Papaioannou is an investment manager with 14 years of experience in advising and managing investment portfolios for HNWI. Ioannis has worked for Eastern Mediterranean Maritime Limited as Financial Manager, advising on and managing diversified investment portfolios of traditional as well as alternative investments, with emphasis on European equities, bonds, long-only funds, hedge funds and private equity. Through his work career, Ioannis gained significant experience in all aspects of asset management including strategic advisory, portfolio construction and product analysis. Ioannis received his bachelor and Master (by research) degrees in Naval Architecture & Marine Technology from the University of Newcastle upon Tyne, as well as an MSc degree in Shipping, Trade & Finance from City University (now CASS) Business School in London.

*Andreas Theophanous:*

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

Andreas Theophanous is the Chief Executive Officer of MFO Asset Management Ltd, an AIFM and UCITS Management Company. He is a qualified chartered accountant from the Institute of Chartered Accountants of England & Wales. Andreas was trained and worked for 12 years with KPMG in Nicosia, where he was Audit Principal and Assistant Head of Quality & Risk Management. He is a member of the Institute of Certified Public Accountants of Cyprus, and of the Cyprus Investment Funds Association, where he also served as Chairman of the Ethics and Risk Management Committee between 2014-2019. Andreas studied Accounting at the University of Hull in the UK, and then pursued a Master's degree in International Consultancy & Accounting at the University of Reading in the UK. He is also holder of CySEC Advanced Certification.

*Athanasios J. Martinos:*

Athanasios J. Martinos is a substantial ship-owner and real estate investor in Greece and he is currently the Managing Director and main shareholder of Eastern Mediterranean Maritime Limited, a company offering seaborne transportation services to the energy, industrial and agricultural sectors, with over 40 years of operation, presently managing 74 tankers and dry bulk carriers and container vessels. He enjoys excellent reputation in the worldwide shipping community and has an outstanding track record. Athanasios J. Martinos was born in Athens on 01.01.1950 and he holds a BSc in Economics from Athens University.

*Stavros A. Karides:*

Stavros A. Karides is a practicing lawyer in Cyprus, he is a member of the Cyprus Bar Association, and he holds a degree in Law from Athens University. He is currently Managing Director of Karides & Karides LLC, a licensed law firm in Cyprus with offices in Nicosia, and his clientele includes a number of international organizations operating in the shipping and financial services industries.

*Maria Panayi Drakos:*

Maria Panayi Drakos is an experienced professional in the field of information technology and operations. She has served for many years in Laiki Bank Group from various posts until she departed while holding the position of Group Chief Operations Officer. She has also served as a director in many distinguished companies. Maria Panayi Drakos has a BSc in Computer Science and Statistics from North London University and a MSc in Management Science from Imperial College University in London.

The type and main features of investor shares and in particular the type of rights each investor share represents, the information and entries which demonstrate that someone has participated in a Sub-Fund, and the characteristics of and restrictions on the transfer of investor shares are described in Section 4 of the Rules.



The conditions under which the Fund may be placed in liquidation and the technical details of liquidation, particularly in relation to the rights of shareholders, are outlined in Section 8 of the Rules.

Technical details and the terms and conditions under which investor shares are issued and/or redeemed and the instance where the issue or redemption of investor shares may be suspended are outlined in Section 4 of the Rules.

The method, extent and mode of computation of the fees payable by the Fund to the Management Company, the Depositary or third parties, and the amounts paid to the Management Company, the Depositary or third parties as recompense for expenses incurred are outlined in Section 9 and 10 of the Rules.

The rules governing how the profits and revenues of the Fund are computed and how they may be distributed are outlined in Section 6 of the Rules.

The Fund's investment objective, investment strategy, investment policy and the restrictions thereon are outlined in Section 2 of the Rules.

The rules on how the Fund's assets are valued are outlined in Section 3 of the Rules.

The details of the computation of the issue and redemption price of investor shares, the method of computation of prices and instruments, the frequency thereof, are also outlined in Section 3 of the Rules.

Information about the convocation of the General Meetings of the Fund, the proceedings at the said Meetings and the voting rights of the shareholders, can be found in Articles 21 to 25 (both inclusive) of the Articles of Association of the Fund.

### **3. INFORMATION CONCERNING THE DEPOSITARY**

The Depositary of the Fund is Bank of Cyprus Public Company Ltd (the "Depositary"), a credit institution which provides depositary services in accordance with the laws of the Republic of Cyprus and the European Union. The Depositary's registered offices are in the Republic of Cyprus. Further information about the depositary's duties is included in the Fund's Rules.

### **4. DELEGATION OF FUNCTIONS**

The Management Company has delegated the following functions to third parties:

1. Risk Management and Fund Administration to MFO Asset Management Ltd, an AIFM Company authorized by CySEC under license number AIFM19/56/2013.
2. Internal Audit to Fiducitrust Services Limited.
3. Legal Advisory to Karides & Karides LLC.
4. IT support for the Management Company to Logosnet Services Ltd.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

5. Company Secretary services to K and K Secretarial Limited.

The Depositary, in order to more efficiently carry on its activities, uses Clearstream Banking S.A. as a sub custodian.

## **5. PAYMENTS TO SHAREHOLDERS AND PUBLICATION**

All manner of cash payments to shareholders concerning their investment in the Sub-Funds of the Fund, including payment of the proceeds of redemption or repurchase of investor shares will be done by remitting the amount payable to the bank account that the shareholder indicates to the Management Company upon commencement of their business relationship. The shareholder must be a beneficiary of that account. The remittance may entail charges which are payable by the shareholder. These charges may be bank charges, foreign exchange differences based on the exchange rate of currencies, and so on. The provisions included in the Fund's Rules (Section 4) shall apply to joint accounts.

The information in this Prospectus and in particular the information relating to cash payments made to shareholders is provided in every Member State of the European Union where the investor shares of the Fund are sold, and is included in the Prospectus published there.

## **7. RISK MANAGEMENT**

The Risk Management framework of the Fund is determined by the Investment objectives, Policy and Strategy of each Sub-Fund. Therefore, more information with respect to the Risk Management approach is provided in Section C with Sub-Fund's particulars.

## **8. PREVENTION OF MARKET TIMING & LATE TRADING PRACTICES**

1. The Management Company does not accept applications to purchase or redeem investor shares when there are indications of market timing or late trading practices, which are not in the interests of shareholders.

2. Late trading entails submitting an application to purchase investor shares in a Sub- Fund or an application to redeem investor shares after the point in time when the net asset value (NAV) of the Sub-Fund has been computed, and consequently after the point when the price of the investor shares on that specific date has been fixed (the cut-off time). By doing so, the originators of instructions can exploit knowledge of events for personal gain, or for the benefit of third parties on whose behalf they are acting.

3. Market timing indicates that arbitraging is at play, whereby the investor submits an application to purchase or redeem investor shares in a Sub-Fund on a continuous basis, within a short time period, exploiting differences in time zones and weaknesses or inefficiencies in computing the NAV.

4. The difference between these two practices (late trading and market timing) lies in the fact that in the latter, the practice is coordinated in the sense that the practice relates to various transactions which when taken overall generate a benefit. In the former, there is a single

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transaction, which on its own generates a benefit for the person entering into the transaction or for another person on whose behalf the transaction has been entered into.

5. The Management Company has put in place procedures to prevent late trading and market timing practices, which it implements when examining and accepting applications to acquire or redeem investor shares that are submitted to the Management Company.

As part of those procedures, the Management Company reserves the right to reject applications from an investor where there are suspicions that these practices are being used, and it may take additional measures to protect other shareholders in the Sub-Fund.

6. The deadline for accepting applications to purchase or redeem investor shares in the Sub-Fund, which has been set for the purposes of internal procedures, is 14:30 hours each business day (cut-off time).

As a general rule, the investor must register for, redeem or convert investor shares without being aware of the Net Asset Value of the Sub-Fund.

7. Moreover, one criterion used to identify and prevent such practices, taking into account the investment policy of the Fund, is that transactions in investor shares are entered into with a frequency of two transactions per week per investor, but of course that does not mean that the Management Company prohibits transactions to redeem or purchase investor shares being entered into, since the main feature of the Fund is for investor shares to be redeemed and purchased if and when the shareholder so wishes.

