

Twenty First Capital Luxembourg SICAV

Société d'Investissement à Capital Variable

Prospectus

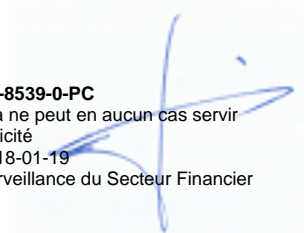
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L'apposition du visa ne peut en aucun cas servir
d'argument de publicité

Luxembourg, le 2018-01-19

Commission de Surveillance du Secteur Financier



The Company is registered under part I of the Law of 2010. The Company qualifies as a UCITS. The Company is managed by Twenty First Capital on the basis of freedom of services pursuant to chapter 15 of the Law of 2010.

The Shares (as such term is defined below) have not been registered under the United States Securities Act of 1933 and may not be offered directly or indirectly in the United States of America (including its territories and possessions) to nationals or residents thereof or to persons normally resident therein, or to any partnership or persons connected thereto unless pursuant to any applicable statute, rule or interpretation available under United States law.

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Any information or representation given or made by any person which is not contained herein or in any other document which may be available for inspection by the public should be regarded as unauthorised and should accordingly not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares in the Company shall under any circumstances constitute a representation that the information given in this Prospectus is correct as at any time subsequent to the date of this Prospectus.

All references herein to times and hours are to Luxembourg local time.

Shareholders are informed that their personal data or information given in the subscription documents or otherwise in connection with an application to subscribe for Shares, as well as details of their shareholding, will be stored in digital form and processed in compliance with the provisions of the Luxembourg law of 2 August 2002 on data protection, as amended. Confidential information concerning the investors will not be divulged unless required to do so by law or regulation. Investors agree that personal details contained in the application form and arising from the business relationship with the Company may be stored, modified or used in any other way, in compliance with the provisions of the Luxembourg law of 2 August 2002 on data protection, as amended, on behalf of the Company for the purpose of administering and developing the business relationship with the investor. To this end, investors accept that data may be transmitted to the Management Company, financial advisers working with the Company, as well as to other companies being appointed to support the business relationship.

In accordance with the provisions of Luxembourg law of 2 August 2002 on data protection, investors are entitled to request information about their personal data at any time as well as to request their correction.

This Prospectus contains forward-looking statements, which provide current expectations or forecasts of future events. Words such as “may”, “expects”, “future” and “intends”, and similar expressions, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements include statements about the Company’s plans, objectives, expectations and intentions and other statements that are not historical facts. Forward-looking statements are subject to known and unknown risks and uncertainties and inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Prospective Shareholders should not unduly rely on these forward-looking statements, which apply only as of the date of this Prospectus.

DIRECTORY

Twenty First Capital Luxembourg SICAV

5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

Board of Directors of the Company

Stanislas Bernard, founder and CEO of Twenty First Capital

Peter Drost, Managing Director at Artha Finance S.A.

Bertrand Gibeau, independent Director

Vanessa Bernard-Nelidow, Representative of Twenty First Capital Luxembourg Branch

Jean-Edouard Mazery, Managing Director of Twenty First Capital

Management Company

Twenty First Capital, 53, Quai d'Orsay, F – 75007 Paris, France

Management Board of the Management Company

Stanislas Bernard, Founder and CEO of Twenty First Capital

Jean-Edouard Mazery, General Manager of Twenty First Capital

Supervisory Board of the Management Company

Henri Danguy des Déserts, Chairman of the Supervisory Board

Christine Leroy, Chairman of Capital Managers & Associés

Eric Pichet, Professeur d'économie et de finance, independent director

Hervé Touchais, Development Director of La Compagnie Benjamin de Rothschild SA - Genève

Provestis, represented by Daniel Bernard

LBO France Gestion, represented by Pascal Oddo

Philippe Manet, companies' director

Investment Manager

For Twenty First Capital Luxembourg SICAV - Q Capital Managed Futures Fund: Q Capital Management Limited, 65 Queen Street West Suite 530, Toronto, Ontario, M5H 2M5, Canada

Depositary

CACEIS Bank, Luxembourg Branch, 5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

Administration Agent

CACEIS Bank, Luxembourg Branch, 5, Allée Scheffer, L-2520 Luxembourg, Grand Duchy of Luxembourg

Principal Placement Agent

Twenty First Capital, 53, Quai d'Orsay, F – 75007, France

Auditors

Ernst & Young, 7, rue Gabriel Lippmann, Parc d'Activité Syrdall 2, L-5365 Munsbach, Grand Duchy of Luxembourg

Legal Advisors

Dechert (Luxembourg) LLP, 1, Allée Scheffer, B.P. 709, L-2017 Luxembourg, Grand Duchy of Luxembourg

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1. DEFINITIONS

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

<i>Administration Agent</i>	CACEIS Bank, Luxembourg Branch
<i>Administration Cooperation Directive</i>	Council Directive 2014/107/EU of 9 December 2014 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation
<i>Articles</i>	the articles of association of the Company, as amended from time to time
<i>AML Regulations</i>	the Luxembourg law of 27 October 2010 relating to the fight against money-laundering and the financing of terrorism, the law of 19 February 1973 on the sale of medicinal substances and the fight against drug addiction (as amended), the law of 12 November 2004 on the fight against money laundering and terrorist financing (as amended), and associated Grand Ducal, Ministerial and CSSF Regulations and the circulars of the CSSF applicable (especially CSSF Regulation N° 12-02 and CSSF Circular 13/556) as amended, supplemented or replaced from time to time
<i>Appendix</i>	an appendix to this Prospectus
<i>Board of Directors</i>	the board of directors of the Company
<i>Business Day</i>	a full business day on which banks and Eligible Markets are opened in Luxembourg and in France. For the avoidance of doubt, half-closed bank business days in Luxembourg are considered as being closed for business
<i>Calculation Day</i>	a Business Day on which the net asset value per Share is calculated as detailed in the relevant Appendix. The Board of Directors may in its absolute discretion amend the Calculation Day for some or all of the Compartments. In such case the Shareholders of the relevant Compartment will be duly informed and the Appendix will be updated accordingly
<i>CFD</i>	contract for differences
<i>Class</i>	within each Compartment, a separate class of Shares with a specific sales or redemption fee structure, fee structure, minimum investment amount, taxation, dividend policy or other feature may be applied
<i>Company</i>	Twenty First Capital Luxembourg SICAV
<i>Compartments</i>	a specific portfolio of assets and liabilities within the Company having its own net asset value and represented by a separate Class or Classes, which are distinguished mainly by their specific investment policy and objective and/or by the currency in which they are denominated. The specifications of each Compartment are described in the relevant Appendix to this Prospectus.

CRS	Common Reporting Standard
CSSF	the <i>Commission de Surveillance du Secteur Financier</i> , the Luxembourg authority supervising the financial sector
CSSF Circular 08/356	CSSF Circular 08/356 on the rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments, as amended
CSSF Circular 11/512	CSSF Circular 11/512 on - Presentation of the main regulatory changes in risk management following the publication of CSSF Regulation 10-4 and ESMA clarifications; - Further clarifications from the CSSF on risk management rules; - Definition of the content and format of the risk management process to be communicated to the CSSF
CSSF Circular 14/592	CSSF Circular 14/592 on Guidelines of the European Securities and Markets Authority (ESMA) on ETFs and other UCITS issues
Cut-off Time	a deadline (as further specified in the Appendices) before which applications for subscription, redemption, or conversion of Shares of any Class in any Compartment must be received by the Administration Agent in relation to a Calculation Day. For the avoidance of doubt, cut-off times are stated in the Luxembourg time zone (UTC + 1)
Depository	CACEIS Bank, Luxembourg Branch
Depository Agreement	the agreement between the Company and the Depository pursuant to which the Depository was appointed with as the depository of the Company, as the same may be amended from time to time
Domiciliary Services Agreement	the agreement between the Company and the Administration Agent pursuant to which the Administration Agent was appointed with as the domiciliary agent of the Company, as the same may be amended from time to time
Eligible Market	a Regulated Market in an Eligible State
Eligible State	any Member State or any other state in (Eastern and Western) Europe, Asia, Africa, Australia, North and South America and Oceania, as determined by the Board of Directors
EUR	the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957) as the same may be amended from time to time
EU Savings Directive	Council Directive 2003/48/EC on the taxation of savings income, as amended.
FATCA	the U.S. Foreign Account Tax Compliance Act
FATCA Rules	the Intergovernmental Agreement (IGA) entered into between the Luxembourg and US Governments on 28 March 2014, the

	Luxembourg law of 24 July 2015 transposing the IGA, as well as to the extent relevant, provisions of FATCA
FATF	Financial Action Task Force (also referred to as <i>Groupe d'Action Financière</i>)
Feeder Compartment	a Compartment which investment policy consists in investing at least 85 % of its assets in units/shares in a Master Fund according to article 77 of the Law of 2010, by way of derogation from Article 2(2) first indent, Articles 41, 43 and 46, and Article 48(2) third indent of the Law of 2010, as further described in the relevant Appendix
Fund Management Agreement	the agreement between the Company and the Management Company pursuant to which the Management Company was appointed with as the management company of the Company, as the same may be amended from time to time
Grand-Ducal Regulation of 8 February 2008	the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Law of 2010
Investment Manager	the investment manager appointed by the Management Company (as the case may be) for a specific Compartment as further detailed in the Appendix
KIID	the key investor information document as defined by the Law of 2010 and applicable laws and regulations
Law of 2005	the Luxembourg law of 21 June 2005 implementing the EU Savings Directive in national legislation in Luxembourg, as amended
Law of 2010	the law of 17 December 2010 concerning undertakings for collective investment, as amended
Management Company	Twenty First Capital
Master Fund	a UCITS, or a compartment thereof or a Compartment, as further described in the relevant Appendix into which a Feeder Compartment invests at least 85 % of its assets and which: <ul style="list-style-type: none"> (a) has among its unit-holders, at least one feeder UCITS; (b) is not itself a feeder UCITS; and (c) does not hold units of a feeder UCITS
Member State	a member state of the European Union. The states that are contracting parties to the agreement creating the European Economic Area other than the member states of the European Union, within the limits set forth by this agreement and related acts, are considered as equivalent to member states of the European Union
NDF	non deliverable forward
OECD	the Organisation for Economic Cooperation and Development.
OECD Member State	a member state of the OECD

