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**CONSOLIDATED VERSION OF THE  
FUND RULES OF THE INVESTMENT FUND**

**G A M A X F U N D S**

**as at October 11, 2017**

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These Fund Rules govern the rights and obligations of the management company, the custodian, and the unit holders of Gamax Funds.

## **1. Gamax Funds**

1.1. Gamax Funds is a “fonds commun de placement” established under the laws of the Grand Duchy of Luxembourg. It is an investment fund consisting of securities, liquid assets, and other assets (hereinafter, the “Assets”) that GAMAX Management AG, (hereinafter, the “Management Company”), a limited company under Luxembourg law that is subject to the provisions of Chapter 15 of the Law of 17 December 2010 on Undertakings for Collective Investment in the respectively valid version (hereinafter the ‘Law of 2010’), manages in its own name for the common account of investors (hereinafter, “Unit Holders”).

The Management Company invests the Assets of Gamax Funds in accordance with the principle of risk diversification and separately from its own assets.

1.2. Gamax Funds is an investment fund with an umbrella structure (“Umbrella Fund”), under which any number of separate funds (hereinafter, “Funds”) can be established. This is described in the sales prospectus. Each Fund consists of Assets that, pursuant to Section 9 of these Fund Rules, are held separately from the other Assets of Gamax Funds and other Funds.

Units of Gamax Funds are issued for each specific Fund. A number of unit classes (hereinafter “Class” or “Unit Class”) each with different features, may be issued for a given Fund. This is described in the sales prospectus.

The Management Company may at its own discretion change the characteristics of a Unit Class as described in the current version of the sales prospectus of Gamax Funds.

1.3 The holders of Units in each Class invest in the Assets of Gamax Funds. Such investment pertains to the Assets held in a Fund for which the respective Units are issued.

1.4. Pursuant to Section 6 of these Fund Rules, confirmations are issued for Units.

1.5. When acquiring Units, the Unit Holder accepts these Fund Rules and their approved and published amendments. The original version of these Fund Rules was published in “Mémorial, Recueil des Sociétés et Associations”, the official gazette of the Grand Duchy of Luxembourg (hereinafter, the “Mémorial”). Amendments to these Fund Rules will be submitted to the Trade and Companies Register maintained by the District Court of Luxembourg, and the corresponding submission will be published on the electronic platform of the Luxembourg company and commercial register (‘Registre de Commerce et des Sociétés’), the ‘Recueil électronique des sociétés et associations’ (‘RESA’).

## **2. Custodian, administration centre, and register and transfer centre**

2.1 The Custodian is appointed and removed by the Management Company.

The Management Company has appointed RBC Investor Services Bank S.A. (‘RBC’) with registered headquarters at 14, Porte de France, in L-4360 Esch-sur-Alzette, Grand-Duchy of Luxembourg as the custodian and main paying agent (the ‘Custodian’) of Gamax Funds, with responsibility for

- a) Custody of the assets
- b) Monitoring obligations
- c) Monitoring cashflow and
- d) Main paying agent functions

in accordance with the legal regulations and the Depositary Bank and Principal Paying Agent Agreement of October 13, 2016, agreed between the Management Company, acting in the name of Gamax Funds, and the Custodian (the 'Depositary Bank and Principle Paying Agent Agreement').

2.2. The Custodian is responsible for holding in safekeeping the Assets of Gamax Funds and for monitoring the cash flow of Gamax Funds and other monitoring duties. The Assets may be disposed of only in conformity with the provisions of these Fund Rules, the Depositary Bank and Principal Paying Agent Agreement, the current version of the sales prospectus, and applicable statutes.

The Custodian was authorised by the Management Company to delegate its custodian obligations, in accordance with the conditions of the law of December 17, 2010 and the decree on delegation (EU) 2016/438 of the Commission (i) with regard to other assets, to agents and (ii) with regard to financial instruments, to sub-custodians, and to open accounts with these sub-custodians.

2.3. The Custodian is to act in accordance with instructions of the Management Company, provided same are in conformity with these Fund Rules, the Depositary Bank and Principal Paying Agent Agreement, the current version of the sales prospectus, and applicable statutes, and it is to exercise the functions placed on it pursuant to the Law of December 17, 2010.

2.4. On the basis of its monitoring obligations the Custodian will:

- Ensure that the sale, issue, redemption, payment and cancellation of shares in the name of the relevant fund are carried out in accordance with the legal requirements and the administration regulation of Gamax Funds;
- Ensure that the calculation of the value of the shares is carried out in accordance with the legal regulations and these contract conditions;
- Follow the instructions of the Management Company, acting in the name of Gamax Funds except if they contradict legal regulations, the sales prospectus or these contract conditions;
- Ensure that counterpart funds are transferred to the relevant fund within the usual time limit when carrying out transactions with the assets of a fund;
- Ensure that yield from a fund is used in accordance with legal regulations, the sales prospectus or these contract conditions.

The Custodian will also ensure that the cashflows are monitored in an orderly manner in accordance with the legal regulations and the Depositary Bank and Principal Paying Agent Agreement.

2.5. The Custodian and the Management Company are entitled to terminate the custodian appointment at any time in writing to the end of a month taking into account the legal contractual notice period.

The Management Company is obliged to appoint a different bank as custodian of Gamax Funds within two months after the end of the notice period with the authorisation of the responsible supervisory body. Otherwise the Management Company agrees to initiate all necessary measures to dissolve Gamax Funds. In order to protect the interests of Unit Holders, the current Custodian must continue to perform its obligations within these two months after the end of the notice period.

RBC Investor Services Bank S.A. also acts as administration centre. It will, among other things, keep the accounts of GAMAX Funds and assume responsibility for calculating the Unit value for each of the individual Funds.

Moventum S.C.A. serves as register and transfer centre. In this role, it will, among other things, maintain the register of the names of Unit Holders and process purchase, redemption, and conversion applications. Moventum S.C.A. is a partnership limited by shares under Luxembourg law and has its registered office at 12, rue Eugène Ruppert, in L-2453 Luxembourg.

### **3. The Management Company**

3.1 The Management Company manages the Assets of Gamax Funds in its own name for the common account of Unit Holders. It may at its own responsibility retain the services of one or more investment managers and/or investment advisors.

3.2. The Management Company is authorised to acquire Assets with the monies deposited by Unit Holders, to resell same, and to invest the proceeds in some other manner. In addition, it is empowered to engage in all other transactions associated with management of the Assets of Gamax Funds.