## SECTION B: RULES

### 1. THE MANAGEMENT COMPANY & THE DEPOSITARY

#### 1.1 THE MANAGEMENT COMPANY

The limited liability company with the corporate name Easternmed Asset Management Services Ltd, Reg. No. HE342398, whose office is at 48 Themistokli Dervi Avenue, Office 104, Athienitis Centennial Building, 1066 Nicosia, was incorporated on the 15<sup>th</sup> of April 2015, with an issued and fully paid share capital of € 125,000, and following Cyprus Securities and Exchange Commission decision obtained UCITS Management License No. 03/78/2012. The Management Company was set up in order to manage collective investments in accordance with the Law which regulates undertakings for collective investments, as in force from time to time. The shareholders of the Management Company and their holding in its share capital are as follows:

- Mr. Athanasios J. Martinos - 50 %
- Mrs. Marina A. Martinou – 25%
- Mrs. Marina Matthildi A. Martinou – 25%

After obtaining its license the Management Company undertook the management of the Fund.

The Management Company is run by a 6-member Board of Directors comprised of:

- Mr. Ioannis Papaioannou – Executive Director
- Mr. Constantinos Kourouyiannis – Executive Director
- Mr. Athanasios J. Martinos – Executive Director
- Mr. Andreas Theophanous – Non-Executive Director
- Mr. Sotirios Spathis– Independent Non-Executive Director
- Mr. Ioannis Telonis– Independent Non-Executive Director

Ioannis Papaioannou is an investment manager with 14 years of experience in advising and managing investment portfolios for HNWI. Ioannis has worked for Eastern Mediterranean Maritime Limited as Financial Manager, advising on and managing diversified investment portfolios of traditional as well as alternative investments, with emphasis on European equities, bonds, long-only funds, hedge funds and private equity. Through his work career, Ioannis gained significant experience in all aspects of asset management including strategic advisory, portfolio construction and product analysis. Ioannis received his bachelor and Master (by research) degrees in Naval Architecture & Marine Technology from the University of Newcastle upon Tyne, as well as an MSc degree in Shipping, Trade & Finance from City University (now CASS) Business School in London.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

Constantinos Kourouyiannis is a CFA Charterholder with broad experience in portfolio management of collective and individual investment portfolios of institutional and professional clients. He is the Secretary of the CIFA Asset Management and Distribution Committee and Member of the CFA Research Challenge and University Relations Committee. Throughout his career, Constantinos delivered seminars and provided training to investment professionals in various topics of the European legal framework of investment services and regulated markets (MiFID) and Alternative Investment Funds. He also participated in two research programs of the University of Cyprus in the areas of Financial Risk Management, Macroeconomics and Econometrics and presented his work in reputable international conferences. Constantinos holds a BSc in Mathematics and Statistics and a PhD in Economics from the University of Cyprus as well as an MSc in Finance and Economics from the London School of Economics.

Andreas Theophanous is the Chief Executive Officer of MFO Asset Management Ltd, an AIFM and UCITS Management Company. He is a qualified chartered accountant from the Institute of Chartered Accountants of England & Wales. Andreas was trained and worked for 12 years with KPMG in Nicosia, where he was Audit Principal and Assistant Head of Quality & Risk Management. He is a member of the Institute of Certified Public Accountants of Cyprus, and of the Cyprus Investment Funds Association, where he also served as Chairman of the Ethics and Risk Management Committee between 2014-2019. Andreas studied Accounting at the University of Hull in the UK, and then pursued a Master's degree in International Consultancy & Accounting at the University of Reading in the UK. He is also holder of CySEC Advanced Certification.

Athanasios J. Martinos is a substantial ship-owner and real estate investor in Greece and he is currently the Managing Director and main shareholder of Eastern Mediterranean Maritime Limited, a company offering seaborne transportation services to the energy, industrial and agricultural sectors, with over 40 years of operation, presently managing 74 tankers and dry bulk carriers and container vessels. He enjoys excellent reputation in the worldwide shipping community and has an outstanding track record. Athanasios J. Martinos was born in Athens on 01/01/1950 and he holds a BSc in Economics from Athens University.

Sotirios Spathis is a qualified accountant from the "University of Economics and Business of Athens". Besides, he has studied Shipping Finance and Economics in the "University of Piraeus" and also participated in a Research Project Study on "Entrepreneurship in Europe" at the same University. Sotiris has over than thirty years professional experience, among others as Executive CFO and HR Manager in Shipping Companies, having gained substantial experience in the Financial Management and organization of the Accounting departments of Shipping and Commercial companies.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
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Ioannis (Yiannis) Telonis is a former banker with substantial experience in a wide range of banking and investment activities. In a career spanning over 25 years, he headed various departments of the bank, repositioned and oversaw the subsequent licensing of a brokerage, investment banking and fund management company and headed the setup and operation of a bank in Moscow, Russia. He was involved in a number of M&A transactions and served as a director in private and public companies in Cyprus, Israel and Russia. He is currently serving as Executive Director in a private company and is also a regular contributor and commentator in financial media. Yiannis holds a BSc(Econ) from the London School of Economics and an MBA in Export Management and International Business from City University (now Cass) Business School. He is also a member of the UK Chartered Institute of Marketing.

## **1.2 THE DEPOSITARY**

The duties of the Depositary of the Fund are performed by the credit institution Bank of Cyprus Public Company Ltd whose registered office is in the Republic of Cyprus.

The Depositary:

- (a) Ensures that the issue, the marketing, the redemption, the re-purchase and the cancellation of investor shares, entries of any kind in the Shareholders' Register, as well as the valuation of investor shares are carried out in accordance with the applicable legislation and the Fund's Rules.
- (b) Ensures the payment of the price for the transactions concerning the assets of the Fund, within the usual deadlines.
- (c) Ensures that the Fund's profits are distributed according to the applicable legislation and the Fund's Rules.

When performing their duties, the Depositary and the Management Company are obliged to act independently of each other and exclusively in the interests of the Fund and the shareholders of its Sub-Funds. The Management Company is liable to the shareholders for any negligence in management on its part. Under the laws of the Republic of Cyprus, the Depositary is liable to the Management Company and the shareholders of the Sub-Funds of the Fund for any losses arising from breach of duty. The Shareholders of the Sub-Funds have an individual right to file an action against the Depositary for losses incurred due to negligence in the performance of its duties.

## **2. INVESTMENT OBJECTIVES, POLICY & LIMITS**

The Investment Objectives, Investment Strategy and Investment Policy of the Sub-Fund are provided in Section C. In this paragraph there is description of allowable investments, investment limits and other provisions that hold for the Fund and all of its Sub-Funds based on the relevant legal framework.

### **2.1 ALLOWABLE INVESTMENTS**

1. The investments of the Sub-Funds shall comprise of only one or more of the following:

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**



- (a) Transferable securities and money market instruments admitted to or dealt in on a regulated market of the Republic or of another member state of the European Union, as the latter defined in article 4(1)(14) of Directive 2004/39/EC of the European Parliament and Council of 21 April 2004 on markets in financial instruments;
- (b) Transferable securities and money market instruments dealt in on another regulated market in a member state, which operates regularly and is recognized and open to the public;
- (c) Transferable securities and money market instruments admitted to official listing on a stock exchange in a third country or dealt in on another regulated market in a third country, which operates regularly, is recognized and open to the public and:
  - i. is included among the markets stated in the list approved by the Minister of Finance, after a recommendation is made by the Commission, or
  - ii. is included in the Fund's Rules.
- (d) Recently issued transferable securities, provided that:
  - i. The terms of issue include an undertaking that an application will be made for admission to official listing on a regulated market among those mentioned in paragraphs (a) to (c); and
  - ii. The admission referred to in the above subparagraph takes place within a year of issue;
- (e) Investor shares of UCITS authorized according to Directive 2009/65/EC as amended by Directive 2014/91/EU or other collective investment undertakings within the meaning of Article 4(1) of the Law, whether or not established in a Member State, provided that:
  - i. Such other collective investment undertakings are authorized under laws which provide that they are subject to supervision considered by the Commission to be equivalent to that laid down in Directive 2009/65/EC as amended by Directive 2014/91/EU, and that cooperation between the Commission and the authorities which are competent for the supervision of the said undertakings is sufficiently ensured;
  - ii. The level of protection for shareholders in the other collective investment undertakings is equivalent to that provided for shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC as amended by Directive 2014/91/EU;
  - iii. The business of the other collective investment undertakings is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
  - iv. No more than 10 % of the assets of the Fund or of the other collective investment undertakings, whose acquisition is contemplated, can, according to their fund rules or instruments of incorporation, be invested in aggregate in shares of other UCITS or other collective investment undertakings;