<i>Other UCI</i>	an undertaking for collective investment within the meaning of the first and second indent of Article 1 (2) of the UCITS Directive, whether situated in a Member State or not
<i>Performance Period</i>	in respect of each Class, the performance period as set out in the relevant Appendix
<i>Prospectus</i>	the prospectus of the Company in accordance with the Law of 2010
<i>RAIF</i>	Luxembourg's Reserved Alternative Investment Fund vehicle
<i>Reference Currency</i>	the reference currency of each Compartment as specified in the relevant Appendix
<i>Regulated Market</i>	a market within the meaning of Article 4(1)14 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC and any other market which is regulated, operates regularly and is recognised and open to the public
<i>Securities Financing Transaction ("SFTs")</i>	(i) a repurchase transaction; (ii) securities lending and securities borrowing; (iii) a buy-sell back transaction or a sell-buy back transaction as defined under the SFTR
<i>Services Agreement</i>	the agreement between the Company, the Administration Agent, and the Management Company pursuant to which the Administration Agent was appointed with as the administration agent, transfer agent and registrar of the Company, as the same may be amended from time to time
<i>Settlement Day</i>	the Business Day on which the consideration for subscription must be fully paid as further specified in each Appendix
<i>SFT Agent</i>	any person involved in SFTs as agent, broker, collateral agent or service provider and that is paid fees, commissions, costs or expenses out of the Company's assets or any Compartment's assets
<i>SFTR</i>	Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012
<i>Shares</i>	a share of any Class of any Compartment in the capital of the Company, the details of which being specified in the Appendices
<i>Shareholders</i>	holders of Shares
<i>Subscription Price</i>	the net asset value per relevant Share/ Class of a Compartment as determined on the applicable Calculation Day plus the applicable subscription fee (if any)
<i>UCITS</i>	an undertaking for collective investment in transferable securities authorised pursuant to the UCITS Directive
<i>UCITS Directive</i>	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and

administrative provisions relating to undertakings for collective investment in transferable securities, as amended

Underlying Asset

an asset in which a Compartment may invest in accordance with its investment policy as described in the relevant Compartment's Appendix

Valuation Day

a Business Day immediately preceding a Calculation Day

The descriptions in the main body of this Prospectus are generally applicable to all Compartments. However, where different descriptions or exceptions appear in the Appendix, the descriptions or exceptions in such Appendix shall prevail. Thus, it is advisable to carefully review the relevant Appendices together with the main body of the Prospectus.

THE COMPANY

TWENTY FIRST CAPITAL LUXEMBOURG SICAV is an open-ended collective investment company ("*société d'investissement à capital variable*") established under the laws of the Grand Duchy of Luxembourg, with an "umbrella" structure comprising different Compartments each of which may be divided in separate Classes. In accordance with the Law of 2010, a subscription of Shares constitutes acceptance of all terms and provisions of the Prospectus and the Articles.

The Company offers investors, within the same investment vehicle, a choice between several Compartments which are distinguished mainly by their specific investment policy and/or by the currency in which they are denominated. The specifications of each Compartment are described in the relevant Appendix.

The assets and liabilities of each Compartment, as further described under Section 10.5 "Allocation of Assets and Liabilities among the Compartments", shall be segregated from the assets and liabilities of those of the other Compartments, with creditors having recourse only to the assets of the Compartment concerned and where the liabilities cannot be satisfied out of the assets of another Compartment. As between the Shareholders and creditors, each Compartment will be deemed to be a separate entity.

The Board of Directors may, at any time, decide on the creation of further Compartments and in such case, the Appendix will be updated. Each Compartment may have one or more Classes.

2. INVESTMENT POLICIES AND RESTRICTIONS

2.1 General Investment Policies for all Compartments

The provisions of this section apply only insofar as they are compatible with the specific investment policy disclosed in the relevant Appendix.

The Board of Directors determines the specific investment policy and investment objectives of each Compartment, which are described in more detail in the respective Appendix. The investment objectives of the Compartments will be carried out in compliance with the investment and borrowing restrictions set forth in section 2.3.

Each Compartment seeks an above-average total investment return, comprised principally of long-term capital appreciation, by investing in a diversified portfolio of transferable securities or in financial derivative instruments as described in respect of the investment objective and policies in the relevant Appendix. There can be no assurance that the investment objectives of any Compartment will be achieved.

In the general pursuit of obtaining an above-average total investment return as may be consistent with the preservation of capital, efficient portfolio management techniques may be employed to the extent permitted by the investment and borrowing restrictions stipulated by the Board of Directors.

The Compartments may from time to time also hold, on an ancillary basis, cash reserves or include other permitted assets with a short remaining maturity, especially in times when rising interest rates are expected.

Investors are invited to refer to the description of the investment policy of each Compartment in the Appendix for details.

The historical performance of the Compartments will be disclosed in the KIID for each Class. Past performance is not necessarily indicative of future results.

2.2 Specific Investment Policies for each Compartment

The specific investment policy of each Compartment is described in the Appendix.

2.3 Investment and Borrowing Restrictions

The Articles provide that the Board of Directors shall, based upon the principle of spreading of risks, determine the corporate and investment policy of the Company and the investment and borrowing restrictions applicable, from time to time, to the investments of the Company.

The Board of Directors has decided that the following restrictions shall apply to the investments of the Company and, as the case may be and unless otherwise specified for a Compartment in the Appendix, to the investments of each of the Compartments:

I.

- (1) The Company, for each Compartment, may invest in:
 - (a) transferable securities and money market instruments admitted to or dealt in on an Eligible Market;
 - (b) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an Eligible Market and such admission is secured within one year of the issue;
 - (c) units of UCITS and/or other UCI, whether situated in a Member State or not, provided that:
 - (i) such other UCIs have been authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured,
 - (ii) the level of protection for unit holders in such other UCIs is equivalent to that provided for unit holders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive,
 - (iii) the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
 - (iv) no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;
 - (d) 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 registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the Luxembourg regulatory authority as equivalent to those laid down in EU law;
 - (e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible Market and/or financial derivative instruments dealt in over-the-counter ("**OTC derivatives**"), provided that:
 - (i) the underlying consists of instruments covered by this section I. (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Compartments may invest according to their investment objective;

- (ii) the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;
 - (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 Company's initiative;
- (f) money market instruments other than those dealt in on an Eligible Market, if the issuer or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
 - (i) issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a third country or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
 - (ii) issued by an undertaking any securities of which are dealt in on Eligible Markets, or
 - (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 and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law, such as, but not limited to, a credit institution which has its registered office in a country which is an OECD Member State and a FATF State.
 - (iv) 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, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 EUR) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.
- (2) In addition, the Company may invest a maximum of 10% of the net assets of any Compartment in transferable securities and money market instruments other than those referred to under I. (1) above.
- (3) Under the conditions and within the limits laid down by the Law of 2010, the Company may, to the widest extent permitted by the Regulations (i) create a Compartment qualifying either as a Feeder Compartment or as a Master Fund, (ii) convert any existing Compartment into a Feeder Compartment, or (iii) change the Master Fund of any of its Feeder Compartment.
 - (a) A Feeder Compartment shall invest at least 85% of its assets in the units of a Master Fund.
 - (b) A Feeder Compartment may hold up to 15% of its assets in one or more of the following:
 - (i) ancillary liquid assets in accordance with paragraph (ii) below;

- (ii) financial derivative instruments, which may be used only for hedging purposes.
- (c) For the purposes of compliance with paragraph III (1) (c) below, the Feeder Compartment shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent of under (b) with either:
 - (i) the Master Fund actual exposure to financial derivative instruments in proportion to the Feeder Compartment investment into the Master Fund; or
 - (ii) the Master Fund potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder UCITS investment into the Master UCITS.

II. The Company may hold on an ancillary basis cash.

III.

(1)

- (a) The Company may invest no more than 10% of the net assets of any Compartment in transferable securities and money market instruments issued by the same issuing body.
- (b) The Company may not invest more than 20% of the net assets of any Compartment in deposits made with the same body.
- (c) The risk exposure of a Compartment to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in I. (1) d) above or 5% of its net assets in other cases.

(2) Moreover, where the Company holds on behalf of a Compartment investment in transferable securities and money market instruments of issuing bodies which individually exceed 5% of the net assets of such Compartment, the total of all such investments must not account for more than 40% of the total net assets of such Compartment.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph (1), the Company may not combine for each Compartment:

- (a) investments in transferable securities or money market instruments issued by a single body,
- (b) deposits made with a single body, and/or
- (c) exposures arising from OTC derivative transactions undertaken with a single body
- (d) in excess of 20% of the net assets of each Compartment.

(3) The limit of 10% laid down in sub-paragraph III. (1) (a) above is increased to a maximum of 35% in respect of transferable securities or money market instruments which are issued or guaranteed by a Member State, its local authorities, or by another Eligible State, including the federal agencies of the United States of America, Federal National Mortgage Association and

Federal Home Loan Mortgage Corporation, or by public international bodies of which one or more Member States are members.

- (4) The limit of 10% laid down in sub-paragraph III. (1) (a) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity 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 case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If a Compartment invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Compartment.

- (5) The transferable securities and money market instruments referred to in paragraphs (3) and (4) shall not be included in the calculation of the limit of 40% in paragraph (2).

The limits set out in sub-paragraphs (1), (2), (3) and (4) may not be aggregated and, accordingly, investments in transferable securities or money market instruments issued by the same issuing body, in deposits or in derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Compartment's net assets;

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with the seventh Council Directive 83/349/EEC of 13 June 1983 based on the Article 54 (3) (g) of the Treaty on consolidated accounts, as amended, or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph III. (1) to (5).

The Company may cumulatively invest up to 20% of the net assets of a Compartment in transferable securities and money market instruments within the same group.

- (6) Notwithstanding the above provisions, the Company is authorised to invest up to 100% of the net assets of any Compartment, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a Member State, by its local authorities or agencies, or by another OECD Member State, the G20 or Singapore or by public international bodies of which one or more member states of the EU, provided that such Compartment must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Compartment.**

IV.

- (1) Without prejudice to the limits laid down in paragraph V, the limits provided in paragraph III. (1) to (5) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Compartment is to replicate the composition of a certain stock or bond index which is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Compartment's investment policy.
- (2) The limit laid down in paragraph (1) is raised to 35% where this proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

V.