3.3. The Management Company may borrow money for the account of a Fund only within the limitations set forth in these Fund Rules.

### **4. Investment principles**

The monies entrusted to Gamax Funds are invested by the Management Company for the common account of Unit Holders in securities and other Assets permitted by statute in accordance with the principle of risk diversification. In this regard, the Management Company establishes guidelines for each Fund that govern the composition of the respective portfolio and publishes these in the sales prospectus for the respective Fund.

Securities must generally be listed on an exchange or traded on a regulated market that operates regularly and is recognised and open to the public.

In addition, each Fund may hold liquid assets.

Furthermore, each Fund may make use of options and futures. Other than for hedging purposes, each Fund may make use of such techniques and instruments only to the extent that this is permitted by the investment guidelines set forth in the respective sales prospectus.

### **5. Investment restrictions**

A Fund's investment objectives and specific investment policy are established based on the general guidelines set forth in the sales prospectus.

The following definitions are applicable:

"Third Country" means a European country not a member of the European Union, as well as any country in America, Africa, Asia, or Australia and Oceania.

"Money Market Instruments" mean those instruments that are normally dealt in on the money market, are liquid, and whose value can be precisely determined at any time.

"Regulated Market" has the meaning set forth in Directive 2004/39/EC.

"Law of 17 December 2010" means the Law of 17 December 2010 on Undertakings for Collective Investment, as amended.

"UCI" means an undertaking for collective investment.

"UCITS" means an undertaking for collective investment in transferable securities subject to Directive 2009/65/EC.

"Transferable Securities" mean:

- shares in companies and other securities equivalent to shares in companies ("Shares")
- bonds and other forms of securitised debt ("Debt Securities")
- all other negotiable securities that carry the right to acquire any such Transferable Securities by subscription or exchange, other than those techniques and instruments as are specified in Section 5.5, below.

A Fund's investment policy is subject to the following provisions and investment restrictions:

### **5.1. Investments by Gamax Funds may consist of the following Assets:**

Because of a Fund's investment policy, it is possible that some of the following investment options are not applicable to certain Funds. This is mentioned in the sales prospectus, where appropriate.

- a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
- b) Transferable Securities and Money Market Instruments dealt in on another market in a member state of the European Union that operates regularly and is recognised 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 market in a third country that operates regularly and is recognised and open to the public;
- d) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that an application will be made for admission to trading on a Regulated Market within the meaning of the provisions set forth in Section 5.1(a)-(c), above, and the admission is secured within a year of issue;
- e) units of UCITSs authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1(2)(a) and (b) of Directive 2009/65/EC established in a member state of the European Union or a Third Country, provided that
  - such other UCIs are authorised under laws that provide that they are subject to official supervision considered by the Luxembourg supervisory authority (the "CSSF") to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
  - the level of protection for unit holders in the other UCIs is equivalent to that provided for unit holders 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 this Directive 2009/65/EC;
  - the business of the other UCIs 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; and

- no more than 10% of the assets of the UCITS or of such other UCI, whose acquisition is contemplated, can, according to its fund rules or foundational documents, be invested in aggregate in units of other UCITSs or other UCIs;

f) deposits with credit institutions that 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 of the European Union or, if the credit institution has its registered office in a Third Country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

g) financial derivative instruments (i.e. in particular options, futures, and swaps), including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in points (a), (b) and (c) or financial derivative instruments dealt in over-the-counter (OTC) derivatives, provided that:

- the underlying of the derivative consists of instruments covered by Section 5.1(a)-(h), financial indices, interest rates, foreign exchange rates, or currencies;

- the counterparties to OTC derivative transactions are institutions subject to official prudential supervision and belonging to the categories approved by the CSSF; and

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the initiative of the respective Fund; and

h) Money Market Instruments other than those dealt in on a Regulated Market that do not fall under the above definition, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, provided that they are:

- issued or guaranteed by a central, regional, or local authority or central bank of a member state of the European Union, the European Central Bank, the European Union, 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;

- issued by an undertaking any securities of which are dealt in on Regulated Markets referred to in points (a), (b) or (c);

- issued or guaranteed by an establishment subject to official prudential supervision, in accordance with criteria defined by Community law, or by an establishment that is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

- issued by other bodies belonging to the categories approved by the CSSF, provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, second, or third point and provided that the issuer is a company whose capital and reserves amount to at least ten million euros (EUR 10,000,000) and that presents and publishes its annual accounts in accordance with Fourth Council Directive 78/660/EEC, is an entity that, within a group of companies that includes one or several listed companies, is dedicated to the financing of the group, or is an entity that is dedicated to the financing of securitisation vehicles that benefit from a banking liquidity line.

#### **5.1. In addition, each Fund may:**

a) invest up to 10% of its net assets in Transferable Securities or Money Market Instruments other than those referred to in Section 5.1;

- b) hold up to 10% of its net assets in ancillary liquid assets. In special cases, more than 10% thereof may be held if this appears appropriate in the interest of Unit Holders;
- c) obtain loans with short maturities up to an equivalent value of 10% of its net assets. Covering transactions in connection with the sale of options or the acquisition or sale of futures are not considered to be loans within the meaning of this investment restriction; and
- d) acquire foreign exchange in connection with a back-to-back transaction.

**5.3 Furthermore, a Fund must comply with the following investment restrictions when investing its assets:**

- a) A Fund may invest no more than 20% of its net assets in Transferable Securities or Money Market Instruments issued by the same body. A Fund may invest no more than 20% of its net assets in deposits made with the same body. The risk exposure to a counterparty of the Fund in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in Section 5.1(f). In all other cases, the limit is 5% of the net assets of the respective Fund.
- b) The total value of the Transferable Securities and the Money Market Instruments held by a Fund in the issuing bodies in each of which it invests more than 5% of its net assets may not exceed 40% of the value of its net assets. This limitation does not apply to deposits or OTC derivative transactions made with financial institutions subject to official prudential supervision.