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

- (f) Deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the credit institution has its registered office in a third country, provided that it is subject to prudential rules considered by the Commission as equivalent to those laid down in EU law;
- (g) Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs (a) to (c) of the present section or financial derivative instruments dealt in over-the-counter (OTC) derivatives, provided that:
  - i. The underlying of the derivative consists of instruments covered by paragraph (g), financial indices, interest rates, foreign exchange rates or currencies;
  - ii. The counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Commission;
  - iii. The OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the UCITS' initiative.
- (h) Money market instruments other than those dealt in on a regulated market, which fall under Article 2 of the Law, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, provided that they are alternatively:
  - i. Issued or guaranteed by a central, regional or local authority or central bank of a member state, the European Central Bank, the Community or the European Investment Bank, a third country or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong;
  - ii. Issued by an undertaking the securities of which are dealt in on regulated markets referred to in paragraphs (a) to (c) of this indent;
  - iii. Issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to prudential rules considered by the Commission to be equivalent to those laid down by EU law;
  - iv. Issued by other bodies belonging to the categories approved by the Commission provided that investments in such instruments are subject to investor protection equivalent to that laid down in subparagraphs (i) to (iii) and provided that the issuer is a company whose capital and reserves amount to at least EUR 10,000,000 and which presents and publishes its annual accounts in accordance with the Fourth Council Directive 78/660/EEC on the annual accounts, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitization vehicles which benefit from a banking liquidity line.

2. The Sub-Funds shall not, however:

- (a) invest more than 10% of their assets in transferable securities or money market instruments other than those referred to in Article 40(1) of the Law; or
- (b) acquire either precious metals or certificates representing them.

3. The Sub-Funds may hold ancillary liquid assets.

4. The Sub-Funds shall make limited use of derivative financial instruments or embedded derivatives purely for hedging purposes.

## **2.2 INVESTMENT LIMITS**

Based on the provisions of the Law, each Sub-Fund's investments shall be governed by the following limits:

1. (a). The Sub-Fund shall invest no more than 10% of its assets in transferable securities or money market instruments issued by the same body. The total value of the transferable securities and the money market instruments held by the Sub-Fund in the issuing bodies in each of which it invests more than 5 % of its assets shall not exceed 40 % of the value of its assets. That limitation shall not apply to deposits made with financial institutions subject to prudential supervision.

(b) The limit of 10% referred to above in paragraph (a) may be raised:

- i. To a maximum of 35 % if the transferable securities or money market instruments are issued or guaranteed by a member state, by its local authorities, by a third country or by a public international body to which one or more Member States belong.
- ii. To a maximum of 25 % where bonds are issued by a credit institution which is established in a member state and is subject by law to special public supervision designed to protect bond-holders.

The sums deriving from the issue of those bonds shall be invested in accordance with the Law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest. Where the Fund invests more than 5 % of its assets in the bonds referred to in the present subparagraph which are issued by a single issuer, the total value of these investments shall not exceed 80 % of the value of the assets of the Fund.

(c) The transferable securities and money market instruments referred to in the cases described in paragraph (b) shall not be taken into account for the purpose of applying the limit of 40 % referred to in paragraph (a).

2. The Sub-Fund shall invest no more than 20 % of its assets in deposits made with the same body.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

3. Notwithstanding the limits laid down in subparagraphs (1) and (2), the Sub-Fund shall not combine, where this would lead to investment of more than 20 % of its assets in a single body, any of the following:

- (a) Investments in transferable securities or money market instruments issued by that body;
- (b) Deposits made with that body.

4. The limits provided for in subparagraphs 1 to 3 shall not be combined, and thus investments in transferable securities or money market instruments issued by the same body or in deposits made with this body carried out in accordance with these subparagraphs shall not exceed in total 35 % of the assets of the Fund.

5. Companies which are included in the same group for the purposes of consolidated accounts, as defined in Directive 83/349/EEC for the consolidated accounts or in accordance with recognized international accounting rules, shall be regarded as a single body for the purpose of calculating the limits contained in this paragraph 2.2 on Investment limits.

6. The cumulative investment in transferable securities and money market instruments within the same group for the purposes of consolidated accounts, as defined in Directive 83/349/EEC for the consolidated accounts or in accordance with recognized international accounting rules, is permitted up to a limit of 20 %.

Investments in third countries will be concentrated at all times in financial instruments listed in stock exchanges that UCITS are allowed to invest and are included in the corresponding catalogue of the decision of the Ministry of Finance published at 16/08/2013.<sup>1</sup>

## **2.3 SPECIAL DEVIATIONS**

By way of derogation from the limit of 35% provided in paragraph 2.2(1)(b)(i) (Investment Limits), the Sub-Fund may invest in accordance with the principle of risk-spreading up to 100 % of its assets in different transferable securities and money market instruments issued or guaranteed by a member state, one or more of its local authorities, a third country, or a public international body to which one or more member states belong, only if all of the following preconditions are complied with:

- (a) The Commission considers that shareholders have protection equivalent to that of shareholders in UCITS complying with the limits laid down in Article 42 of the Law.
- (b) The Sub-Fund shall hold securities from at least six different issuers, but securities from any single issue shall not account for more than 30 % of the total assets of the Fund.
- (c) The Sub-Fund may invest more than 35% of its assets in securities issued or guaranteed by the following Member States, local authorities, or public international

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<sup>1</sup> The corresponding decision of the Ministry of Finance is available on the following website:  
<https://www.cysec.gov.cy/CMSPages/GetFile.aspx?guid=771fd77b-b123-4cd1-b306-a241fea9e47f>

bodies: IBRD, EBRD, ASIAN DEVELOPMENT BANK, INTERAMERICAN DEVELOPMENT BANK, KFW, NORDIC INVESTMENT BANK, KOMMUNALBANKEN NORWAY (KBN), EUROFIMA, COUNCIL OF EUROPE, EFSF, EIB, ESM, WORLD BANK, INTERNATIONAL FINANCE CORPORATION, US GOVERNMENT, GERMAN GOVERNMENT, NORWEGIAN GOVERNMENT, SWISS GOVERNMENT, CANADIAN GOVERNMENT, AUSTRALIAN GOVERNMENT.

## **2.4 PROHIBITION TO ACQUIRE CONTROL**

1. The Management Company acting in connection with the Fund or any of its Sub-Funds shall not acquire any shares carrying voting rights which would enable them to exercise significant influence over the management of an issuing body.

2. The Sub-Fund may acquire no more than:

- (a) 10 % of the non-voting shares of a single issuing body;
- (b) 10 % of the debt securities of a single issuing body;
- (c) 25 % of the shares of a single UCITS or other collective investment undertaking within the meaning of Article 4(1) of the Law; or
- (d) 10 % of the money market instruments of a single issuing body.

The limits laid down in paragraphs (b) to (d) may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue, cannot be calculated.