- (1) The Company may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.
- (2) The Company may acquire no more than:
 - (a) 10% of the non-voting shares of the same issuer;
 - (b) 10% of the debt securities of the same issuer;
 - (c) 10% of the money market instruments of the same issuer;

These limits under second and third indents may be disregarded at the time of acquisition, if at that time the gross amount of debt securities or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

The provisions of paragraph V shall not be applicable to transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities or by any other Eligible State, or issued by public international bodies of which one or more member states of the EU are members.

These provisions are also waived as regards shares held by the Company in the capital of a company incorporated in a non-member state of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that State provided that the investment policy of the company from the non-member state of the EU complies with the limits laid down in paragraph III. (1) to (5), V. (1) and (2) and VI.

VI.

- (1) Unless otherwise provided for in the Appendix for a Compartment, no more than 10% of a Compartment's net assets may be invested in aggregate in the units of UCITS and/or other UCIs referred to in paragraph I. (1) (c).

In the case the restriction of the above paragraph is not applicable to a specific Compartment as provided in its investment policy, (i) such Compartment may acquire units of UCITS and/or other UCIs referred to in paragraph I. (1) (c) provided that no more than 20% of the Compartment's net assets be invested in the units of a single UCITS or other UCI, and (ii) investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of a Compartment.

For the purpose of the application of this investment limit, each Compartment of a UCITS and UCI with multiple Compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various Compartments vis-à-vis third parties is ensured.

- (2) The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment and borrowing restrictions set forth under III. (1) to (5) above.
- (3) When the Company invests in the units of UCITS and/or other UCIs linked to the Company by common management or control, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs, except for any applicable dealing charge payable to the UCITS and/or UCIs. In the case where a substantial proportion of the net assets are invested in investment funds the Appendix of the

relevant Compartment will specify the maximum management fee (excluding any performance fee, if any) charged to the Compartment and each of the UCITS or other UCIs concerned.

- (4) The Company may acquire no more than 25% of the units of the same UCITS or other UCI. This limit may be disregarded at the time of acquisition if at that time the net amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple Compartments, this restriction is applicable by reference to all units issued by the UCITS or other UCI concerned, all Compartments combined.

VII.

- (1) The Company may not borrow for the account of any Compartment amounts in excess of 10% of the net assets of that Compartment, any such borrowings to be from banks and to be effected only on a temporary basis, provided that the Company may acquire foreign currencies by means of back to back loans;
- (2) The Company may not grant loans to or act as guarantor on behalf of third parties.
- (3) This restriction shall not prevent the Company from acquiring transferable securities, money market instruments or other financial instruments referred to in I. (1) (c), (e) and (f) which are not fully paid.
- (4) The Company may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments.
- (5) The Company may acquire movable or immovable property which is essential for the direct pursuit of its business.
- (6) The Company may not acquire either precious metals or certificates representing them.

VIII.

- (1) The Company needs not comply with the limits laid down in this chapter when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Compartments may derogate from paragraphs III. (1) to (5), IV. and VI. (1) and (2) for a period of six months following the date of their creation.
- (2) If the limits referred to in paragraph (2) are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its Shareholders.
- (3) To the extent that an issuer is a legal entity with multiple Compartments where the assets of the Compartment are exclusively reserved to the investors in such Compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that Compartment, each Compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out in paragraphs III. (1) to (5), IV. and VI.

- IX. Each Compartment may, subject to the conditions provided for in the Articles as well as this Prospectus, subscribe, acquire and/or hold securities to be issued or issued by one or more Compartments of the Company without the Company being subject to the requirements of the Luxembourg law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or the holding by a company of its own Shares, under the condition however that:

- (1) the target Compartment does not, in turn, invest in the Compartment invested in this target Compartment;
- (2) no more than 10% of the assets of the target Compartment whose acquisition is contemplated may, pursuant to the Articles be invested in aggregate in units of other target Compartments of the same Company;
- (3) voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Compartment concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- (4) in any event, for as long as these securities are held by the Company, their value will not be taken into consideration of the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the Law of 2010.

2.4 Financial Derivative Instruments

As specified in I. (1) (e) above, the Company may in respect of each Compartment invest in financial derivative instruments.

The Company shall ensure that its global exposure relating to derivative instruments does not exceed the total net value of its net assets. The exposure is calculated taking into account the current value of the Underlying Assets, the counterparty risk, future market movements and the time available to liquidate the positions.

Each Compartment may invest in financial derivative instruments within the limits laid down in I. (1) (e), provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in clause III. (1) to (5). When a Compartment invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in III. When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this restriction. When a Compartment qualifies as a Feeder Compartment, that Feeder Compartment shall calculate its global exposure related to financial derivative instruments in accordance with Section 3 I. (3) above.

The Compartments may use financial derivative instruments for investment purposes and for hedging purposes, within the limits of the Law of 2010. Under no circumstances shall the use of these instruments cause a Compartment to diverge from its investment policy.

2.5 SECURITIES FINANCING TRANSACTIONS AND TOTAL RETURN SWAPS

The Company and any of its Compartments may employ SFTs for reducing risks (hedging), generating additional capital or income or for cost reduction purposes. Any use of SFTs for investment purposes will be in line with the risk profile and risk diversification rules applicable to the Company and any of its Compartments. The Company will engage in the following transactions:

(i) "securities lending" or "securities borrowing" means a transaction by which a counterparty transfers securities subject to a commitment that the borrower will return equivalent securities on a future date or when requested to do so by the transferor, that transaction being considered as securities lending for the counterparty transferring the securities and being considered as securities borrowing for the counterparty to which they are transferred;

(ii) "repurchase transaction" means a transaction governed by an agreement by which a counterparty transfers securities or guaranteed rights relating to title to securities where that guarantee is issued by a recognised exchange which holds the rights to the securities and the agreement does not allow a counterparty to transfer or pledge a particular security to more than one counterparty at a time, subject to a commitment to repurchase them, or substituted securities of the same description at a specified

price on a future date specified, or to be specified, by the transferor, being a repurchase agreement for the counterparty selling the securities and a reverse repurchase agreement for the counterparty buying them;

(iii) "buy-sell back transaction" or "sell-buy back transaction" means a transaction by which a counterparty buys or sells securities, commodities, or guaranteed rights relating to title to securities, agreeing, respectively, to sell or to buy back securities or such guaranteed rights of the same description at a specified price on a future date, that transaction being a buy-sell back transaction for the counterparty buying the securities or guaranteed rights, and a sell-buy back transaction for the counterparty selling them, such buy- sell back transaction or sell-buy back transaction not being governed by a repurchase agreement or by a reverse- repurchase agreement within the meaning of item (ii) above.

The Company and any of its Compartments may further enter into swap contracts relating to any financial instruments or indices, including TRSs. Total return swaps involve the exchange of the right to receive the total return, coupons plus capital gains or losses, of a specified reference asset, index or basket of assets against the right to make fixed or floating payments. As such, the use of TRSs or other derivatives with similar characteristics allows gaining synthetic exposure to certain markets or underlying assets without investing directly (and/or fully) in these underlying assets.

The Company or any of its delegates will report the details of any SFT and TRSs concluded to a trade repository or ESMA, as the case may be in accordance with the SFTR. SFTs and TRSs may be used in respect of any instrument that is eligible under article 50 of the UCITS Directive.

The assets that may be subject to SFTs and TRS are limited to equities.

The maximum and expected proportion of assets that may be subject to SFTs and TRSs will be set out for each Compartment in the relevant appendix.

The counterparties to the SFTs and TRS will be selected on the basis of very specific criteria taking into account notably their legal status, country of origin, and minimum credit rating. These financial counterparties will in any case comply with article 3 of SFTR.

The Company will collateralize its SFTs and TRS pursuant to the provisions set forth hereunder in section "Management of collateral of collateral and collateral policy".

As a principle, assets subject to SFTs and TRSs become the property of the counterparty of the Company and the assets of equivalent type will be returned to the Company at the maturity of the transaction. As a consequence, during the life of the transaction, the assets will not be held by the Depositary.

Any collateral posted in favour of the Company or any of its Compartments under a title transfer arrangement should be held by the Depositary. Such collateral may be held by one of the Depositary's correspondents or sub-custodians provided that the Depositary has delegated the custody of the collateral to such correspondent or sub-custodian and the depositary remains liable subject to the provisions of the Law, if the collateral is lost by the sub-custodian. Collateral posted in favour of the Company or any of its Compartments under a security interest arrangement (e.g., a pledge) can be held by the Depositary or a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

Collateral received by the Company can be re-used in line with the provisions of the ESMA Guidelines on ETFs and other UCITS issues (ESMA/2012/832), as revised from time to time, released by the CSSF under CSSF Circulars 08/356, 13/559 and 14/592.

Policy on sharing of return generated by SFTs and TRS:

The majority of net revenues achieved from efficient portfolio management transactions or SFTs remain with the relevant Compartment.

Direct and indirect operational costs and fees may be deducted from the revenues delivered to the Compartment. These costs will not exceed the below percentages of the gross revenues:

securities lending or securities borrowing	5%
repurchase transaction	N/A
buy-sell back transaction or sell-buy back transaction	N/A
TRS	5%

These fees may be paid to counterparties of the Company such as agents or other intermediaries as defined under article 3 of SFTR and providing services in connection with TRS and SFTs as normal compensation of their services. Details of such amounts and counterparties will be disclosed in the annual report of the Company.

2.6 Use of Techniques and Instruments relating to Transferable Securities and Money Market Instruments

The Company, in order to generate additional revenue for Shareholders, may engage in securities lending transactions subject to complying with the provisions set forth in CSSF Circular 08/356 and the provisions on efficient management portfolio techniques set-forth in CSSF Circular 14/592.

In accordance with the CSSF Circular 14/592, all revenues arising from efficient portfolio management techniques, net of any direct and indirect operational costs/fees, will be returned to the Company unless otherwise provided by the Appendix. In particular, fees and cost may be paid to the Management Company and other intermediaries providing services in connection with efficient portfolio management techniques as normal compensation of their services. Such fees may be calculated as a percentage of gross revenues earned by the Company through the use of efficient portfolio management techniques. Information on direct and indirect operational costs and fees that may be incurred in this respect as well as the identity of the entities to which such costs and fees are paid – as well as any relationship they have with the Depositary Bank or Management Company - will be available in the annual report of the Company, if applicable, and disclosed in the Appendices. The Company may enter into repurchase agreements which consist in the purchase and sale of securities whereby the terms of the agreement entitle the seller to repurchase from the purchaser the securities at a price and at a time agreed amongst the two parties at the conclusion of the agreement.