Notwithstanding the individual limits laid down in Section 5.3(a), a Fund may not combine, where this would lead to investment of more than 20% of its net assets in a single body, any of the following:

- investments in Transferable Securities or Money Market Instruments issued by that body;
- deposits made with that body; or
- exposures arising from OTC derivative transactions undertaken with that body.

c) The limit set forth in Section 5.3(a), first sentence, may be raised to 35% if the Transferable Securities or Money Market Instruments are issued or guaranteed by a member state of the European Union, by its local authorities, by a Third Country, or by a public international body to which one or more member states of the European Union belong.

d) The limit set forth in Section 5.3(a), first sentence, may be raised to 25% where bonds are issued by a credit institution that has its registered office in a member state of the European Union and is subject by law to special public supervision designed to protect bond holders. In particular, sums deriving from the issue of those bonds must be invested in accordance with the law in assets that, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and that, 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 a Fund invests more than 5% of its net assets in the bonds referred to in the above subsection that are issued by a single issuer, the total value of these investments may not exceed 80% of the value of the net assets of the UCITS.

e) The Transferable Securities and Money Market Instruments referred to in Section 5.3(c)-(d) are not taken into account for the purpose of applying the limit of 40% referred to in Section 5.3(b).

The limits provided for in Sections 5.3(a)-(d) may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body or in deposits or derivative instruments made with this body carried out in accordance with Section 5.3(a)-(d) may not exceed in total 35% of the net assets of the respective Fund.

Companies that are included in the same group for the purposes of consolidated accounts, as defined in Directive 83/349/EEC or in accordance with recognised international accounting rules, are to be regarded as a single body for the purpose of calculating the limits contained in these points (a)-(e).

A Fund may cumulatively invest up to 20% of its net assets in Transferable Securities and Money Market Instruments within the same group.

f) Without prejudice to the limits laid down in Section 5.3(k)-(l), the limits laid down in Section 5.3(a)-(e) for investment in Shares or Debt Securities issued by the same body amount to a maximum of 20% when the aim of the Fund's investment policy is to replicate the composition of a certain index for Shares or Debt Securities that is recognised by the CSSF, on the following basis:

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

g) The limit laid down in Section 5.3(f) amounts to 35% where that proves to be justified by exceptional market conditions, in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. An investment up to that limit is permissible only for a single issuer.

**h) Without prejudice to the provisions of Section 5.3(a)-(e), a Fund may, in accordance with the principle of risk diversification, invest up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a member state of the European Union, by its local authorities, by a Third Country, or by a public international body to which one or more member states of the European Union belong, provided that (i) such securities have been issued in connection with at least six different issues and (ii) no more than 30% of the Fund's net assets are invested in securities from any single issue.**

i) A Fund may acquire units of UCITSs or other UCIs within the meaning of Section 5.1(e), provided that no more than 20% of its net assets in a single UCITS or other UCI.

When applying this investment limit, each subfund of an Umbrella Fund within the meaning of Art. 181 of the Law of 17 December 2010 is considered to be an independent issuer, provided that the principle of individual liability of each subfund applies in relation to third parties.

j) Investments made in units of UCIs other than UCITSs may not exceed, in aggregate, 30% of the net assets of the Fund.

Where a Fund has acquired units of a UCITS or other UCIs, the assets of the respective UCITS or other UCIs are not combined for the purposes of the limits laid down in Section 5.3(a)-(e).

Where a Fund invests in the units of other UCITSs or UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Fund's investment in the units of such other UCITSs or UCIs.

k) The Management Company may not acquire Shares for the entirety of all UCITSs managed by it to such an extent as to permit it to exercise substantial influence over the management of the issuer.

l) Furthermore, a Fund may acquire no more than:

- 10% of the non-voting Shares of a single issuing body;
- 10% of the Debt Securities of a single issuing body;
- 25% of the units of a single UCITS or other UCI; or
- 10% of the Money Market Instruments of a single issuing body.

The limits laid down in the second, third, and fourth points 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.

m) The provisions of Section 5.3(k)-(l) are not applicable with regard to:

- aa) Transferable Securities and Money Market Instruments issued or guaranteed by a member state of the European Union or its local authorities;
- bb) Transferable Securities and Money Market Instruments issued or guaranteed by a Third Country;
- cc) Transferable Securities and Money Market Instruments issued by a public international body to which one or more member states of the European Union belong; and
- dd) Shares of companies established under the law of a country that is not a member state of the European Union, provided (i) such company invests its assets mainly in the securities of issuing bodies having their registered offices in that country, (ii) where under the legislation of that country such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that country, and (iii) the investment policy of such company complies with the investment restrictions of Section 5.3(a)-(e) and (i)-(l).

n) No Fund may acquire either precious metals or certificates representing them.

o) No Fund may invest in real estate, although investments in Transferable Securities backed by real estate, as well as interest thereon, and investments in Transferable Securities issued by companies that invest in real estate, as well as interest thereon, are permissible.

p) No loans or guarantees encumbering a Fund's assets may be granted to third parties. The foregoing notwithstanding, a Fund may invest its net assets in Transferable Securities, Money Market Instruments, or other financial instruments within the meaning of Section 5.1(e) and (g)-(h) that are not fully paid up.

q) No uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments set forth in Section 5.1 (e) and (g)-(h) may be made.

#### **5.4. Without prejudice to provisions to the contrary set forth herein:**

- a) in exercising subscription rights associated with Transferable Securities or Money Market Instruments held in their assets, Funds are not required to comply with the investment limits set forth in Section 5.1-5.3;
- b) and notwithstanding their obligation to observe the principle of risk diversification, newly admitted Funds may deviate from the provisions set forth in Section 5.3(a)-(j) for a period of six months following their admission;
- c) if for reasons beyond the control of the corresponding Fund or due to subscription rights, these provisions are breached, a Fund must make every effort to resolve the situation as part of its sales transactions, taking into account the interests of its Unit Holders; and
- d) in the event that an issuer forms a legal entity with several subfunds, and the assets of a subfund exclusively secure the claims of investors in such subfund and those claims of creditors based on the establishment, term, or liquidation of such subfund, each subfund is to be considered an independent issuer for the purpose of applying the provisions concerning risk diversification in Section 5.3(a)-(g), (i), and (j).

The Board of Directors of the Management Company is entitled to establish additional investment restrictions to the extent that this is necessary in order to adhere to the legal and administration provisions in countries in which Units of the Fund are offered or sold.

## **5.5. Securities Financing Transactions and Total Return Swaps**

### **a) General provisions**

As of the date of these Fund Rules, the Management Company on behalf of the Funds may enter into securities lending transactions as well as total return swaps, if particularly mentioned in the sales prospectus.