3. Subparagraphs 1 and 2 do not apply as regards:

- (a) Transferable securities and money market instruments issued or guaranteed by a member state or its local authorities;
- (b) Transferable securities and money market instruments issued or guaranteed by a third country;
- (c) Transferable securities and money market instruments issued by a public international body to which one or more member states belong;
- (d) Shares held by a UCITS in the capital of a company incorporated in a third country investing its assets mainly in the securities of issuing bodies having their registered offices in that country, where under the legislation of that country such a holding represents the only way in which the UCITS can invest in the securities of issuing bodies of that country. This derogation shall apply only if in its investment policy the company from the third country complies with the limits laid down in Articles 42 and 46 of the Law as well as in subparagraphs (1) and (2) hereof. Where the limits set in Articles 42 and 46 of the Law are exceeded, Article 49 shall apply mutatis mutandis;
- (e) Shares held by one or more Variable Capital Investment Companies in the capital of a subsidiary company pursuing, exclusively on its or their behalf, only the business of management, advice or marketing in the country where the subsidiary is established, in regard to the redemption of shares at shareholders' request.

## **2.5 VIOLATION OF INVESTMENT LIMITS**

1. The Sub-Fund is not required to comply with the limits laid down in the section 2.1 (Allowable Investments) and 2.2 (Investment Limits) when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.
2. While ensuring observance of the principle of risk spreading, the Sub-Fund may derogate from Articles 42 and 46 of the Law for 6 (six) months following the date that its operation license was granted.
3. If the limits referred to in subparagraphs 1 and 2 are exceeded by the Sub-Fund for reasons beyond the control of the Sub-Fund or as a result of the exercise of subscription rights, the Sub-Fund shall adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

## **2.6 INTEGRATION OF THE SUSTAINABILITY RISK WITHIN THE MEANING OF ART 6 OF SFDR**

The Management Company identifies and analyses sustainability risk (i.e. an environmental, social, or governance event or condition that, if it occurs, could potentially or actually cause a material negative impact on the value of an investment) as part of its risk management process.

The Management Company integrates financially material sustainability risks and opportunities into its research, analysis and investment decision-making processes.

The Sub-funds, however do not promote environmental or social characteristics, and do not have as objective sustainable investment (as provided by articles 8 or 9 of SFDR).

Sustainability risk means an environmental, social, or governance event or condition that, if it occurs, could potentially or actually cause a material negative impact on the value of a sub-fund's investment. Sustainability risks can either represent a risk of their own or have an impact on other risks and may contribute significantly to risks, such as market risks, operational risks, liquidity risks or counterparty risks. Sustainability risks may have an impact on long-term risk adjusted returns for investors. Assessment of sustainability risks is complex and may be based on environmental, social, or governance information and data from third parties, which may be incomplete, inaccurate or unavailable.

As a result, the Investment Manager will assess a security or issuer on a best effort basis. The Investment Manager could not be responsible for the accuracy of this data.

Consequent impacts to the occurrence of sustainability risk can be numerous and various according to a specific risk, region or asset class. Generally, when sustainability risk occurs for

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**



an asset, there will be a negative impact and potentially a total loss of its value and therefore an impact on the net asset value of the concerned sub-fund.

### **3. ASSET VALUATION PRINCIPLES, METHODOLOGIES FOR COMPUTING THE ISSUE AND REDEMPTION PRICE OF INVESTOR SHARES**

#### **3.1 VALUATION PRINCIPLES**

The assets of the Sub-Fund shall be valued using the rules outlined below:

- (a) The value of transferable securities and money market instruments listed in a regulated market shall be calculated on the basis of the closing price of stock exchange transactions in cash on the same day. In regulated markets operating outside the European Union, when the valuation on the basis of the price referred to above is not possible due to time differences, the value shall be calculated on the basis of the closing price of such regulated markets on the previous business day.
- (b) If no stock exchange transaction was made on the date of valuation, account shall be taken of the price of the previous day when the regulated market was in session and, if no stock exchange transaction was made on that day either, account shall be taken of the last bid or ask price.
- (c) If the market, in which the transferable securities and money market instruments are listed, applies the system of single price, such single price shall be taken into account for the determination of their value.
- (d) To value assets denominated in another currency, their value will be translated into the reference currency (euro) at the reference exchange rate published by the European Central Bank on the same day.
- (e) Fees and expenses paid by the Fund to third parties that are known as annual expenses (such as the cost of the Fund's audit or other fees paid to advisors), are amortized or accrued throughout the calendar year, even though they may be paid annually or quarterly. In determining the net asset value, the appropriate portion of such fees is deducted from the value of the Fund's net assets. Fees and expenses that are not subject to such amortization are expensed as soon as they are incurred and deducted from the next net asset valuation.
- (f) If any errors are discovered in the valuation, these are corrected on the next valuation occurring after the error is identified, and the previous valuations are not restated to reflect the corrected information.
- (g) The Management Company generally intends to apply this Valuation Policy to the calculation of the net asset value on each valuation date. However, as a Management Company of the Fund, it reserves the right to amend this Valuation Policy from time to time at its sole discretion. The Management Company may amend this Valuation Policy in response to new circumstances that may arise which were not contemplated when this Valuation Policy was established.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

### **3.2 NET ASSET VALUE (NAV), ISSUE/REDEMPTION/REPURCHASE PRICE**

1. The Sub-Fund's net asset value, the number of its issued investor shares, the net asset value of each investor share, the subscription and redemption or repurchase price are calculated every working day by the Management Company and are published the business day after the said calculation, on the website of the Management Company ([www.eastmedfin.com](http://www.eastmedfin.com))

2. To determine the net value of the investor shares of the Sub-Fund, the total Sub-Fund's net asset value shall be divided by the number of its existing investor shares. The determination of the Sub-Fund's net asset value is calculated in accordance with the valuation rules referred to above, after deducting its total liabilities from the total value of the Sub-Fund's assets in accordance with the Law and these Rules, and in particular the Management Company's fees and commission for managing the assets, including any performance fee specified, the fees of the depositary, trading commission, and any revenues and profits distributed to shareholders in accordance with the provisions of these Rules.

3. The subscription and redemption or repurchase price can exceed or be less, accordingly, of the investor share net asset value by the Management Company as stated in the regulation or instruments of incorporation of the Fund. The subscription and redemption fees are outlined in Section 9 of the Rules. The subscription and redemption or repurchase price of the investor shares of the Sub-Fund are determined according to Article 16(3) and Article 18(5) of the Law respectively, as in force from time to time.

## **4. SHARES, SHAREHOLDER REGISTER, ISSUE/SALE & REDEMPTION/REPURCHASE OF INVESTOR SHARES**

### **4.1 FUND INVESTOR SHARES**

The capital of the Fund is divided into investor shares having no nominal, but fluctuant value. Furthermore, the capital is equal to the value of the assets of the Fund after the deduction of its liabilities. The investor shares of the Fund are nominal and fully paid. No fractions of a share are recognized. The rights deriving from investor shares shall be exercised in accordance with the percentage of the total assets that they represent, with the exception of voting rights, which shall be exercised on the basis of one vote per share.

### **4.2 SHAREHOLDERS' REGISTER**

The investor shares of the Sub-Fund shall be entered without a serial number in the Shareholders' Register kept by the Management Company and shall be observed through entries in it. Entry in the register shall be proof of the shareholder's participation in the Sub-Fund.

Each participation of a shareholder or of co-beneficiaries is individually registered in the Shareholders' Register.

The Shareholders' Register contains:

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

- (a) the name and surname of the shareholder or in the case of a legal person, the name of the legal person;
- (b) the shareholder address or, in case of a legal person, the registered office or, in case of a foreign legal person, the seat, the address and the registration number, the address and the company register number, if such a number exists;
- (c) the identity card or passport number of the shareholder;
- (d) the number of investor shares represented by the participation;
- (e) any other piece of information which forms the minimum content for the individualization of the shareholder and its investor shares.

In the case of joint shareholders, the information concerning all joint shareholders shall be registered.

The Management Company ensures that the Depositary shall have full and continuous access to the Shareholders' Register.