The Company may act either as purchaser or as seller in repurchase transactions. Its entering in such agreements is however subject to the following rules:

- The Company may purchase or sell securities in the context of a repurchase agreement only if its counterpart is a highly rated financial institution which are experts in this type of transactions and which are subject to prudential supervision rules considered by the Luxembourg regulatory authority as equivalent to those prescribed by EU law.
- During the lifetime of a repurchase agreement, the Company may not sell the securities which are the object of the agreement either before the repurchase of the securities by the counterparty has been carried out or the repurchase period has expired.

- The Company must ensure to maintain the value of purchased securities subject to a repurchase obligation at a level such that it is able, at any time, to meet its obligations to redeem its own Shares.
- The Company must ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered
- When the Company enters into a reverse repurchase agreement, it must ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the Company.
- When the Company enters into a repurchase agreement, it should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.

2.7 Management of collateral for OTC Derivative transactions and efficient portfolio management techniques

Where the Company enters into OTC derivative transactions and efficient portfolio management techniques, all collateral used to reduce counterparty risk exposure should comply with the following criteria at all times:

- (a) Liquidity – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of paragraph V above.
- (b) Valuation – collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.
- (c) Issuer credit quality – collateral received should be of high quality.
- (d) Correlation – the collateral received by the Company must 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.
- (e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Company receives from a counterparty of efficient portfolio management and OTC derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When the Company is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

A Compartment may be fully collateralized 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, provided that the Company receives securities from at least six different issues and that securities from any single issue should not account for more than 30% of the NAV. Should a Compartment be fully collateralized in securities issued or guaranteed by a Member State, the relevant Appendix should identify the Member States, local authorities, or public international bodies issuing or guaranteeing securities which they are able to accept as collateral for more than 20% of their net asset value.

Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

Detailed information regarding the nature of eligible collateral to be received by each Compartment, as well as relevant applicable haircuts is provided in each relevant Appendix.

- (f) Risks linked to the management of collateral, such as operational and legal risks, must be identified, managed and mitigated by the risk management process.
- (g) Where there is a title transfer, the collateral received should be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- (h) Collateral received should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.
- (i) Non-cash collateral received should not be sold, re-invested or pledged.
- (j) Cash collateral received should only be:
 - (i) placed on deposit with entities prescribed in paragraph I. (1) (d) above;
 - (ii) invested in high-quality government bonds;
 - (iii) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
 - (iv) invested in short-term money market funds.
- (k) Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral.

2.8 Exercise of Voting Rights

The Company will exercise its voting rights in respect of instruments held by the Company in each Compartment in accordance with the voting policy of the Management Company or as the case may be the Investment Manager.

3. RISK-MANAGEMENT PROCESS

The Management Company must employ a risk-management process which enables it to monitor and measure at any time the risk of the positions in its portfolios and their contribution to the overall risk profile of its portfolios.

In accordance with the Law of 2010 and the applicable regulations, in particular CSSF Circular 11/512, the Management Company uses for each Compartment a risk-management process which enables it to assess the exposure of each Compartment to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material to that Compartment. The Management Company may use the Value-at-Risk (VaR) or commitment approach to monitor and measure the global exposure as further specified for each Compartment in the relevant Appendix.

4. RISK WARNINGS

The following is a general description of a number of risks which may affect the value of Shares. See also the section of the relevant Appendix for a discussion of additional risks particular to a specific issue of Shares. The description of the risks made below is not, nor is it intended to be, exhaustive. Not all risks listed necessarily apply to each issue of Shares, and there may be other considerations that should

be taken into account in relation to a particular issue. What factors will be of relevance to a particular Compartment will depend upon a number of interrelated matters including, but not limited to, the nature of the Shares and the Compartment's Investment Policy.

No investment should be made in the Shares until careful consideration of all these factors has been made.

The Company bears the general risks laid down below. However, each Compartment is subject to specific risks, which the Board of Directors will seek to lower.

Past performance of a specific Compartment is not necessarily a guide to future performance and Shares should be regarded as a medium to long-term investment.

4.1 Introduction

The value of investments and the income from them, and therefore the value of and income from Shares relating to a Compartment can go down as well as up and an investor may not get back the amount the investor invests. Due to the various commissions and fees which may be payable on the Shares, an investment in Shares should be viewed as medium to long term. Short or leveraged funds are associated with higher risks and may better be considered as short to medium term investments. An investment in a Compartment should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investors should only reach an investment decision after careful consideration with their legal, tax, accounting, financial and other advisers. The legal, regulatory, tax and accounting treatment of the Shares can vary in different jurisdictions. Any descriptions of the Shares set out in the Prospectus, including any Appendix, are for general information purposes only. Investors should recognise that the Shares may decline in value and should be prepared to sustain a total loss of their investment. Risk factors may occur simultaneously and/or may compound each other resulting in an unpredictable effect on the value of the Shares.

4.2 General risks

Valuation of the Shares: the value of a Share will fluctuate as a result of changes in the value of, amongst other things, the Compartment's assets, the Underlying Asset and, where applicable, the financial derivative instruments used to expose the Compartment to the Underlying Asset synthetically.

Valuation of the Underlying Asset and the Compartment's assets: the Compartment's assets, the Underlying Asset or the financial derivative instruments used to expose the Compartment to the Underlying Asset synthetically may be complex and specialist in nature. Valuations for such assets or financial derivative instruments will usually only be available from a limited number of market professionals which frequently act as counterparties to the transactions to be valued. Such valuations are often subjective and there may be substantial differences between any available valuations.

Risks associated with discretionary management: the Management Company and/or the Investment Manager (if any) has implemented its investment strategies to create well-diversified funds. The securities to which the Compartments are exposed are selected based on the quantitative and systematic models developed by the Investment Manager which help to optimise the level of diversification achieved in relation with the benchmark. It can therefore not be excluded that the Management Company and/or the Investment Manager (if any) does not choose the most profitable assets.

Exchange rates: Although Shares in the Company may be denominated in a particular currency, the Company may invest its assets in securities denominated in a wide range of currencies, some of which may not be freely convertible. The net asset value of the Company as expressed in its base currency will fluctuate in accordance with the changes in the foreign exchange rate between that currency and the currencies in which the Company's investments are denominated. The Company may therefore be exposed to a number of risks as follows:

- Conversion into foreign currency or transfer from some markets of proceeds received from the sale of securities cannot be guaranteed.
- The value of the currency in some markets, in relation to other currencies, may decline such that the value of the investment is adversely affected.
- Exchange rate fluctuations may also occur between the trade date for a transaction and the date on which the currency is acquired to meet settlement obligations.
- It may not be possible or practicable to hedge against the consequent foreign exchange/currency risk exposure.

Interest rates: fluctuations in interest rates of the currency or currencies in which the Shares, the Compartment's assets and/or the Underlying Asset are denominated may affect financing costs and the real value of the Shares.

Inflation: the rate of inflation will affect the actual rate of return on the Shares. An Underlying Asset may reference the rate of inflation.

Yield: returns on Shares may not be directly comparable to the yields which could be earned if any investment were instead made in any Compartment's assets and/or Underlying Asset.

Correlation: the Shares may not correlate perfectly, nor highly, with movements in the value of Compartment's assets and/or the Underlying Asset.

Volatility: the value of the Shares may be affected by market volatility and/or the volatility of the Compartment's assets and/or the Underlying Asset. Stock markets are volatile and can move significantly in response to the issuer, demand and supply, political, regulatory, market and economic developments.

Credit Risk: Credit risk involves the risk that an issuer of a bond (or similar money-market instruments) held by the Compartment may default on its obligations to pay interest and repay principal and the Compartment will not recover their investment.

Counterparty risk: The Company may be subject to the risk of the inability of the counterparty, or any other entities, in or with which an investment or transaction is made, to perform in respect of undertaken transactions, whether due to insolvency, bankruptcy or other causes.

In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of the securities or, as the case may be, sale proceeds. No counterparty of the Company or a Compartment involved in such transactions is subject to the general supervision of the Depositary Bank to the extent such counterparty does not hold assets of the Company or a Compartment.

The Compartment may enter into futures, options and swap contracts including CDS or use derivative techniques, each of which involves the risk that the counterparty will fail to respect its commitments under the terms of each contract.

Liquidity risk: certain types of securities may be difficult to buy or sell, particularly during adverse market conditions, which may affect their value. The fact that the Shares may be listed on a stock exchange is not an assurance of liquidity in the Shares.

Repurchase and Reverse Repurchase Agreement Risk: The use of repurchase and reverse repurchase agreements, if any, by certain Compartments involves certain risks. For example, if the seller of securities to the relevant Compartment under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the said Compartment will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganisation under applicable bankruptcy or other laws, the ability of the relevant Compartment to dispose of the underlying securities may be restricted. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the Compartment may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller.

Leverage: the Compartment's assets, Underlying Asset and the derivative techniques used to expose the Compartment to the Underlying Assets may comprise elements of leverage (or borrowings) which may potentially magnify losses and may result in losses greater than the amount borrowed or invested by the Compartment.

Political factors, emerging markets and non-OECD Member State assets: the performance of the Shares and/or the possibility to purchase, sell, or repurchase the Shares may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements. Such risks can be heightened in investments in, or relating to, emerging markets or non-OECD Member States. In addition, local custody services remain underdeveloped in many non-OECD and emerging market countries and there is a heightened transaction and custody risk involved in dealing in such markets. In certain circumstances, a Compartment may not be able to recover or may encounter delays in the recovery of some of its assets. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets or non-OECD Member States, may not provide the same degree of investor information or protection as would generally apply to major markets.

Share subscriptions and repurchases: provisions relating to the subscription and repurchase of Shares grant the Company discretion to limit the amount of Shares available for subscription or repurchase on any Business Day and, in conjunction with such limitations, to defer or pro rata such subscription or repurchase. In addition, where requests for subscription or repurchase are received after the cut-off deadline, there will be a delay between the time of submission of the request and the actual date of subscription or repurchase. Such deferrals or delays may operate to decrease the number of Shares or the repurchase amount to be received.

Listing: there can be no certainty that a listing on any stock exchange applied for by the Company will be achieved and/or maintained or that the conditions of listing will not change. Further, trading in Shares on a stock exchange may be halted pursuant to that stock exchange's rules due to market conditions and investors may not be able to sell their Shares until trading resumes.