Apart from securities lending transactions as well as total return swaps, the Management Company on behalf of GAMAX Funds does not make use of securities financing transactions in the meaning of article 3 (11) of Regulation (EU) 2015/2365. If at a future point in time the Management Company decides to make use of further securities financing instruments, these Fund Rules will be updated accordingly.

### **b) Securities lending transactions**

In accordance with the investment policy provisions described in section 5.3 above, the Management Company may enter into securities lending transactions for a particular Fund, if specifically mentioned in the Fund related parts of the annex of the sales prospectus. The Management Company may conclude securities lending transactions on behalf of the respective Fund within the framework of the investment principles for the purpose of efficient portfolio management. In particular, those securities lending transactions should not result in a change of the investment objective of the relevant fund or add substantial supplementary risks in comparison to the stated risk profile of such fund.

The Management Company on behalf a Fund may enter into securities lending transactions only in respect of transferable securities in the meaning of the Law of 17 December 2010 which are compliant with the investment policy and restrictions set out for the relevant Fund.

Under normal circumstances and unless otherwise stated in the Fund related parts of the annex of the sales prospectus, it is generally expected that the actual percentage of the assets held by a Fund that may be subject to securities lending transactions at any time will not exceed 60 % of such Fund's net assets. However, the Management Company does not anticipate that a Fund's exposure to securities lending will exceed 20% of the net asset value of the relevant Fund. The actual percentage depends on

different factors including but not limited to, the amount of relevant transferable securities held by such Fund and the market demand for such securities at any given time. The Management Company will ensure that the volume of the securities lending transactions of a fund is kept at an appropriate level or that it is entitled to request the return of the securities lent in a manner that enables it, at all times, to meet its redemption obligations.

Securities borrowed by a Fund may not be disposed of during the time in which they are in the possession of the Fund, unless they are sufficiently hedged by financial instruments that enable the Fund to return the borrowed securities at the end of the agreement.

A Fund may act as borrower under the following circumstances in connection with a securities transaction: (i) during a period in which the securities were sent for renewed registration; (ii) if securities were lent and not returned on time, or (iii) in order to prevent failure in processing where the Custodian does not meet its obligation to deliver.

All revenues arising from securities lending transactions, net of direct and indirect operational costs and fees, will be returned to the respective Fund. In particular, fees and costs may be paid to agents of the Management Company and other intermediaries providing services in connection with securities lending transactions as compensation for their services. Such fees may be calculated as a percentage of gross revenues earned by the Fund through the use of such techniques. In respect to securities lending revenues, the income generated by the transactions is credited for 70 % to the participating Fund and for 30 % to the securities lending agent in these transactions. The Management Company does not receive any of the securities lending revenue.

The counterparties of securities lending transactions must be regulated first class financial institutions of any legal form with a minimum credit rating of investment grade quality specialised in this type of transaction which have their registered office in one of the OECD countries. They must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed for by EU law.

The participating Funds will receive cash and/or non-cash collateral for securities lending transactions entered into which is compliant with applicable Luxembourg laws and regulations and the requirements described in chapter "Collateral and reinvestment of collateral" below.

The risk exposure to the counterparty arising from securities lending transactions and OTC financial derivative instruments must be combined when calculation the counterparty risk limits provided for in section 5.3. The counterparty risk may be disregarded provided that the value of the collateral valued at market price, taking into account appropriate haircuts, exceeds the value of the amount exposed to risk.

#### c) Total Return Swaps

In accordance with the investment policy provisions described in section 5.3 above, the Management Company may enter into total return swaps for a particular Fund, if specifically mentioned in the Fund related parts of the annex of the sales prospectus. The Management Company may conclude total return swaps on behalf of the respective Fund within the framework of the investment principles for the purpose of efficient portfolio management or for investment purposes. In particular, those total return swaps should not result in a change of the investment objective of the relevant Fund or add substantial supplementary risks in comparison to the stated risk profile of such Fund.

The Management Company on behalf a Fund may enter into total return swaps only in respect of transferable securities in the meaning of the Law of 17 December 2010 which are compliant with the investment policy and restrictions set out for the relevant Fund.

Under normal circumstances and unless otherwise stated in the Fund related part of the annex of the

sales prospectus, it is generally expected that the Management Company will not invest more than 20 % of the net assets of a Fund in total return swaps. In exceptional circumstances, such percentage may be increased up to a maximum of 100 % of the Fund's net assets.

The Fund will get 100% of the net return generated from total return swaps after deduction of costs, including in particular transaction costs and fees for collateral paid to the swap counterparty. For unfunded total return swaps, such transaction fees are typically paid under the form of an agreed interest rate, which may be either fixed or floating. For funded total return swaps, the fund will make an upfront payment of the notional amount of the total return swap, typically with no further periodic transaction costs. A partially funded total return swap combines the characteristics and cost profile of both funded and unfunded total return swaps, in the relevant proportions. Costs for collateral typically depend on the mark-to-market value of the respective instrument and on the amounts and frequency of collateral being exchanged. Information on costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Management Company, if applicable, will be available in the semi-annual and annual reports. The Management Company does not receive any of the revenues from total return swaps.

The counterparties are not related to the investment manager.

The Management Company on behalf of a Fund will only enter into total return swaps transactions through regulated first class financial institutions of any legal form with a minimum credit rating of investment grade quality specialised in this type of transaction which have their registered office in one of the OECD countries. They must be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed for by EU law.

The participating Funds may receive cash and/or non-cash collateral for total return swap transactions entered into which is compliant with applicable Luxembourg laws and regulations and the requirements described in chapter "Collateral and reinvestment of collateral" below.

If a Fund invests in total return swaps or similar derivative financial instruments, the following additional information will be provided in the relevant annex to the sales prospectus:

- aa) Information on the underlying strategy and the composition of the investment portfolio or index;
- bb) Information on the counterparties to these transactions;
- cc) (if applicable) Information on the extent to which the counterparty has been given discretion regarding the composition or the management of the fund portfolio or the underlying value of the derivative and information on whether the counterparty's approval is required for transactions that affect the relevant fund's portfolio;
- dd) (if applicable) The name of the counterparty as investment manager.

## **5.6. Derivatives**

Derivative financial instruments (such as futures, forwards or options) or swap transactions may be purchased for investment and/or hedging purposes with regard to currency, interest rate and price risks and to hedge against other risks, in consideration of Section 5.1. to 5.4. and the conditions and limits specified in the relevant annex to the sales prospectus. Furthermore, the provisions of the following Section 5.8. concerning risk management procedures must be considered.