### **4.3 SUBSCRIPTION FOR INVESTOR SHARES**

1. For the marketing of investor shares by the Management Company, and the acquisition by the shareholder of a Sub-Fund's investor shares, the following are necessary:

- (a) an application to subscribe for investor shares communicated to the Management Company, which may be submitted electronically;
- (b) acceptance of the Fund's instruments of incorporations;
- (c) full payment to the Depositary of the amount due for the acquisition of investor shares, within 2 (two) business days following the approval of the subscription by the Management Company, as determined on the basis of the sale price of investor shares, in cash or in transferable securities or other financial instruments, as long as the Management Company accepts the transferable securities or the other financial instruments. To compute the value of transferable securities or financial instruments, the provisions of the Valuation Principles shall apply;

2. In the event that the amount due for the acquisition of investor shares is paid to the Management Company, the Management Company shall deposit the above amount, within the following working day at the latest, to the Depositary. Subject to the implementation of the above sentence, it is prohibited to pay the amount due for the acquisition of the investor shares to a person that is part of the investor shares' marketing network, other than the Management Company or the Depositary. In any case, the transferable securities or other financial instruments shall be deposited to the Depositary of the Fund for the participation to a Sub-Fund.

3. The sale price of the investor shares is the price on the date the application to subscribe to investor shares is submitted.

4. The Management Company, shall hand over free of charge to the applicant to participate to a Sub-Fund the Key Investor Information Document of the Sub-Fund and the Rules of the

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

Fund, and if the applicant requests so, the prospectus and the latest yearly and six-monthly report of the Fund.

5. Any residual remaining amount will remain to the Fund, making part of the Sub-Fund's assets.

#### **4.4 REDEMPTION OF INVESTOR SHARES**

1. The redemption of a Sub-Fund's investor shares shall be obligatory upon request of the shareholder.

2. For the purpose of the redemption, in accordance with the provisions of subparagraph 1, the shareholder submits either a written or an electronic application to the Management Company. It shall not be permitted to submit an application for conditional redemption. The cut-off time for submitting applications to redeem investor shares is 14:30 on any working day in the Republic.

3. The Management Company shall not redeem the investor shares without examining the legal justification of the applicant shareholder. The investor shares of the Sub-Fund redeemed by the Fund itself shall be cancelled and its capital shall be decreased by the amount paid from the Sub-Fund for the redemption of the investor shares.

4. The value of the Sub-Fund's investor shares redeemed shall be paid in cash within four (4) working days from the date the application for the redemption of the investor shares is submitted.

5. The investor shares of the Sub-Fund shall be redeemed at the redemption price on the date the shareholder's application for the redemption is submitted. The redemption price shall be calculated in accordance with these Rules.

6. An application to transfer investor shares of the Fund to another UCITS managed by the Management Company is the same as an application to redeem participation in the initial Fund and acquire shares in the new UCITS.

#### **4.5 SUSPENSION OR REDEMPTION OF INVESTOR SHARES BY A DECISION OF THE MANAGEMENT COMPANY**

1. In exceptional cases, when circumstances make it necessary or in cases provided for in the Fund's Rules, and in any case it is in the shareholders' interest, it shall be permitted to suspend the redemption of investor shares for a period up to one month, by a decision of the Management Company, and a previous permission by the Commission. This suspension may be extended for another 1 (one) month at most following a new permission by the Commission, provided that there is a valid reason. Exceptionally, the Commission may, by a decision, allow the suspension of the redemption of investor shares for a period of time longer than the above time period of one (1) month, in order to safeguard the shareholders' interests and the smooth operation of the market, provided that the time period during which the redemption of investor shares is suspended shall not exceed three (3) months in total.

2. The Management Company shall submit forthwith its decision on the suspension of the redemption of investor shares for approval to the Commission, in order to receive the permission mentioned in subparagraph 1 and shall communicate the suspension of the redemption to the competent supervisory authorities of the other member states, where the investor shares of the Fund are marketed. The decision of the Commission by virtue of which the suspension of the redemption is prolonged shall be communicated in accordance with the above.

3. In the case that the conditions justifying the suspension of the redemption of investor shares cease to apply before the end of the period during which the redemption was decided to be suspended, the Management Company, shall revoke the suspension and shall inform respectively the Commission, as well as the competent supervisory authorities of the other member states, where the investor shares of the Sub-Fund are marketed.

4. The suspension of the redemption, its extension, its expiry or revocation, as well as the reasons of the suspension and its ending point of time, shall be notified without delay to the shareholders by durable means. The above announcement shall also be inserted on the website of the Management Company.

5. During the suspension of the redemption of the Sub-Fund's investor shares, it shall not be permitted to shareholders to submit applications for redemption of investor shares or to redeem investor shares. Nevertheless, the pending applications, namely the applications for redemption of investor shares submitted before the issue of the decision of the Management Company on the suspension of the redemption, shall be satisfied.

#### **4.6 SUSPENSION OR REDEMPTION OF INVESTOR SHARES BY A DECISION OF THE COMMISSION**

1. The Commission, in exceptional cases and in the shareholders' interests, by virtue of a decision and at its initiative, may suspend the redemption of the Sub-Fund's investor shares.

2. The provisions of section 4.5 (Suspension or Redemption of investor shares by decision of the Management Company) in relation to the duration of the suspension, the extension, the publication of announcements of commencement, expiry or revocation of the suspension, the information of the competent supervisory authorities and the restrictions with regard to the submission of application to redeem investor shares as well as with regard to the redemption of a Sub-Fund's investor shares shall apply mutatis mutandis in the case of the suspension or the redemption of investor shares by the Commission's decision as defined in subparagraph 1.

#### **4.7 JOINT HOLDERS OF INVESTOR SHARES**

Where there are joint holders of investor shares, the joint holders shall indicate an authorized representative, who could be any of the joint holders, to represent the joint holders, and who may request redemption of the investor shares without the consent of the other joint holders.

In order to add a new joint holder to investor shares, the written consent of the Management Company and of all the other joint holders is required. In order to remove an existing joint holder, the express, written consent of the latter is required. The information regarding the new joint holder of investor shares shall be entered into the Shareholders' Register, whereas the information regarding the joint holder who ceased to be a joint holder shall be erased.

The Certificate of Participation shall be issued in the names of all the joint holders in accordance with the provisions of the Rules concerning Certificates of Participation.

#### **4.8 TRANSFER OF INVESTOR SHARES**

1. The transfer of the Sub-Fund's investor shares is notified to the Management Company and is valid only after the said notification.
2. The Management Company shall update the Shareholders' Register with regard to the transfer, by deleting the transferred investor shares from the account of the transferor and registering them in the account of the transferee.
3. The Management Company, following the relevant application of the transferee, issues a certificate of participation in the transferee's name, in accordance with the Rules concerning Certificates of Participation.

#### **4.9 PLEDGING OF INVESTOR SHARES**

1. The investor shares of the Sub-Fund may be pledged as a guarantee of a claim.
2. With regard to the Management Company, the pledge shall be valid and provide results, from the moment of written announcement of the pledging agreement to the Management Company.
3. The pledge lender shall be satisfied when the investor shares pledged are redeemed and their value is paid to the pledge lender, until full redemption of all the pledged investor shares.
4. In the case that not all the pledged investor shares have been redeemed, the pledge lender shall reserve his right deriving from the pledge on the remaining pledged investor shares, without the issue and announcement of a new pledging agreement.

Subparagraph 2 applies mutatis mutandis in the event that pledge on investor shares of the Sub-Fund is revoked.

#### **4.10 CERTIFICATE OF PARTICIPATION**

1. The Management Company, upon the relevant request of the shareholder or the co-beneficiary, shall issue a certificate of participation to the Sub-Fund. The shareholder may also request such a certificate regarding the redemption of the Sub-Fund's investor shares.
2. The certificate of participation, the exact content of which is designated by the Management Company, according to the purpose of its issue, following the relevant



application of the shareholder, shall have only probative value with regard to the participation of the shareholder to the Sub-Fund. In case of differences between the content of the above certificate and the relevant registration to the Shareholders' Register, the latter shall prevail.

3. The Management Company, following the relevant request of the pledge lender or the shareholder, shall issue a certificate regarding the registration of the pledging of the investor shares to the Shareholders' Register.

## **5. FINANCIAL YEAR**

The financial year ends on the 31<sup>st</sup> of December. The first financial year commences from the date of incorporation of the Fund until 31 December of the corresponding calendar year

## **6. COMPUTATION AND DISTRIBUTION OF INCOME**

1. The income and the profits of the Fund shall be distributed to shareholders at the discretion of the Board of Directors of the Company, and to the extent these are not cancelled out by possible capital losses occurring by the end of the year.