Legal and regulatory: the Company must comply with regulatory constraints or changes in the laws affecting it, the Shares, or the investment restrictions, which might require a change in the investment policy and objectives followed by a Compartment. The Compartment's assets, the Underlying Asset and the derivative techniques used to expose the Compartment to the Underlying Assets may also be subject to change in laws or regulations and/or regulatory action which may affect the value of the Shares. The Company is domiciled in Luxembourg and Investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Investors should consult their financial or other professional adviser for further information in this area.

Nominee arrangements: where an investor invests in Shares via the Principal Placement and Distribution Agent, its sub-distribution or private placement agents and/or a nominee or holds interests in Shares through a clearing agent, such Shareholder will typically not appear on the register of Shareholders of the Company and may not therefore be able to exercise voting or other rights available to those persons appearing on the register.

Use of derivatives: Under certain conditions and for the purpose of efficient portfolio management, the Company may use options and futures on securities, indices and interest rates, CFDs on transferable securities, currencies or any other type of financial instruments. Also, where appropriate, the Company may hedge market and currency risks using futures, options, CFDs, or forward foreign exchange contracts. In order to facilitate efficient portfolio management and to better replicate the performance of the benchmark, the Company may finally, for a purpose other than hedging, invest in derivative instruments. The Company may only invest within the limits set out in the Prospectus under “Investment Restrictions”. Transactions in futures carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are “leveraged” or “geared”. A relatively small market movement will have a proportionately larger impact which may work for or against the Investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders. Financial futures prices are highly volatile and influenced by a variety of diverse factors including, changing supply and demand relationships, government, fiscal, monetary and exchange control programs and policies, national and international political and economic events and government intervention in certain markets, particularly in the currency and interest rate markets. Futures are also subject to illiquid situations when market activity decreases or when a daily price fluctuation limit has been reached.

Transactions in options also carry a high degree of risk. Selling (“writing” or “granting”) an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is “covered” by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

The attention of the Shareholders is drawn to the fact, that due to the use of derivative instruments to cover the inherent credit risk of some issuers or to achieve its investment objective, combined with the possibility to effect borrowings, there may be circumstances where the Company’s exposure may not entirely be covered by the assets of the Company. The risk associated with the use of the said instruments may not exceed 100% of the net asset value of the relevant Compartment.

Taxation: Potential investors’ attention is drawn to the taxation risks associated with investing in the Company. Further details relating to the Luxembourg tax legislation are given under the heading “Tax Aspects” in the main part of the prospectus. However, nothing in this Prospectus may be construed any tax advice and investors should consult their own professional advisers regarding any tax issues in the context of any contemplated investment in the Company.

FATCA Requirements: Pursuant to FATCA, the Company (or each Compartment) will be required to comply (or be deemed compliant) with extensive new reporting and withholding requirements designed to inform the U.S. Department of the Treasury of U.S.-owned foreign investment accounts. Failure to comply (or be deemed compliant) with these requirements will subject the Company (or each Compartment) to U.S. withholding taxes on certain US-sourced income and (effective 1 January 2017) gross proceeds. Pursuant to an intergovernmental agreement between the United States and Luxembourg, the Company (or each Compartment) may be deemed compliant, and therefore not subject to the withholding tax, if it identifies and reports U.S. taxpayer information directly to the Luxembourg government. Investors may be requested to provide additional information to the Company to enable the Company (or each Compartment) to satisfy these obligations. Failure to provide

requested information or, if applicable, satisfy its own FATCA obligations may subject an investor to liability for any resulting U.S. withholding taxes, U.S. tax information reporting and/or mandatory redemption, transfer or other termination of the investor's investment in its Shares. Detailed guidance as to the mechanics and scope of this new reporting and withholding regime is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future operations of the Company or its Compartments.

Fund of funds/ duplication of costs: The Compartments incur costs of its own management and administration comprising the fees paid to the Management Company, the Investment Manager (if any), the Depository, unless otherwise provided hereinafter and other service providers. It should be noted that, in addition, the Compartments incur similar costs in its capacity as an investor in the funds in which a Compartment invests, which in turn pay similar fees to their manager and other service providers. It is endeavoured to reduce duplication of management charges by negotiating rebates where applicable in favour of the Company with such funds or their managers. Further, the investment strategies and techniques employed by certain funds may involve frequent changes in positions and a consequent portfolio turnover. This may result in brokerage commission expenses which exceed significantly those of the funds of comparable size. The funds may be required to pay performance fees to their manager. Under these arrangements the managers will benefit from the appreciation, including unrealised appreciation of the investments of such funds, but they are not similarly penalised for realised or unrealised losses. As a consequence, the direct and indirect costs borne by the Compartment are likely to represent a higher percentage of the net asset value per Share than would typically be the case with UCITS which invest directly in equity and bond markets (and not through other UCITS/UCI/funds).

4.3 Underlying Asset risks

(a) General

Underlying Asset calculation and substitution: in certain circumstances described in the relevant Appendix, the Underlying Asset may cease to be calculated or published on the basis described or such basis may be altered or the Underlying Asset may be substituted. In certain circumstances such as the discontinuance in the calculation or publication of the Underlying Asset or suspension in the trading of any constituents of the Underlying Asset, it could result in the suspension of trading of the Shares or the requirement for market makers to provide two way prices on the relevant stock exchanges.

Corporate actions: securities comprising an Underlying Asset may be subject to change in the event of corporate actions in respect of those securities.

Tracking error: the following are some of the factors which may result in the value of the Shares varying from the value of the Underlying Asset: investments in assets other than the Underlying Asset may give rise to delays or additional costs and taxes compared to an investment in the Underlying Asset; investment or regulatory constraints may affect the Company but not the Underlying Asset; the fluctuation in value of a Compartment's assets; where applicable, any differences between the maturity date of the Shares and the Maturity Date of the relevant Compartment's assets; and the existence of a cash position held by a Compartment.

No investigation or review of the Underlying Asset(s): none of the Management Company, the Investment Manager (if any) or any of their delegates (if any) or affiliates has performed or will perform any investigation or review of the Underlying Asset on behalf of any prospective investor in the Shares. Any investigation or review made by or on behalf of the Company, the Management Company, the Investment Manager (if any) or any of their delegates (if any) or any of their affiliates is or shall be for their own proprietary investment purposes only.

(b) Certain risks associated with particular Underlying Assets

Certain risks associated with investment in particular Underlying Assets or any securities comprised therein are set out below.

Shares: the value of an investment in Shares will depend on a number of factors including, but not limited to, market and economic conditions, sector, geographical region and political events.

Pooled investment vehicles: alternative investment funds, mutual funds and similar investment vehicles operate through the pooling of investors' assets. Investments are then invested either directly into assets or are invested using a variety of hedging strategies and/or mathematical modelling techniques, alone or in combination, any of which may change over time. Such strategies and/or techniques can be speculative, may not be an effective hedge and may involve substantial risk of loss and limit the opportunity for gain. It may be difficult to obtain valuations of products where such strategies and/or techniques are used and the value of such products may depreciate at a greater rate than other investments. Pooled investment vehicles are often unregulated, make available only limited information about their operations, may incur extensive costs, commissions and brokerage charges, involve substantial fees for investors (which may include fees based on unrealised gains), have no minimum credit standards, employ high risk strategies such as short selling and high levels of leverage and may post collateral in unsegregated third party accounts.

Indices: the compilation and calculation of an index or portfolio will generally be rules based, account for fees and include discretions exercisable by the index provider or investment manager. Methodologies used for certain proprietary indices are designed to ensure that the level of the index reaches a pre-determined level at a specified time. However, this mechanism may have the effect of limiting any gains above that level. Continuous protection or lock-in features designed to provide protection in a falling market may also result in a lower overall performance in a rising market.

Real estate: the risks associated with an indirect investment in real estate include, but are not limited to: the cyclical nature of real estate values, changes in environmental, planning, landlord and tenant, tax or other laws or regulations affecting real property, demographic trends, variations in rental income and increases in interest rates.

Commodities: prices of commodities are influenced by, among other things, various micro and macro economic factors such as changing supply and demand relationships, weather conditions and other natural phenomena, agricultural, trade, fiscal, monetary, and exchange control programmes and policies of governments (including government intervention in certain markets) and other events.

Structured finance securities: structured finance securities include, without limitation, asset-backed securities and credit-linked securities, which may entail a higher liquidity risk than exposure to sovereign or corporate bonds. Certain specified events and/or the performance of assets referenced by such securities, may affect the value of, or amounts paid on, such securities (which may in each case be zero).

Master-Feeder Structure: Using a "feeder-master" fund structure, in particular the existence of multiple feeder funds investing in a Master fund, presents certain risks to the investors. Smaller feeder funds may be materially affected by the actions of larger feeder funds. For example, it is expected that a feeder fund may initially, and perhaps for the life of the Master Fund, hold a larger portion of the net asset value of the outstanding interests of the Master Fund. Consequently, if such feeder fund were to redeem from the Master Fund, the remaining feeder funds, including the Feeder Compartment, may experience higher pro rata operating expenses, thereby producing lower returns, and the Master Fund may become less diverse due to redemption by a larger feeder fund, resulting in increased portfolio risk.

A Feeder Compartment may hold only a minority of the net asset value of the outstanding voting interests of the Master Fund and, consequently, will not be able to control matters that require a vote of the investors of the Master Fund.

Emerging Markets: Underlying investments in emerging markets involve additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include (i) increased risk of nationalisation or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalisation of markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on realisation of investments, repatriation of invested capital and on the ability to exchange local currencies for the Reference Currency; (viii) increased likelihood of governmental involvement in and control over the economy; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the markets; (xii) longer settlement periods for transactions and less reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (xiv) certain considerations regarding the maintenance of the Compartment's financial instruments with brokers and securities depositories. Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. A Compartment may be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on financial instruments held by the Company or gains from the disposition of such financial instruments.

In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. The Compartments may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in local courts.

Investments in securities of issuers in emerging markets may be subject to greater risks than investments in securities of issuers from OECD Member States due to a variety of factors including currency controls and currency exchange rates fluctuations, changes in governmental administration or economic or monetary policy or changed circumstances in dealings between nations, expropriation, confiscatory taxation and potential difficulties in enforcing contractual obligations. There may be less publicly available information about issuers in certain countries and such issuers may not be subject to uniform accounting, auditing and financial reporting standards and requirements comparable to those of most OECD issuers. In certain countries, securities of local issuers are less liquid and more volatile than securities of comparable issuers of more mature economies and subject to lower levels of government supervision than those on the OECD. The investments in such markets may be considered speculative and subject to significant custody and clearance risks and delay in settlement.