## **5.7. Collateral and the reinvestment of collateral**

In connection with derivative OTC transactions, securities lending transactions and total return swaps, the Management Company may receive collateral as part of the strategy to reduce counterparty risk specified in this section. The following section specifies the strategy for managing collateral for the relevant funds. All assets that are received by the Management Company in connection with the derivative OTC transactions, securities lending transactions and total return swaps are to be viewed as collateral in this section.

### General Regulations

Collateral that is received by the Management Company for the respective funds may only be used to reduce the counterparty risk to which the Management Company is exposed, if these fulfil the requirements listed in the CSSF circulars, especially with regard to liquidity, valuation, quality with regard to the solvency of issuers, correlation, risk with regard to the management of collateral and enforceability. More detailed information is regulated in the applicable prospectus.

Insofar as in the applicable prospectus is not otherwise regulated, the collateral must generally be paid in one of the following ways:

- (i) Liquid funds  
Liquid funds not only include cash and bank balances with a short term, but also money market instruments in accordance with the definition of the directive in 2007/16/EC of the 19th March, 2007 for the implementation of council directive 85/611/EEC for the coordination of the laws, regulations and administrative provisions concerning certain UCITS in regard to the explanation of certain definitions. A letter of credit or debt guarantee on first request which are transferred by a first-class credit institute not affiliated with the counterparty are considered equivalent to liquid funds,
- (ii) Debenture bonds which are transferred by a member state of the OECD or its regional administrative bodies or by supranational investment at a collective, regional or international level or are guaranteed.

The collateral should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty..

Cash collateral can expose the funds to a credit risk with regards to the custodian of this collateral. If such a risk exists, the funds must consider Article 43 (1) of the law of 2010 on the level of deposit restriction.

### Scope of collateral

The Management Company will specify the necessary scope of collateral for derivative OTC transactions, securities lending transactions and total return swaps for the relevant Funds depending on the nature and the characteristics of the transactions executed, the creditworthiness and identity of the counterparties and the corresponding market conditions. The value of collateral received for derivative OTC transactions, securities lending transactions and total return swaps is described in the sales prospectus.

### Haircut strategy

Collateral received is valued on each valuation day based on existing market prices as well as appropriate haircuts specified by the Management Company for each asset type held by the Funds based on the Management Company's haircut strategy. This strategy as described in the applicable Prospectus considers several factors depending on the collateral received, such as the creditworthiness of the counterparty, maturity, currency and price volatility of the assets.

### Reinvestment of collateral

Collateral received will not be reinvested.

## **5.8. Risk management procedure**

The Management Company employs a risk management procedure for the Funds that conforms to the Law of 2010 and other applicable provisions, including CSSF circular 11/512. Using the risk management procedure, the Management Company captures and measures market risk, liquidity risk, counterparty risk, and all other risks, including operational risks which are essential to the respective Fund.

As part of its investment strategy, a Fund may invest in derivatives, provided the overall risk of the underlyings does not exceed the investment limits set forth in Section 5.3.a-e. If a Fund invests in index-based derivatives, such investments do not need to be taken into account with respect to the investment limits set forth in Section 5.3.a-e.

A derivative embedded in a Transferable Security or a Money Market Instrument must be taken into consideration with respect to compliance with the provisions of this Section 5.8.

## **6. Unit confirmations**

6.1. Unit Holders receive written confirmation of the acquired registered Units.

6.2. The name of the Unit Holder will be recorded in the Unit Holder register, which serves as proof that such Unit Holder owns his or her registered Units. Registered Units may be transferred to third parties by giving instructions to the register and transfer centre.

## **7. Issue and redemption of Units**

7.1. The number of issued Units is generally unlimited. Units are issued at the issue price, which corresponds to the net asset value per Unit for the respective Class, plus an issue premium and any stamp or other duties imposed by country of sale. The issue premium may not exceed 8.5% of the net asset value and is paid to the individuals who are entrusted with selling the Units. The issue price must be paid by the deadline stipulated in the sales prospectus. Once the issue price is received by the Custodian, the corresponding number of Units is promptly transferred by the Custodian on behalf of the Management Company through issuance of Unit confirmations. However, the Management Company reserves the right to suspend the issue of Units either temporarily or permanently. In such cases, payments already made will be promptly reimbursed.

Units in the Funds may be neither acquired by nor sold to US persons.

US persons are natural or legal persons who, regardless of their source of income, (i) are US citizens, (ii) maintains their residence in the USA, (iii) any joint-stock company, partnership or corporation that is organised in or in accordance with the laws of the United States of America, or any goods or trusts that are subject to the Federal Income Tax Acts of the United States of America, (iv) hold a green card, or (v) have spent several days at a time in the USA in the past three years and thus meets the so-called substantial presence test. In particular, this includes all citizens of the United States of America that fall within the scope of application of the "Foreign Account Tax Compliance provisions of the U.S. hiring incentives to Restore Employment Act enacted in March 2010" ("FATCA").

Due to the entry into force of the Foreign Account Tax Compliance Act on 1 January 2013, unit holders and parties interested in acquiring units must state that they are not US persons and that they will not acquire units in GAMAX FUNDS or one of the funds on behalf of US persons or sell same to US persons, and that they do not fall within the purview of the Foreign Account Tax Compliance Act.

Further details on the issue of Units of Gamax funds are contained in the sales prospectus.

7.2. Unit Holders may at any time request redemption of their Units by submitting a request to the Management Company, the register and transfer centre, the sales offices, or the payment centres. The request must conform to the minimum amount stipulated by the Management Company and described in the sales prospectus. The Management Company is obligated to redeem the Units at the current redemption price per Unit for the respective Class for the account of the respective Fund on the days stipulated by the Management Company in the sales prospectus and at least twice each month. The redemption price is paid by the deadline set forth in the sales prospectus in the currency stipulated by the Management Company for the respective Unit Class. For requests for redemption of larger numbers of Units, the Management Company reserves the right, following prior consent by the Custodian, to redeem the Units at the current redemption price only after it has promptly sold the corresponding Assets, while at the same time safeguarding the interests of all Unit Holders.

Further details on the redemption of Units of Gamax Funds are contained in the sales prospectus.

7.3. The Management Company may specify restrictions that it considers necessary in order to ensure that the purchase or ownership of units by a unit holder does not infringe upon legal or official requirements.