2. The income of Fund referred to in subparagraph 1 above may be distributed also during the financial year, as interim dividend, by virtue of a decision of the Board of Directors.

3. When the Board of Directors is distributing profits to shareholders, all holders of investor shares on the last day of the financial year in which the profits arose shall be beneficiaries. The distribution shall be completed within 3 months from the end of the financial year. The Management Company shall publish a notice about the distribution method.

4. When profits are being paid to beneficiaries, any taxes corresponding to those amounts in accordance with the applicable legislation from time to time shall be withheld and paid to the State.

5. The rules on the taxation of income or capital gains collected by shareholders of the Sub-Fund depend on the tax laws applicable to the personal circumstances of each and every shareholder. If shareholders have any doubts about their tax status, they should seek professional advice.

6. The distribution policy mentioned in sub paragraphs 1 – 5 above is at the entire discretion of the Board of Directors of the Fund, which may not proceed with any distributions, but reinvest the entire income and profits.

## **7. AMENDMENT TO THE INSTRUMENTS OF INCORPORATION**

1. Any amendment to the instruments of incorporation of the Fund is subject to the prior permission of the Commission. The Commission, before granting the requested permission, shall examine the legality of the relevant amendment as well as whether sufficient care is taken for the protection of the interests of shareholders.

2. The amendments to the instruments of incorporation of the Fund shall be immediately communicated to the shareholders, on whom they are binding. Within three months from communication of the amendment of the said instruments of incorporation to the shareholders of the Fund, the shareholders have the right to request the redemption of their investor shares in accordance with the provisions of the said instruments of incorporation prior to their amendment.

## **8. DISSOLUTION - LIQUIDATION OF THE FUND**

1. The Fund is liquidated and dissolved:

- (a) when its operation license is revoked by the Commission;
- (b) when an event specified in its instruments of incorporation has occurred, which leads to its liquidation;
- (c) with the redemption of all of its investor shares;
- (d) with the liquidation, bankruptcy, administrative receivership or withdrawal of the operation license of the Management Company or of the Depositary, if it does not become possible to replace them, subject to the Articles 34 and 35 of the Law;

2. In the case that the share capital of the Fund reduces either to 2/3 or to 1/4 of the minimum initial capital of Article 32(2) and Article 34 (1) (a) of the Law, the Board of Directors shall convene so that it comes in session within forty (40) days starting from the date on which the share capital is reduced to the above limit and decide on the dissolution of the Fund. The general meeting, in the above case, is legally in session if at least two (2) members are physically present or represented by proxy and take the decision by the majority of the votes represented in the meeting.

3. In case that the operation license granted to the Fund is withdrawn, the Commission may file to the Court an application for liquidation as well as for the appointment of a liquidator or a temporary liquidator in compliance with the provisions of the Companies Law, Cap. 113.

4. In the case that the Fund is liquidated, apart from the stipulations of the Law, the provisions concerning the liquidation in compliance with Part V of the Companies Law shall apply accordingly, to the extent that these provisions are not in conflict with the Law. More specifically, if the Fund is liquidated the assets available for distribution among the shareholders shall be applied in the following priority:

- Firstly, in the payment to the holders of the Investor Shares of each Class a sum in the currency in which that Class is designated or in any other currency selected by the liquidator as nearly as possible equal (at a rate of exchange determined by the liquidator) to the Net Asset Value of the Shares held by such holders respectively as at the date of commencement to wind up provided that there are sufficient assets available to enable such payment to be made. In the event that, as regards any Class of Investor Shares, there are insufficient assets available to enable such payment to be made, recourse shall be had to the assets of the Company (if any) NOT comprised

within any of the other Sub-Funds and NOT to the assets comprised within any of the other Sub-Funds;

- Secondly in the payment to the holders of each Class of Investor Shares of any asset remaining in the Fund of any balance being made in proportion to the number of Investor Shares held; and
- Thirdly, in the payment to the holders of the Investor Shares of any balance then remaining and not comprised within any of the other Sub-Funds such payment being made in proportion to the value of each Sub-Fund and within each Sub-Fund to the value of each Class and in proportion to the number of Investor Shares held in each Class.

## 9. FEES & COMMISSIONS FOR THE MANAGEMENT COMPANY & THE CUSTODIAN

This section provides a description of the fees and commissions for the Management Company & the Custodian. The exact figures are provided in the Section which contains the Sub-Fund's particulars.

### 9.1 MANAGEMENT COMPANY'S FEE & COMMISSION

**1. Subscription fee:** After submitting an application to acquire investor shares in a Sub-Fund, the shareholder may be charged a subscription fee payable to the Management Company, as a percentage of the overall value of the investor shares acquired. This fee is included in the investor share purchase price and is paid upon purchase of the shares. A fee is not charged for a subscription, when profits are distributed but the distributed funds are reinvested in new investor shares issued in the same Sub-Fund for the same shareholder.

**2. Redemption fee:** When investor shares of a particular Sub-Fund are redeemed, the shareholder may be charged a redemption fee payable to the Management Company, computed on the value of the investor shares being redeemed. The fee is withheld from the proceeds of the redemption payable to the shareholder. Where investor shares in the Sub-Fund are redeemed and the proceeds re-invested in the shares of another Sub-Fund of the Fund or another UCITS managed by the same Management Company, no redemption fee is charged.

**3. Fund management fee:** The Management Company is entitled to a Management fee which may vary based on the class of Investor shares held.

The fee is calculated per annum of the average net asset value of the particular Sub-Fund for the relevant financial year. The management fee is computed on the daily value of the Sub-Fund's net assets and is paid from the Sub-Fund's assets on a monthly basis in arrears. The management fee includes fees to enable the Management Company to perform its tasks and functions, or to provide services, irrespective of whether those functions is carried out by the Management Company itself or have been outsourced to third parties.

Regarding the management fee the following are noted:

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

- (a) Commission, expenses and any taxes payable on transactions entered into on behalf of the Fund, are not related to the management fee but are payable by the Fund under the terms of the business relationship between the undertakings performing the tasks and the Fund.
- (b) Fund administration services for the Fund are not included in the management fee, when those services have been delegated to third parties.
- (c) The average daily value of the Sub-Fund's net assets includes fees and expenses paid by the Fund to third parties that are known as annual expenses (such as the cost of the Fund's audit or other fees paid to advisors). These are amortized or accrued throughout the calendar year, even though they may be paid annually or quarterly. In determining the net asset value, the appropriate portion of such fees is deducted from the daily value of the Sub-Fund's net assets. Fees and expenses that are not subject to such amortization are expensed as soon as they are incurred and deducted from the next net asset valuation.
- (d) When specific functions and activities of the Management Company which are included in the management fee are outsourced, there is no other fee or charge payable by the Fund for the functions and activities that were delegated to third parties.

## **9.2 DEPOSITARY'S FEE**

The Depositary's fee for safekeeping services is based on the average net value of the Fund's assets held by the Depositary during the relevant financial year. The Depositary's fee is computed based on the daily valuation of the net assets held by the Depositary and is paid by debiting it from the Sub-Fund's assets on a quarterly basis in arrears. This fee includes Depositary fees which may be payable to third parties, who undertake to safeguard all or part of the assets of the Fund on the basis of outsourcing arrangements.