Others: underlying Asset(s) may include other assets which involve substantial financial risk such as distressed debt, low quality credit securities, forward contracts and deposits with commodity trading advisors (in connection with their activities).

4.4 Risks relating to the use of SFTs

(i) Counterparty risk

The Company and any of its Compartments may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in section “SFTs and TRS”. If the other party to a repurchase agreement or reverse repurchase agreement should default, the Company or the relevant Compartment might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the Company or the relevant Compartment in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the Company or the relevant Compartment could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.

The Company and any of its Compartments may enter into securities lending transactions subject to the conditions and limits set out in the section 2.7 relating to Efficient Portfolio Management Techniques and section 2.5 relating to the use of SFTs. If the other party to a securities lending transaction should default, the Company or the relevant Compartment might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Company or the relevant Compartment in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the Company or the relevant Compartment could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

(ii) Operational risk

The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. Although it is expected that the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will generally not have a material impact on the Company' or the relevant Compartment's performance.

(iii) Liquidity risk

The use of such techniques may have a significant effect, either negative or positive, on the Company' or the relevant Compartment 's NAV. The use of such techniques may although have an impact on the ability of the Company to meet redemption requests, security purchases or, more generally, reinvestment.

(iv) Legal risk

The use of SFT's and their consequences for the Company, are substantially affected by legal requirements. No assurance can be given that future legislation, administrative rulings or court decisions will not adversely affect the Company. Furthermore, certain transactions are entered into on the basis of complex legal documents. Such documents may be difficult to enforce or may be the subject of a dispute as to interpretation in certain circumstances. Whilst the rights and obligations of the parties to a legal document may be governed by Luxembourg law, in certain circumstances (for example insolvency proceedings) other legal systems may take priority which may affect the enforceability of existing transactions.

(v) Custody risk

The Company's assets are held in custody by the Depositary Bank, which exposes the Company to custodian risk. This means that the Company is exposed to the risk of loss of assets placed in custody as a result of insolvency, negligence or fraudulent trading by the Depositary Bank.

4.5 Risk relating to the use of TRSs

Because it does not involve physically holding the securities, synthetic replication through total return (or unfunded swaps) and fully-funded swaps can provide a means to obtain exposure to difficult-to-implement strategies that would otherwise be very costly and difficult to have access to with physical replication. Synthetic replication therefore involves lower costs than physical replication. Synthetic replication however involves counterparty risk. If the Compartment engages in TRSs, there is the risk – beyond the general counterparty risk – that the counterparty may default or not be able to meet its obligations in full. Where the Company and any of its Compartment enters into TRSs on a net basis, the two payment streams are netted out, with Company or each Compartment receiving or paying, as the case may be, only the net amount of the two payments. Total return swaps entered into on a net basis do not involve the physical delivery of investments, other underlying assets or principal. Accordingly, it is intended that the risk of loss with respect to TRSs is limited to the net amount of the difference between the total rate of return of a reference investment, index or basket of investments and the fixed or floating payments. If the other party to a TRS defaults, in normal circumstances the Company or relevant Compartment's risk of loss consists of the net amount of total return payments that the Company or Compartment is contractually entitled to receive.

4.6 Other risks

Potential conflicts of interest: The Management Company, the Investment Manager (if any), their delegates (if any), the sales agents, the Administration Agent, and the Depositary may from time to time act as management company, investment manager or adviser, sales agent, administration agent, registrar or custodian in relation to, or be otherwise involved in, other funds or collective investment schemes which have similar investment objectives to those of any Compartment.

The Management Company, the Investment Manager (if any) and their delegates (if any) will enter into all transactions on an arm's length basis. The directors of the Management Company, the directors of the Investment Manager (if any), their delegates (if any) and any affiliate thereof, members, and staff may engage in various business activities other than their business, including providing consulting and other services (including, without limitation, serving as director) to a variety of partnerships, corporations and other entities, not excluding those in which the Company invests.

In the due course of their business, the above persons and entities may have potential conflicts of interest with the Company or Compartment. Any kind of conflict of interest is to be fully disclosed to the Board of Directors. In such event, each person and entities will at all times endeavour to comply with its obligations under any agreements to which it is party or by which it is bound in relation to the Company or any Compartment.

The directors of the Management Company, the directors of the Investment Manager (if any), the directors of their delegates (if any) and their members will devote the time and effort necessary and appropriate to the business of the Company.

Although it is aimed to avoid such conflicts of interest, the Management Company, the Investment Manager (if any), their delegates (if any) and their members will attempt to resolve all nonetheless arising conflicts in a manner that is deemed equitable to all parties under the given circumstances so as to serve the best interests of the Company and its Shareholders.

Allocation of shortfalls among Classes of a Compartment: the right of holders of any Class to participate in the assets of the Company is limited to the assets (if any) of the relevant Compartment and all the assets comprising a Compartment will be available to meet all of the liabilities of the Compartment, regardless of the different amounts stated to be payable on the separate Classes (as set out in the relevant Appendix). For example, if on a winding-up of the Company, the amounts received by the Company under the relevant Compartment's assets (after payment of all fees, expenses and other liabilities which are to be borne by the relevant Compartment) are insufficient to pay the full redemption amount payable in respect of all Classes of the relevant Compartment, each Class of the Compartment will rank *pari passu* with each other Class of the relevant Compartment and the proceeds of the relevant

Compartment will be distributed equally amongst the Shareholders of that Compartment pro rata to the amount paid up on the Shares held by each Shareholder. The relevant Shareholders will have no further right of payment in respect of their Shares or any claim against any other Compartment or any other assets of the Company. This may mean that the overall return (taking account of any dividends already paid) to Shareholders who hold Shares paying dividends quarterly or more frequently may be higher than the overall return to Shareholders who hold Shares paying dividends annually and that the overall return to Shareholders who hold Shares paying dividends may be higher than the overall return to Shareholders who hold Shares paying no dividends. In practice, cross liability between Classes is only likely to arise where the aggregate amounts payable in respect of any Class exceed the assets of the Compartment notionally allocated to that Class, that is, those amounts (if any) received by the Company under the relevant Compartment's assets (after payment of all fees, expenses and other liabilities which are to be borne by such Compartment) that are intended to Company payments in respect of such Class or are otherwise attributable to that Class. In these circumstances, the remaining assets of the Compartment notionally allocated to any other Class of the same Compartment may be available to meet such payments and may accordingly not be available to meet any amounts that otherwise would have been payable on such other Class.

Consequences of winding-up proceedings: If the Company fails for any reason to meet its obligations or liabilities, or is unable to pay its debts, a creditor may be entitled to make an application for the winding-up of the Company. The commencement of such proceedings may entitle creditors (including the Swap Counterparty) to terminate contracts with the Company and claim damages for any loss arising from such early termination. The commencement of such proceedings may result in the Company being dissolved at a time and its assets (including the assets of all Compartments) being realised and applied to pay the fees and expenses of the appointed liquidator or other insolvency officer, then in satisfaction of debts preferred by law and then in payment of the Company's liabilities, before any surplus is distributed to the Shareholders of the Company. In the event of proceedings being commenced, the Company may not be able to pay the full amounts anticipated by the relevant Appendix in respect of any Class or Compartments.

5. ISSUE, REDEMPTION AND CONVERSION OF SHARES

Shares will be issued in registered form.

As further described in each relevant Appendix, the Company may create within each Compartment issue different Classes whose assets will be commonly invested pursuant to the specific investment policy of the relevant Compartment.

A distinct fee structure, currency of denomination, dividend policy, minimum holding amount, eligibility requirements or other specific feature may apply. The Company may notably issue Shares reserved to retail investors and Shares reserved to institutional investors. The range of available Classes and their features are described in the relevant Appendices.

Shares of a Compartment may be listed on the Luxembourg Stock Exchange or any other Regulated Market at the discretion of the Board of Directors and may be cleared through Clearstream Banking or Euroclear or other central depositories.

5.1 Subscription, Redemption and Conversion Requests

Unless otherwise provided for a specific Compartment in the relevant Appendix, requests for subscription, redemption and conversion of Shares should be sent to one of the sub-distribution and private placement agents or to the Company at its registered address in Luxembourg. Requests may also be accepted by facsimile transmission, or at the discretion of the Company by other means of telecommunication. An application form can be obtained from the Company.

Unless otherwise specified in the Appendix for any Compartment, requests for subscriptions, redemptions and conversions from or to any Compartment will be dealt with on the relevant Calculation

Day on which they are received, provided they are received by the Company prior to the cut-off time specified in the relevant Appendix.

Requests received after such time will be accepted on the next Calculation Day. As a result, requests for the subscription, redemption and conversion of Shares shall be dealt with on an unknown net asset value basis before the determination of the net asset value for that day.

The Company does not permit market timing (as set out in CSSF Circular 04/146) or related excessive, short-term trading practices.

The Company has the right to reject any request for the subscription or conversion of Shares from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as it may deem appropriate or necessary.

Subscription, redemption and conversion of Shares of a given Compartment shall be suspended whenever the determination of the net asset value per Share of such Compartment is suspended by the Company.

The Management Company may enter into an agreement with the distribution agent giving the distribution agent the power to sub delegate the distribution pursuant to which they agree to act as or appoint nominees for investors subscribing for Shares through their facilities. In such capacity the distributor or sales agent may effect subscriptions, conversion and redemptions of Shares in the nominee name on behalf of individual investors and request the registration of such transactions on the register of Shareholders of the Company in the nominee name.

The appointed nominee maintains its own records and provides the investor with individualised information as to its holdings of Shares in the Company. Except where local law or custom prohibits the practice, investors may invest directly in the Company and not avail themselves of a nominee service.

Unless otherwise provided by local law, any Shareholder holding Shares in a nominee account with a distributor has the right to claim, at any time, direct title to such Shares.

5.2 Deferral of Redemptions and Conversion

If the total requests for redemption and conversion out of a Compartment on any Calculation Day exceed 10% of the total value of Shares in issue of that Compartment, the Company may decide that redemption and conversion requests in excess of 10% shall be deferred until the next Calculation Day. On the next Calculation Day, or Calculation Days until completion of the original requests, deferred requests will be dealt with in priority to later requests.

5.3 Settlements

Subscriptions will generally be settled in cash. Payment of the Subscription Price must be made in cleared funds on the third Business Day from the relevant Calculation Day, unless otherwise indicated in the Appendices.