Furthermore, the Management Company may impose restrictions on unit holders which, in their opinion, purchase or own units which could involve a tax obligation for the fund or which could expose the fund to another disadvantage which would not otherwise have been the case. In particular, the Management Company may prohibit the purchase or ownership of units (i) by US persons (as defined in Section 7.1.), (ii) by persons which do not provide information requested by the Management Company or authorised representatives, required in conformity with the FATCA regulations and other US legal provisions, to the Management Company or their authorised representatives, or (iii) by any person that may expose the fund to financial or other risks and disadvantages. The Management Company is authorised to repurchase units that are held by the aforementioned unit holders, including against their will, at the applicable net asset value.

7.4. The Custodian is obligated to make payment only where bank transfer of the redemption price is not prevented by statutory provisions, e.g. foreign currency rules, or other circumstances not attributable to the Custodian.

## **8. Joint management of Assets**

To the extent permitted by the investment guidelines of the Funds and deemed expedient with regard to the respective investment area, the Board of Directors is entitled to jointly manage the Assets of certain Funds for the purposes of more efficient fund management. The corresponding Assets are hereinafter referred to as an "Asset Pool", irrespective of the fact that joint management solely serves internal administrative purposes. Such Asset Pools do not constitute separate investment funds and are not directly accessible to investors. Each of the Funds whose Assets are managed jointly is allocated the Assets to which it is entitled.

Where the Assets of various Funds are managed jointly, the Assets originally to be attributed to the various Funds are to be determined in the Asset Pool pursuant to the original valuation of the Assets. The share of each Fund in the respective Asset Pool changes in accordance with subsequent contributions to or distributions from such Fund.

The pro-rata entitlement of each Fund to the jointly managed Assets is based on all investment objects in the respective Asset Pool.

## 9. Issue and redemption price

9.1 In calculating the issue and redemption price for Units, the Custodian determines the value of the Assets to be attributed to each Fund and each Unit Class, less the obligations to be attributed to it, at the time and in the currency stipulated in the current sales prospectus, and it divides this amount by the number of Units of this Class that are in circulation ("Net Asset Value Per Unit"). The total net asset value of Gamax Funds is calculated in euros.

9.2. The Assets and the liabilities are divided as follows:

- a) The issue price collected upon issue of Units of a certain Fund are credited to the respective Fund in the books of Gamax Funds. The Fund's Assets and liabilities, as well as income and expenses relating to a Fund, are attributed to it in conformity with the following provisions;
- b) Assets that are acquired as a result of a different Asset already contained in the Fund are credited to such Fund. Each time an investment is revalued, the appreciation or diminution in value is credited or charged to the respective Fund;
- c) If in connection with an Asset in a Fund, Gamax Funds assumes any type of obligation, such obligation is attributed to the relevant Fund;
- d) If an Asset or a liability cannot be attributed to a specific Fund, such Asset or liability will be allocated to all Funds in proportion to the various net asset values in the individual Funds;
- e) If a distribution is made to holders of Units in a certain Class, or if costs are paid for holders of Units in a certain Class or a reserve is created for such costs, such Class's share of the total net asset value is reduced by the amount of such distribution or costs;
- f) If several Unit Classes are issued for a Fund, each Unit Class's share of the net assets of such Fund is determined by taking into account issues, redemptions, conversions, and distributions, as well as the costs to be borne by the individual Unit Classes.

Each Fund is liable only for those obligations that are to be attributed to such Fund.

9.3. The net Fund assets are calculated according to the following principles:

- a) The value of cash on hand and bank balances, certificates of deposit and outstanding receivables, prepaid expenses, cash dividends, and declared or accrued interest not yet received is equivalent to the respective full amount, unless it is unlikely that same can be paid or received in full, in which case the value is determined by including a reasonable discount in order to obtain the actual value.
- b) The value of Assets that are listed or traded on an exchange is determined based on the closing price on the banking day preceding the relevant valuation date. In this regard, the closing price on the exchange that is normally the main market for this security is used in making the calculation. If a security or other Asset is listed on several exchanges, the relevant closing price is the one on the exchange or the Regulated Market that is the main market for such Asset.
- c) The value of Assets that are traded on another Regulated Market is determined based on the closing price on the banking day preceding the relevant valuation date.
- d) To the extent that an Asset is not listed or traded on an exchange or another Regulated Market, or to the extent that the prices of Assets, which are listed or traded on an exchange or on another

market as previously mentioned, do not adequately reflect the actual market value of the corresponding asset according to the regulations in (c) or (d), the value of such assets will be calculated on the basis of the reasonably foreseeable sales price after a cautious estimation.

- e) The liquidation value of futures, forwards, and options that are not traded on exchanges or other organised markets is equivalent to the respective net liquidation value as is, pursuant to the guidelines of the Board of Directors, determined on a basis applied consistently for all various types of agreements. The liquidation value of futures, forwards, and options that are traded on exchanges or other organised markets is calculated on the basis of the most recently available settlement price for such agreements on exchanges or organised markets on which such futures, forward, and options are traded by the Fund. If a future, forward, or option cannot be liquidated on the day on which the net asset value is set, the valuation basis for any such agreement will be stipulated by the Board of Directors in an appropriate and reasonable manner. Swaps are valued at their specific market value, taking into account applicable interest trends.
- f) The value of Money Market Instruments that are not listed on an exchange or traded on another Regulated Market and have a remaining maturity of less than 12 months and more than 90 days is equivalent to the respective nominal value, plus interest accrued thereon. Money Market Instruments with a remaining maturity of not more than 90 days are determined on the basis of amortisation costs, whereby some correspond to the approximate market value.
- g) All other securities and other Assets are valued at their appropriate market value, which is to be established in good faith and in accordance with the procedure to be issued by the Management Company.

The value of all Assets and liabilities not denominated in the Fund's currency is converted into such currency at the most recent exchange rates available to the Custodian. If such rates are not available, the exchange rate is established in good faith and in accordance with the procedure issued by the Board of Directors.

The Management Company may at its own discretion permit other valuation methods if it considers same to be expedient in the interest of appropriate valuation of an Asset of the Fund.

If the Management Company believes that the Unit value determined on a certain valuation date does not reflect the actual value of the Fund's Units, or if there has been considerable movement on the relevant exchanges and/or markets since determination of the Unit value, the Management Company may resolve to update the Unit value on the same day. Under such circumstances, all applications for subscription and redemption received for such valuation date will be processed on the basis of the Unit value that was updated in accordance with the principle of good faith.