## **10. EXPENSES OF THE FUND**

In addition to the fees and commission payable to the Management Company and the Depositary, the following expenses may be incurred by the Fund:

1. The fees of auditors who audit the Fund's Reports in accordance with the Law.
2. Expenses, taxes and commission for transactions entered into on behalf of the Fund, charged by the undertakings entering into those transactions, under the terms and conditions of the business relationship between those undertakings and the Fund. These expenses include any set-up fees payable by the undertakings entering into the transactions, to the Management Company for the Fund's transactions, which are not specifically chargeable to the Fund.
3. Any applicable charges and expenses to be paid by the Sub-Funds due to investing in the shares of UCITS or other collective undertakings. The maximum level of management fees charged by other UCIs is 2%.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

4. The cost of publications specified by the Law published on behalf of the Fund.
5. Expenses relating to the provision of information to the shareholders of the Sub-Funds required by the relevant legislation.
6. The fees for fund administration and secretariat services for the Fund, according to the delegation agreements.
7. The fees of the members of the Board of Directors of the Fund, which amount to €3,000 per annum, per non-executive director.
8. The management fees and any subscription/redemption/repurchase fees of UCITS and/or UCIs in which the Sub-Funds invests in. Where the Fund invests in shares of other UCITS or collective investment undertakings, directly managed by, or whose management has been outsourced to, the Management Company or another company linked to the Management Company by means of a common management or common control or qualifying holdings, the Management Company or other company shall not charge subscription/redemption/repurchase fees for these investments of the Sub-Funds in the shares of those other UCITS or collective investment undertakings.

## **11. COMMUNICATIONS OF THE FUND**

1. All communications of the Fund to investors shall be fair, clear and not misleading. Moreover, in the case of marketing communications to investors, these shall be clearly identifiable as such.
2. Any information or declaration included in a marketing communication comprising an invitation to purchase investor shares of the Sub-Fund, irrespective of where the investor shares are sold, shall not contradict or diminish the significance of the information contained in the Prospectus and the Key Investor Information.
3. All marketing communications shall indicate, further of the information stated in Article 43(d) and Article 56(3)(b) and (c) of the Law, where and in which language the Prospectus and Rules of the Fund and the Key Investor Information of the Sub-Fund may be obtained by investors or potential investors, in accordance with Article 62 of the Law, as well as the operation license number of the Fund.
4. All communications under the present section, as well as any document or message containing, directly or indirectly, an invitation to purchase investor shares of the Sub-Funds, including those that are provided in a website, shall clearly and in a visible point include a statement that “INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS”.
5. In all other respects, the Management Company shall comply with the provisions of Chapter 3, Subchapter 3 of the Law relating to the provision of information to investors in the Fund (Articles 55 to 66) and in particular in relation to the preparation and publication of the prospectus, the periodic reports and summarized statements of assets (Article 55), the

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

content, approval and distribution of the prospectus (Article 56), the preparation and distribution of the annual and half-yearly reports required by law (Articles 58 and 59), the publication of the information about the Fund required by Article 60 of that Law and about the cost of publication (Article 61), the Key Investor Information, the language, format, content and distribution of the Key Investor Information to them (Articles 62, 63 and 64) and the provision of information to the supervisory authorities (Article 65). The Directives which the Commission may publish in accordance with Article 66(5) of the law which set out more specific rules, which a UCITS is obliged to comply with when publishing advertising, or which clarify specific issues relating to the application of Article 66(4) of the Law, shall also apply.

## **12. CONVERSION OF INVESTOR SHARES**

Investors may convert all or part of their investor shares in the Sub-Fund, into another Class of investor shares within the same Sub-Fund, or into investor shares of other funds managed by the Company, in accordance with the provisions of the Articles of Association of the Fund, and provided that they satisfy all the requirements in relation to the class or classes of investor shares into which the existing investor shares are to be converted.

Conversion of investor shares shall be treated as a redemption request in respect of the investor shares of the Sub-Fund or class, and as an application in respect of new investor shares of a Sub-Fund or class. Subscription and redemptions fees shall not apply in the case of conversion of shares.

# **SECTION C: SUB-FUND PARTICULARS - EASTERNMED EQUITIES FUND**

## **1. GENERAL INFORMATION**

Easternmed Equities Fund is a Sub-Fund of the Fund and is governed by the provisions of the Law, as in force from time to time, and the rules prescribed herein which were approved by a decision of the Commission. Without prejudice to the provisions of the rules that expressly regulate permissible deviations under the applicable legal framework, these rules do not otherwise deviate from the provisions of the applicable legislation.

Income and profits may be distributed to holders of investor shares as described in Paragraph 6 of the Prospectus. However, the strategy of the Sub-Fund is to achieve long term capital growth, and therefore, it is the intention for the entire income and profits to be reinvested.

Investor shares are classified into Class A investor shares and Class B investor shares. The rights and obligations of the two share classes are identical, with the exemption of the

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PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**



subscription, redemption and management fee charge as outlined in Paragraph 5 below. The Minimum Holding and Minimum Initial Subscription required for each class of Investor Shares, their ISINs and the reference currency of the Sub-Fund are shown in the below table:

<b>Minimum Subscription Amount</b>	<b><u>Class A Investors:</u> Minimum initial subscription €800,000 (eight hundred thousand euros) per investor, and minimum additional subscription €500,000 (five hundred thousand euros) per investor.</b> <b><u>Class B Investors:</u> Minimum initial subscription and minimum additional subscription €5,000 (five thousand euros) per investor.</b>
<b>Reference Currency</b>	<b>EUR (Euro)</b>
<b>ISIN</b>	<b>CYF000000473 - Class A</b> <b>CYF000000481 – Class B</b>

The above minimum initial and additional subscription amounts may be reduced or increased, at the discretion of the Sub-Fund, whenever this is considered reasonable or appropriate, taking into consideration the diversification of shareholders and other factors and subject to the provisions for amendment to the instruments of incorporation

The type and main features of investor shares and in particular the type of rights each investor share represents, the information and entries which demonstrate that someone has participated in the Sub-Fund, and the characteristics of and restrictions on the transfer of investor shares, as well as the technical details and the terms and conditions under which investor shares are issued and/or redeemed and the instance where the issue or redemption of investor shares may be suspended are described in Paragraph 4 of the Prospectus (Section A).

## 2. INVESTMENT OBJECTIVES, POLICY & LIMITS

### 2.1 INVESTMENT OBJECTIVES

The Sub-Fund's mission is to preserve the shareholders' wealth and to achieve long-term capital growth subject to moderate volatility with:

1. target (unlevered) return: 3-month Euribor +5% p.a.;
2. volatility: below relevant equity markets over the investment horizon;
3. investment horizon: 10+ years;

There is no guarantee that the Sub-Fund's investment objective will be achieved.

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PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

## **2.2 INVESTMENT STRATEGY**

The Sub-Fund's investment strategy can be characterized as long-term, value-oriented and opportunistic. The Sub-Fund invests in highly liquid assets for the long term with emphasis on industries with real rather than intangible assets. While exposures and run comparisons will be monitored, there will not be at any time strict adherence to commonly used benchmarks. Economic and market risks will be closely monitored.

In "extreme" market conditions and in order to safeguard the interests of the Sub-Fund's shareholders, the Investment Manager may decide to liquidate part or the entire portfolio and invest up to 100% of the Sub-Fund's assets in cash and/or cash equivalents.

The strategy will focus on portfolio diversification and risk minimization. Risk will be assessed on individual investments as well as on a portfolio level.

The Sub-Fund may borrow on a temporary basis up to 10% of its net assets. The Sub-Fund may use financial derivative instruments for hedging purposes.

## **2.3 INVESTMENT POLICY**

The Sub-Fund invests more than 50% and up to 100% of its Net Asset Value in listed Equities.

The Sub-Fund mainly invests in large capitalization (>\$10 billion), well-established European, but also US, companies with a recognizable brand name, solid market share and reputable management. The allocation in European and US equities will vary depending on macroeconomic and financial conditions, attractiveness of each region in terms of companies' valuations, financial risks and on the general investment strategy of the Investment Manager.

The Sub-Fund may also to a limited extent be allowed to invest opportunistically in less liquid mid and small-cap equities (< \$10 billion) up to 20% of NAV. Although European (but also US) equities will be the main investments of the Sub-Fund, up to 20% of NAV may be allocated to equities of other Developed markets while not more than 20% of NAV may be allocated to Emerging Markets equities.

The Sub-Fund's direct equity investments will concentrate on (a) companies with a solid real asset base in industries such as energy, materials, utilities, industrials, etc., (b) financial companies such as banks and insurance companies and (c) healthcare. Investments in companies with high intangibles relative to their long-term assets, predominantly IT patents and brand names, will generally be avoided. Specifically, the Sub-Fund may invest up to 35% of NAV in energy, up to 30% of NAV in financials and up to 25% of NAV in each of all other equity sectors.