However on an exceptional basis the Board of Directors may agree to issue shares as consideration for a contribution in kind of securities, in compliance with the conditions set forth by Luxembourg law, which may in particular provide for the obligation to deliver a valuation report from the auditor of the Company ("*réviseur d'entreprises agréé*") and provided that such securities comply with the investment objectives and policies of the relevant Compartment. Subscription in kind may be accepted in lieu, or in addition to cash payments. All costs and expenses related to the organisation of the contribution in kind of securities shall be borne by the relevant investor(s).

If, on the Settlement Day as determined in the Appendix, banks are not open for business, or an interbank settlement system is not operational, in the country of the currency of the relevant Class, then settlement will be on the next Business Day on which those banks and settlement systems are open.

Confirmation of completed subscriptions, redemptions and conversions will normally be dispatched on the Business Day following the execution of the transaction.

No redemption payments will be made until the original application form and relevant subscription monies have been received from the Shareholder and all the necessary anti-money laundering checks have been completed. Redemption proceeds will be paid on receipt of faxed instructions where such payment is made into the account specified by the Shareholder in the original application form submitted. However, any amendments to the Shareholder's registration details and payment instructions can only be effected upon receipt of original documentation.

5.4 Minimum Subscription and Holding Amounts

A minimum initial and subsequent subscription amount and minimum holding amounts for each Class may be set forth, as further detailed in the Appendices to the Prospectus. The Company has the discretion, from time to time, to waive or reduce any applicable minimum subscription and/or holding amounts.

The right to transfer, redeem or convert Shares is subject to compliance with any conditions (including any minimum subscription or holding amounts and eligibility requirements) applicable to the Class from which the redemption or conversion is being made, and also the Class into which the conversion is to be effected.

The Board of Directors may also, at any time, decide to compulsorily redeem all Shares from Shareholders whose holding is less than the minimum holding amount specified in the relevant Appendix or who fail to satisfy any other applicable eligibility requirements set out above. In such case the Shareholder concerned will receive one month's prior notice so as to be able to increase its holding above such amount or otherwise satisfy the eligibility requirements.

If a redemption or conversion request would result in the amount remaining invested by a Shareholder falling below the minimum holding amount of that Class, such request will be treated as a request to redeem or convert, as appropriate, the Shareholder's total holding in that Class. If the request is to transfer Shares, then that request may be refused by the Company.

The Company may restrict or prevent the ownership of Shares in the Company by any person, firm or corporate body, if in the opinion of the Company such holding (i) may be detrimental to the Company, (ii) if it may result in a breach of any law or regulation, whether Luxembourg or foreign, (iii) if as a result thereof the Company may become exposed to tax disadvantages or other financial disadvantages that it would not have otherwise incurred or (iv) if such person, firm or corporate body would not comply with the eligibility criteria of a given Class. Such persons, firms or corporate bodies to be determined by the Board of Directors.

If the Company becomes aware that a Shareholder is holding Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Company or the Shareholders or would otherwise be detrimental to the interests of the Company or that the Shareholder has become or is a US Person, the Company may, in its sole discretion, redeem the Shares of the Shareholder. "US Person" shall have the meaning given in Regulation S under the U.S. Securities Act of 1933, as amended, and shall mean any national, citizen or resident of the United States of America or of any of its territories or possessions or areas subject to its jurisdiction or any person who is normally resident therein (including the estate of any such person or corporations or partnerships created or organised therein).

Shareholders are required to notify the Company immediately in the event that they are or become US Persons or hold Shares for the account or benefit of US Persons or hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences for the Company or the Shareholders or otherwise be detrimental to the interests of the Company.

Where it appears that a person who should be precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Company may compulsorily redeem all Shares so owned in accordance with the provisions of the Articles.

5.5 Issue of Shares

Subscriptions for Shares can be made in relation to any day that is a Calculation Day for the relevant Compartment. Shares will be allotted at the subscription price of the relevant Class i.e. the net asset value per Share of such Class determined on the applicable Calculation Day for which the request has been accepted plus the applicable subscription fee, if any. Any subscription request shall be irrevocable.

If any sale commissions applied in relation to any particular Compartment, it will be disclosed in the relevant Appendix. The Company might be entitled to receive the sale commission (if any).

Failure to make good settlement by the Settlement Day as determined in the Appendix, may result in the Management Company bringing an action against the defaulting investor or its financial intermediary or deducting any costs or losses incurred by the Company against any existing holding of the applicant in the Company. In all cases any money returnable to the investor will be held by the Company without payment of interest pending receipt of the remittance.

Payment for Shares must be received by the Company in the reference currency of the relevant Class. Requests for subscriptions in any other major freely convertible currency will be accepted.

Investors are advised to refer to the terms and conditions applicable to subscriptions, which may be obtained by contacting the Company.

The Company may also limit the distribution of a given Class or Compartment to specific countries.

The Company may also restrict the distribution of the Company's Shares by distributors or agents who have not been approved.

The Company may also restrict or prevent the ownership of Shares by any person, firm or corporation, if such ownership may be against the interests of the Company or of the majority of Shareholders or of any Compartment or Class therein.

Where it appears that a person who should be precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Company may compulsorily redeem all Shares so owned in accordance with the provisions of the Articles.

The Company may, in its absolute discretion, delay the acceptance of any subscription for Shares of a Class restricted to institutional investors until such date as it has received sufficient evidence of the qualification of the investor as an institutional investor.

5.6 Anti-Money Laundering Procedures

Pursuant to international rules and AML Regulations, obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar agent of a Luxembourg undertaking for collective investment must in principle ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The registrar agent may require subscribers to provide any document it deems necessary to effect such identification.

This identification procedure must be complied with by the Administration Agent, acting as registrar and transfer agent (or the relevant competent agent of registrar and transfer agent) in the case of direct subscriptions to the Company, and in the case of subscriptions received by the Company from any intermediary resident in a country that does not impose on such intermediary an obligation to identify investors equivalent to that required under AML Regulations.

In case of delay or failure by a subscriber to provide the documents required, the application for subscription (or, if applicable, for redemption) will not be accepted. Neither the undertakings for collective investment nor the registrar agent have any liability for delays or failure to process deals as a result of the subscriber providing no or only incomplete documentation.

5.7 Redemption of Shares

Requests for the redemption of Shares can be made in relation to any Calculation Day for the relevant Compartment. Redemptions will be carried out at the redemption price of the relevant Class, i.e. the net asset value per Share of such Class determined on the applicable Calculation Day on which the request has been accepted less the applicable redemption fee, if any. Any redemption request shall be irrevocable.

The Company may carry out any authentication procedures that it considers appropriate relating to a redemption request. This aims to mitigate the risk of error and fraud for the Company, its agents or Shareholders. Where it has not been possible to complete any authentication procedures to its satisfaction, the Company may delay the processing of payment instructions until authentication procedures have been satisfied.

This will not affect the Calculation Day on which the redemption request is accepted and the redemption to be applied. The Company shall not be held responsible to the Shareholder or anyone if it delays execution or declines to execute redemption instructions in these circumstances.

The Board of Directors may, upon request of one or more Shareholders, decide at its full discretion and provided that this does not affect the rights of the remaining Shareholders, to redeem the Shares in all or in part in kind in lieu of paying the redemption price in cash. In the case of several Shareholders redeeming in kind, assets transferred from the Compartments shall be distributed on a *pro rata* basis. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other holders of Shares of the relevant Class or Classes and the valuation used shall be confirmed by a special report of the auditor of the Company. The costs of any such transfers shall be borne by the transferee. The short fall, if any, shall be satisfied in cash. All stamp duties, transfer and registration fees shall be paid by the redeeming Shareholder(s).

Redemption payments will normally be paid in the reference currency of the Class by bank transfer within 3 Business Days of the relevant Calculation Day, unless otherwise indicated in the Appendices. Neither the Company are responsible for any delays or charges incurred at any receiving bank or settlement system. A Shareholder may request, at its own cost and subject to agreement by the Company that their redemption proceeds be paid in a currency other than the reference currency of the relevant Class.

If, in exceptional circumstances, redemption proceeds cannot be paid within the period specified above, payment will be made as soon as reasonably practicable thereafter (not exceeding, however, 10 Business Days) at the redemption price calculated on the relevant Calculation Day, it being understood that the Board of Directors will always ensure the overall liquidity of the Company.

If any redemption fee is applied in relation to any particular Compartment or Class, it will be disclosed in the relevant Appendix. The Company may be entitled to receive the redemption fee (if any).

Shares redeemed by the Company become null and void.

5.8 Conversion of Shares

Subject to any provision under this Prospectus and its Appendices, Shareholders have the right to convert all or part of their Shares of any Class of a Compartment into Shares of another Class of that or another Compartment, by applying for conversion in the same manner as for the subscription and redemption of Shares. Conversions within the Company are permitted provided that the Shareholder satisfies the eligibility requirements and minimum holding amounts set out in the Appendix such other conditions applicable to the contemplated Classes.

Conversion may be requested on a common Calculation Day for the original Class and the contemplated Class. The number of Shares issued upon conversion will be based upon the redemption price of the original Class and the net asset value of the contemplated Class, plus a conversion charge (if any), as disclosed in the relevant Appendix. The Company is entitled to any charges arising from conversions and any rounding adjustment. Any conversion request shall be irrevocable.

5.9 Transfer of Shares

Subject to the restrictions described herein, Shares are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to the relevant Class.

The transfer of Shares may normally be carried out by delivery to the relevant distributor, sales agent or the Company of an instrument of transfer in appropriate form. On the receipt of the transfer request, and after reviewing the endorsement(s), signature(s) may be required to be certified by an approved bank, stock broker or public notary.

The right to transfer Shares is subject to the minimum investment and holding requirements as detailed above and in the Appendix.

Shareholders are advised to contact the relevant distributor, sales agent or the Company prior to requesting a transfer to ensure that they have the correct documentation for the transaction.

6. DIVIDEND POLICY

With respect to capitalisation Classes, the Board of Directors intends to recommend at the annual general meeting the reinvestment of their net assets.

Distributions may take place either in the form of a distribution of dividends or through redemption of Shares according to the rules defined in the Appendices.

With respect to distribution Classes, the Board of Directors may decide to distribute interim dividends in the form of cash in the reference currency of the Class.

No distribution will be made to the extent that it would lead the capital of the Company to fall below EUR 1,250,000.