9.4. When the issue price is set, the issue premium may be added to the Net Asset Value Per Unit in order to cover issue costs. If stamp or other duties are imposed in a country in which Units are issued, the issue price is raised accordingly.

9.5. The redemption price is the Net Asset Value Per Unit for each Unit Class. The Custodian pays same without any further charge, other than for Unit Classes where the issue price of Units does not contain any issue premium. In such case, a corresponding charge payable to the Management Company and/or third parties may be deducted from the net asset value.

9.6. Subscription and redemption applications received by the Management Company or the register and transfer centre not later than the date stipulated in the sales prospectus are processed at the issue or redemption price on the valuation date following the next valuation date. 9.6. Subscription and redemption applications received after the date stipulated in the sales prospectus are processed at the issue or redemption price on the valuation date that follows the valuation date following the next valuation date.

9.7. Under extraordinary circumstances, additional evaluations may be performed in the course of a given day, and same will be dispositive for purchase or redemption applications received thereafter.

## **10. Conversion of Units**

Unit Holders may convert Units into Units of another Fund within the scope indicated in the sales prospectus. Such conversion takes place on the basis of the most recently calculated net asset values, and in some cases, a commission of not more than 1% of the converted Units is charged and paid to the Management Company. Further details, including the deadlines to be complied with, are contained in the sales prospectus.

## **11. Suspension**

11.1. Calculation of the net asset value, as well as issue, redemption, and conversion of Units of any Class, may be temporarily suspended by the Management Company, if and for as long as:

- an exchange on which a substantial portion of the securities of Gamax Funds are traded is closed (other than on weekends and customary holidays) or where trading is restricted or suspended;
- the Management Company is unable to make dispositions involving the Assets;
- countervalues for purchases and sales are unable to be transferred;
- it is impossible to make a proper determination of the net asset value.

11.2. Notice of suspension and resumption of the calculation of the net asset value will be given promptly to those Unit Holders who have applied for redemption or conversion of their Units. If the determination of a Fund's net asset value is suspended, this has no effect on Units of other Funds where these circumstances do not exist for such other Funds.

## **12. Costs**

12.1. In exchange for managing Gamax Funds, the Management Company is paid a fixed fee from the assets of each Fund of not more than 1.5% p.a. of the net asset value, as well as a performance fee. In addition, the Management Company is paid a servicing fee of 0.3% p.a. Other than the performance fee, such fees are calculated daily and paid monthly in arrears.

Each portfolio manager is paid by the Management Company or the investment manager (who is reimbursed for same by the Management Company from its own fees), and the individual Fund assets are not charged for such payments. A portfolio manager is not reimbursed from the individual Fund assets for disbursements or expenses.

12.2. The investment manager is paid a fee from the assets of each Fund of 0.02% p.a. of the relevant net subfund assets (plus any applicable VAT). Such fee is calculated daily and paid monthly in arrears.

12.3. The cash manager is paid a fee from the assets of each Fund of 0.01% p.a. of the relevant net subfund assets (plus any applicable VAT). Such fee is calculated daily and paid monthly in arrears.

12.4. In exchange for services rendered, the register and transfer centre is paid a fee of not more than 0.35% p.a. of the net assets of each Fund.

12.5. The payment of the Custodian and administrative centre ('Service Fee') can be up to 0.5% p.a. of the net assets of the relevant Fund with a minimum fee of EUR 31,000 p.a. on a Fund level and EUR 93,000 p.a. at the GAMAX FUNDS level. This Service Fee is payable monthly and does not include any transaction fees or fees from sub-custodians or similar service providers. Any cash payments or project costs of the Custodian incurred relevant to GAMAX FUNDS and that are not included in this Service Fee can be paid or refunded to the Custodian and administrative centre from the assets of the relevant Fund. The actual amount paid from the GAMAX FUNDS assets to the Custodian and administrative centre will be listed in the annual report of GAMAX FUNDS.

12.6. If an issue premium cannot be assessed for a Unit Class, a sales fee of not more than 1% p.a. of the net assets of each Fund may be charged for these Unit Classes and paid to the Management Company and/or a third party, provided this is envisioned under the current sales prospectus.

12.7. In addition to the costs incurred in connection with the acquisition and sale of Assets of the Funds, the following costs and disbursements may be charged to each Fund's assets:

- a) Costs for accounting and auditing;
- b) Costs for legal advice;
- c) Fees, costs, and reasonable expenses for each placing agent, structuring agent, payment centre, correspondent bank, and other sales office;
- d) Fees for banks, brokers, and company financing, including interest for loans, index calculation, performance attribution, and risk control, as well as fees and costs for comparable services;
- e) taxes and duties imposed by any fiscal authority;
- f) costs and disbursements incurred in connection with being listed on an exchange and meeting its requirements;
- g) custodian and transfer fees;
- h) insurance costs;
- i) all other costs and disbursements, including the costs for the issue and redemption of Units;
- j) costs for the preparation, translation, printing, and submission of these Fund Rules and all other documents in connection with Gamax Funds or the relevant Fund in any language, including documentation to be submitted, sales prospectuses, documentation for exchange listing, informational material, annual, half-yearly, and extraordinary reports, confirmations for subscription to Units, and notices to Units Holders for all authorities having competence over the Fund or one of the Funds or over the marketing of the respective Fund (including local associations of securities brokers), as well as the costs for sending one of the aforementioned documents to Unit Holders;
- k) costs for advertising in connection with the sale of Units in the Fund or Funds;
- l) publication costs for notices in newspapers in each relevant legal system;
- m) all costs in connection with the restructuring of the Fund and/or its Funds;