In order to supplement its direct equity investment activities, the Sub-Fund may further invest a portion of its assets (up to 25% of its net assets) in long-only equity funds (UCITS and Other UCIs) with Assets under Management (AuM) in excess of €500 million.

The Sub-Fund may finally invest less than 50% of its net assets in fixed income and cash (less than 50% of its net assets). Fixed income may also include investments in bond funds (e.g.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

UCITS, Other UCIs) and money market instruments, which should not exceed 10% of the Sub-fund's net assets.

The Sub-Fund's bond investments shall focus on developed market corporates as well as emerging markets bonds. Investments in Emerging Market High Yield bonds would be limited to instruments for which the Government, including state-owned entities, has an ownership stake of more than 50%.

The Sub-Fund will normally invest in low duration bonds (up to 3 years' maturities) as a means to mitigate credit and interest rate risk. Bonds will generally be deployed as an alternative to cash, preferably with a higher yield, and generally be kept until maturity. Nevertheless, the Investment Manager may also opt to invest in longer duration bonds in a high interest rate environment.

The Sub-Fund will aim to invest in bonds denominated in the Sub-Fund's base currency i.e. Euro, unless yields available are judged not to be competitive by the Investment Manager. In such case, as well as taking into consideration currency prospects, the Investment Manager may also choose to invest in non-EUR denominated bonds, but excluding Emerging Markets local currency bonds, for currency diversification and/or added yield. The Sub-Fund will not invest in ABS, MBS and convertible bonds (or contingent convertible bonds).

### **2.4 BENCHMARK INDEX**

The Sub-Fund is actively run and the returns or investments of the Sub-Fund's portfolio are not compared against a benchmark.

## **3. PROFILE OF TYPICAL INVESTOR**

The Sub-Fund is suitable for investors wishing to attain defined investment objectives and have sufficient knowledge and experience. The investor must have experience with volatile products. The Sub-Fund is suitable for investors with an investment horizon of 10 years and more.

The investor must be able to accept significant temporary losses. However, there can be no assurance that the investors will recover the assets originally invested in the Sub-Fund as the value of the Sub-Fund may either increase or decrease.

Investors in this Sub-Fund must be willing to assume a relatively high level of investment risk. The risk derives from the price volatility of the securities in which the Sub-Fund invests, especially equities and to a lesser degree bonds, as a result of changes at a macro- and micro-economic level. The portfolio is actively managed so as to minimize investment risk while also maximizing capital growth subject to moderate volatility.

The investments will concern highly liquid assets for the long term with emphasis on industries with real rather than intangible assets. While exposures will be monitored and comparisons will be conducted, the Sub-Fund will not at any time adhere strictly to commonly used benchmarks.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

## 4. RISK MANAGEMENT

Taking into account the investment strategy pursued by the Sub-Fund and since the use of derivatives is limited, the Risk Management Function of the Management Company, in accordance with the provisions of CySec Circular CI78-2012-03, computes the overall exposure of the Sub-Fund to risk by using the Commitment approach as this is described in Directive 78-2012-03.

The Commitment approach has been selected taking into account the investment strategy pursued by the Sub-Fund and the fact that the use of derivatives shall be limited, and more specifically considering that:

- (a) the Sub-Fund does not adopt a complex investment strategy;
- (b) the Sub-Fund will not be exposed to exotic derivatives;
- (c) the commitment approach fully captures the market risk of the portfolio.

Portfolio diversification and risk minimization are of paramount importance and risk shall be assessed on individual investments as well as on portfolio level. The Sub-Fund may borrow on a temporary basis up to 10% of its net assets. The Sub-Fund may use financial derivative instruments for hedging purposes.

The risks entailed by investing in the Sub-Fund are outlined below:

**Credit Risk** is the risk of an issuer of a security held within the Sub-Fund not to be able to meet its obligations to the Sub-Fund.

**Liquidity Risk** is the risk that in difficult market conditions, the Sub-Fund may not be able to sell a security for full value or at all. This could affect performance and could cause the Sub-Fund to defer or suspend redemptions of its investor shares.

**Market Risk** is the risk of a change in the value of an investment due to changes in general market factors such as interest rates, share prices, share indices, exchange rates, commodity prices and commodity indices.

**Counterparty Risk** is the risk associated with a counterparty's ability to discharge its obligations in a financial transaction, such as payment, delivery and settlement.

**Systemic Risk** is the risk arising from interdependencies among markets, which results in problems possibly appearing in one of them spreading to other markets. It involves the entire financial sector and not any individual market and appears in the form of chain reactions.

**Currency Risk** is the risk of an investment's value being affected by changes in exchange rates and affects investments in financial instruments which are traded in a different currency or in foreign exchange markets.

**Regulatory and Legal Risk** refers to the regulatory and legal framework in the country of the investment. Any change in the legal, tax or regulatory framework may have an impact on an investment.

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**INVESTMENT IN INVESTOR SHARES OF THE FUND HAS NO GUARANTEED RETURN AND  
PAST PERFORMANCE DOES NOT GUARANTEE FUTURE RETURNS**

**Interest Rate Risk** refers to the risk of a rise in interest rates that would cause the fall of bond prices.

**Operational Risk** refers to failures of service providers that could lead to disruptions of the Sub-Fund's operations or losses.

**Downgrading Risk** refers to the risk of downgrade of the credit ratio of an issuer that would increase the credit risk and may negatively affect an instrument's value.

**High-yield Bond Risk** refers to the generally greater market, credit and liquidity risk of lower rated bonds.

**Effect of substantial withdrawals** refers to the risk of investors withdrawing significant amounts from their investment with the Sub-Fund and the effect of these withdrawals to the Sub-Fund.

**Political Risk** refers to the risk of political changes or instability in a country that may affect the investments of the Sub-Fund.

**Capital Risk** is the risk that expenses of the Sub-Fund may be paid out of capital rather than out of investment income. Capital growth will be reduced and in periods of low growth capital erosion may occur.

**Management Risk** refers to the risk associated with ineffective, destructive or underperforming management which is detrimental to the interests of shareholders of the Sub-Fund.

**General economic conditions** risk refers to the risk that economic conditions change over time and the effect of those changes to the investments of the Sub-Fund.

**Developing/emerging Markets:** The risks of foreign investments typically are greater in less developed countries, sometimes referred to as developing or emerging markets.

**Geographical risk:** The Sub-Fund may from time to time invest a substantial amount of its assets in securities located in a single country or a limited number of countries. Adverse economic, political or social conditions in those countries may therefore have a significant negative impact on the Sub-Fund's investment performance.

## 5. FEES AND EXPENSES

The fees detailed in the table below shall be calculated as a percentage of the applicable Net Asset Value (except for the subscription and redemption fees that are based on the overall value of the investor shares acquired or redeemed, respectively).

Class of Investor Shares	Class A Investor Shares	Class B Investor Shares
<b>Management fee*</b>	0.15%	1.00%
<b>Subscription fee</b>	0%	Up to 1.00%
<b>Redemption fee</b>	0%	Up to 1.00%
<b>Administration fee**</b>	0.05%	0.05%
<b>Depository fee***</b>	0.05%	0.05%

\* The fee is per annum of the average net asset value of the Sub-Fund for the relevant financial year. The management fee is computed based on the daily value of the Sub-Fund's net assets and is paid from the Sub-Fund on a monthly basis in arrears.

\*\*The fee for fund administration services is at 0,05% per annum of the average net asset value of the Sub-Fund for the relevant financial year, with a floor of €12.500 and a ceiling of €50.000 per annum.

\*\*\*The Depository's fee for safekeeping services is 0.05% per annum on the average net value of the Sub-Fund's assets held by the Depository during the relevant financial year. The Depository's fee is computed based on the daily valuation of the net assets held by the Depository and is paid by debiting it from the Sub-Fund on a quarterly basis in arrears. This fee includes Depository fees which may be payable to third parties who undertake to safeguard all or part of the assets of the Sub-Fund on the basis of outsourcing arrangements.