- n) all costs and disbursements incurred in connection with a Fund's securities lending transactions, including (i) all management and operating costs and disbursements of the Management Company or the Custodian and (ii) all fees, costs, and disbursements to be paid to any lending agent, broker, dealer, third-party manager, or other agent for its services in this connection. After deduction of these amounts, earnings from the investment of cash guarantees and other earnings from securities lending transactions in this sense are allocated between the relevant Fund, the Management Company, and the lending agent (plus any applicable VAT). Such allocation will be stipulated in writing from time to time;
- o) if the Management Company or a third-party manager negotiates the reimbursement of a portion of the fees that are charged by brokers or dealers in connection with the acquisition and/or sale of a Fund's securities ("Fee Reimbursement"), such Fee Reimbursement is paid to the relevant Fund, and the Management Company or the relevant third-party manager is entitled to reimbursement from the relevant Fund for its reasonable and properly documented fees, costs, and disbursements that were incurred directly in connection with the negotiation of a Fee Reimbursement and the monitoring of programmes for the purposes of achieving a higher standard in exercising the mandate, supplemental services, and investment research. The amount of such reimbursement may in no event exceed 50% of the amount of the Fee Reimbursement. Accordingly, it is conceivable that the Management Company or the relevant third-party manager is not entitled to reimbursement of all or a portion of fees, costs, and disbursements incurred by it in connection with the Fee Reimbursement;
- p) all properly documented remuneration and reasonable fees, costs, and disbursements of a third-party manager in connection with the carrying out of index calculation, performance attribution, risk control, performance measuring, risk analysis, research, and similar services for a Fund (the remuneration and reasonable fees, costs, and disbursements set forth in this Section 12.7(p) may not exceed 0.045% p.a. of the net assets of the relevant Fund),

plus any applicable value-added tax.

The audited financial statements of Gamax Funds contain all information about all incurred costs.

### **13. Distributions**

At the end of each fiscal year, the Management Company sets the amount of the annual distribution for each Fund, as well as the distribution date applicable to the Fund. In addition, the Management Company may resolve to make interim distributions. Distributions may be different for each Fund, and the guidelines established for them are published in the prospectus. Distributions may be made only to the extent that they do not result in the net asset value of Gamax Funds falling below the minimum amount prescribed by statute. Such minimum amount is currently the countervalue of EUR 1,250,000.00 (One Million Two Hundred Fifty Thousand Euros).

Claims involving distributions are prescribed five years after same become due. The corresponding Assets revert to the respective Fund.

Distributions are made by bank transfer or bank cheque.

The payment centres are listed in the prospectus.

### **14. Fiscal year, reports, auditing**

14.1. The fiscal year for Gamax Funds is the calendar year.

14.2. Annual and half-yearly reports are available from the Management Company, the Custodian, and each payment centre.

14.3. Gamax Funds and its accounts are audited by an independent auditing firm that is appointed by the Management Company.

## **15. Term and dissolution**

15.1. Gamax Funds and its Funds have been established for an unlimited duration. However, Gamax Funds and the individual Funds may be dissolved at any time by resolution of the Management Company.

15.2. If Gamax Funds or a Fund is dissolved, this must be published in the Mémorial and also in daily newspapers. For this purpose, the Management Company will select, in addition to a daily newspaper in Luxembourg, one daily newspaper in each of the countries in which Units have been approved for public sale. Issue, redemption, and conversion of Units will cease on the date of adoption of the resolution on dissolution of Gamax Funds or the individual Funds. The Assets will be sold, and at the instruction of the Management Company or, where appropriate, the liquidators appointed by it or by the Custodian in conjunction with the supervisory authority, the Custodian will distribute the liquidation proceeds to Unit Holders in proportion to their claims, less liquidation costs and fees.

15.3. Liquidation proceeds that have not been claimed by Unit Holders following conclusion of the liquidation process will be deposited with the Caisse des Consignations in Luxembourg for the account of the entitled Unit Holders. Such amounts will be forfeited unless they are claimed by the statutory deadline.

## **16. Consolidation**

Subject to compliance with the provisions of the Law of 17 December 2010, the Management Company may resolve to consolidate Gamax Funds or one of the Funds pursuant to Art. 1, no. 20 of the Law of 17 December 2010, whereby Gamax Funds or the relevant Fund may participate either as the merging or the receiving UCITS.

### **6.13.1 Consolidation of Gamax Funds**

The Management Company may resolve to consolidate Gamax Funds, either as the receiving or the merging UCITS, with

- another UCITS in Luxembourg or abroad (the “New UCITS”) or
- a subfund of such UCITS in Luxembourg or abroad

and, where appropriate, rename the Units of Gamax Funds as units of the New UCITS or its respective subfund.

### **6.13.2 Consolidation of one of the Funds**

The Management Company may resolve to consolidate a Fund, either as the receiving or the merging UCITS, with

- another existing fund or another subfund of a New UCITS (the “New Subfund”) or
- a New UCITS

and, where appropriate, rename the Units of the relevant Fund as units of the New UCITS or the New Subfund.

In the event of a consolidation of Gamax Funds or one of the Funds, the Management Company will notify Unit Holders of its intention to consolidate by making an announcement pursuant to Art. 72, para. 2, of the Law of 17 December 2010 at least 30 days prior to the date of calculation of the conversion ratio. Pursuant to the provisions of the Law of 17 December 2010, Unit Holders will then have the right for 30 days to redeem their Units in the merging UCITS at the relevant redemption price without additional costs (apart from any disinvestment costs) or, where desired, to convert them into units of another UCITS with a similar investment policy that is managed by the Management Company or by any other company with which the Management Company is linked by common management or control or by a substantial direct or indirect holding. Such right vests on the date on which the Unit Holders of the merging and the receiving UCITSs are informed about the planned consolidation, and it expires five banking days prior to the date of calculation of the conversion ratio.

Costs incurred in connection with a consolidation are not borne by Gamax Funds, the merging or receiving UCITS, or the respective unit holders.

## **17. Amendment of Fund Rules**

17.1. These Fund Rules may be amended by the Management Company with the consent of the Custodian.

17.2. They will be published in the 'Recueil électronique des sociétés et associations' and enter into effect on the date they are signed, unless provided otherwise.

## **18. Place of performance, place of jurisdiction, language**

18.1 Place of performance is the registered office of the Management Company.

18.2 These Fund Rules are subject to the law of Luxembourg. Legal disputes between or among Unit Holders, the Management Company, and the Custodian are subject to the jurisdiction of the competent court in the Grand Duchy of Luxembourg. The Management Company and the Custodian are entitled to submit themselves and Gamax Funds to the law and jurisdiction of other countries in which Units are sold, should investors domiciled there assert claims against the Management Company or the Custodian with respect to the subscription and redemption of Units.

18.3. The German version of these Fund Rules is controlling. The Management Company and the Custodian may declare themselves and Gamax Funds to be bound by translations of these Fund Rules into the languages of countries in which Units have been approved for public sale.

## **19. Prescription period**

Claims of Unit Holders against the Management Company, the register and transfer centre, or the Custodian are prescribed five years after the claim arose.

Consolidated version of these Fund Rules as at October 11, 2017