Distribution proceeds unclaimed after five years from the date of declaration will lapse and revert to the relevant Compartment.

7. MANAGEMENT AND ADMINISTRATION

The Directors of the Company are responsible for its management and supervision including the determination of investment policies.

7.1 Management Company

Pursuant to the Fund Management Agreement, the Company appointed Twenty First Capital as its management company.

Under the Fund Management Agreement, the Management Company provides investment management services, administrative agency, registrar and transfer agency services and marketing, distribution services to the Company, subject to the overall supervision and control of the Board of Directors.

The Management Company was incorporated as a French SAS. The Management Company is registered with the *Registre de Commerce et des Sociétés* under number 534 017 447. The Management Company is authorised and supervised by the *Autorité des Marchés Financiers* since 29 August 2011.

The Fund Management Agreement is concluded for an indefinite period of time and may be terminated by either party upon ninety (90) days prior written notice or forthwith by notice in writing in the specific circumstances provided in such agreement.

The Fund Management Agreement has been concluded for an indefinite duration and may be terminated by either party in writing with three months' notice.

The Management Company shall at all times act in the best interests of the Shareholders and according to the provisions set forth by the Law of 2010, the Prospectus and the Articles.

In fulfilling its responsibilities set forth by the Law of 2010 and the Fund Management Agreement, the Management Company is permitted to delegate all or a part of its functions to third parties, provided that it retains responsibility and oversight over such delegates. The appointment of third parties is subject to the approval of the Company and the CSSF. The Management Company's liability shall not be affected by the fact that it has delegated its functions to third parties.

Third parties to whom such functions have been delegated by the Management Company will be remunerated directly by the Company (out of the assets of the relevant Compartment), except as otherwise provided in the relevant Appendix. The Management Company shall also ensure compliance of the Company with the investment restrictions and oversee the implementation of the investment policy of each Compartment.

The Management Company will receive periodic reports from the Company's service providers in relation to the services which they provide. The Management Company shall also submit its own report to the Board of Directors on a periodic basis and inform the Board of Directors without delay of any non-compliance of the Company with the investment restrictions of each Compartment.

The Management Company may act as the management company of other open-ended collective investment schemes. The names of these other collective investment schemes are available upon request.

In consideration of its services, the Management Company is entitled to receive fees as indicated in the relevant Appendix. These fees shall be calculated based on the net asset value of the Compartment and shall be paid monthly in arrears.

In accordance with the 2014/91/UE Directive, the Management Company has established and applies a remuneration policy and practices that are consistent with, and promote, sound and effective risk management and that does not encourage risk taking which is inconsistent with the risk profile and the Articles of Incorporation of the Company.

The Management Company's remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Company and its investors and includes measures to avoid conflicts of interest.

The Management Company's remuneration policy and practices include fixed and variable components of salaries and discretionary pension benefits and apply to those categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls within the remuneration bracket of senior management and risk takers whose professional activities have a material impact on the risk profiles of the Management Company or of the Company.

If and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Company managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period.

The details of the Management Company's remuneration policy are available on the following website <http://www.twentyfirstcapital.com/Regulatory-Information>. A paper copy of the remuneration policy will be made available free of charge to the investors of the Company upon request to the Management Company.

(a) Conflicts of Interest

For the purpose of identifying the types of conflict of interest that arise in the course of providing services and activities and whose existence may damage the interest of the Company, the Management Company will take into account, by way of minimum criteria, the question of whether the Management Company or a relevant person, or a person directly or indirectly linked by way of control to the Management Company, is in any of the following situations, whether as a result of providing collective portfolio management activities or otherwise:

- (i) the Management Company or that person is likely to make a financial gain, or avoid a financial loss, at the expense of the Company;
- (ii) the Management Company or that person has an interest in the outcome of a service or an activity provided to the Company or another client or of a transaction carried out on behalf of the Company or another client or, which is distinct from the Company interest in that outcome;
- (iii) the Management Company or that person has a financial or other incentive to favour the interest of another client or group of clients over the interests of the Company;
- (iv) the Management Company or that person carries on the same activities for the Company and for another client or clients which are not UCITS; and
- (v) the Management Company or that person receives or will receive from a person other than the Company an inducement in relation to collective portfolio management activities provided to the Company, in the form of monies, goods or services, other than the standard commission or fee for that service.

When identifying any potential types of conflict of interests, the Management Company will take into account

- (i) the interests of the Management Company, including those deriving from its belonging to a group or from the performance of services and activities, the interests of the clients and the duty of the Management Company towards the Company as well as
- (ii) the interests of two or more managed UCITS.

The summary description of the strategies referred to in that paragraph will be made available to the investors on request

(b) Best Execution

The Management Company will act in the best interests of the Company when executing decision to deal on behalf of the Company in the context of the portfolio management of the Compartment. For that purpose the Management Company will take all reasonable steps to obtain the best possible results for the Company, taking into account price, costs, speed, likelihood of execution and settlement, order size and nature, or any other consideration relevant to the execution of the order (best execution).

The relative importance of such factors will be determined by reference to the following criteria:

- (i) the objectives, investment policy and risks specific to the Company,
- (ii) the characteristics of the order.

7.2 The Investment Manager(s)

For the definition of the investment policy and the management of some of the Company's Compartments, the Management Company may be assisted by one or several investment managers (the "**Investment Manager(s)**").

Pursuant to the investment management agreements, the Management Company has, with the consent of the Board of Directors, expressly delegated to the Investment Manager(s) the discretion, on a daily basis but subject to the overall control and responsibility of the Management Company and the Company, to purchase and sell securities as agent for the Company and otherwise to manage the portfolios of some of the Compartments for the account and in the name of the Company.

Pursuant to the investment management agreement specified below, the Management Company, with the consent of the Company, has appointed the following Investment Manager to manage the assets of the following sub-fund pursuant to the investment objective and policy:

- Q Capital Management Limited for the Compartment Twenty First Capital Luxembourg SICAV - Q Capital Managed Futures Fund pursuant to the agreement dated May 12, 2017.

In consideration of its services, the Investment Manager is entitled to receive fees as indicated in the relevant Appendix.

Q Capital Management Limited is an asset management company headquartered in Toronto, Canada and is registered as a Commodity Trading Manager with the Ontario Securities Commission, a Commodity Trading Advisor with the U.S. Commodity Futures Trading Commission and is a member of the National Futures Association. The Chief Investment Officer and founder of the Investment Manager is Mr. Pierre Villeneuve. Prior to forming Q Capital, Mr. Villeneuve co-founded Mapleridge Capital in 1998, a highly successful quantitative hedge fund management business that traded in global futures instruments by employing sophisticated statistical analysis and modelling of market data. Mr. Villeneuve has also been a frequently invited speaker at industry events and presented research at conferences. The core results of research presented on correlation between short term trading managers was published in the book: *Managed Futures For Institutional Investors* written by Galen Burghart and Brian Walls, published in 2011. Mr. Villeneuve received a Bachelor of Mathematics Honours (Computer Science) from the University of Waterloo in 1986 and a Master's Degree in Business Administration (Finance) from the Schulich School of Business in 1991. He is also a member in good standing with the CFA institute.

7.3 Administration Agent

Pursuant to the Services Agreement, the Management Company appointed CACEIS Bank, Luxembourg Branch as administration agent of the Company.

Pursuant to the Domiciliary Services Agreement, the Company appointed CACEIS Bank, Luxembourg Branch as its domiciliary agent.

These agreements have been concluded for an indefinite duration and may be terminated by either party in writing with three (3) months' notice for the Services Agreement and not less than six (6) months prior to the date upon which such termination becomes effective regarding the Domiciliary Services agreement.

In its capacity as Administration Agent, CACEIS Bank, Luxembourg Branch shall notably perform the calculation of the net asset value per Shares for each existing Class or Compartment, management of accounts, the preparation of the annual and semi-annual financial statements and execute all tasks required as central administration.

In its capacity as the transfer and registration agent of the Company, CACEIS Bank, Luxembourg Branch shall in particular execute subscription, redemption and conversion applications and keep and maintain the register of Shareholders of the Company. In such capacity it is also responsible for supervising anti-money laundering measures under the AML Regulations. CACEIS Bank, Luxembourg Branch may request documents necessary for identification of investors.

For its services under the Services Agreement and the Domiciliary Services agreement, CACEIS Bank, Luxembourg Branch shall receive remuneration as further described in the relevant Appendix.

7.4 Depositary

CACEIS Bank, Luxembourg Branch acts as a branch of CACEIS Bank, a public limited liability company (*société anonyme*) incorporated under the laws of France, having its registered office located at 1-3, place Valhubert, 75013 Paris, France, registered with the French Register of Trade and Companies under number 692 024 722 RCS Paris. It is an authorised credit institution supervised by the European Central Bank ("ECB") and the *Autorité de contrôle prudentiel et de résolution* ("ACPR"). It is further authorised to exercise through its Luxembourg branch banking and central administration activities in Luxembourg. CACEIS Bank, Luxembourg Branch acting as a branch of CACEIS Bank, is acting as Depositary of the Company in accordance with the Depositary Agreement and the relevant provisions of the Law of 2010 and applicable laws and regulations.

Investors may consult upon request at the registered office of the Company, the Depositary Agreement to have a better understanding and knowledge of the limited duties and liabilities of the Depositary.

The Depositary has been entrusted with the custody and/or, as the case may be, recordkeeping of the Compartments' assets, and it shall fulfil the obligations and duties provided for by Part I of the Law of 2010. In particular, the Depositary shall ensure an effective and proper monitoring of the Company' cash flows.

In due compliance with applicable laws and regulations the Depositary shall:

- (i) ensure that the sale, issue, re-purchase, redemption and cancellation of units of the Company are carried out in accordance with the applicable national law and regulations or the Articles;
- (ii) ensure that the value of the Shares is calculated in accordance with applicable laws and regulations, the Articles and the procedures laid down in the UCITS Directive;
- (iii) carry out the instructions of the Company, unless they conflict with applicable laws and regulations, or the Articles;

- (iv) ensure that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits; and
- (v) ensure that an Company's income is applied in accordance with applicable laws and regulations and the Articles.

The Depositary may not delegate any of the obligations and duties set out in (i) to (v) of this clause.

In compliance with the provisions of the UCITS Directive, the Depositary may, under certain conditions, entrust part or all of the assets which are placed under its custody and/or recordkeeping to correspondents or third party custodians as appointed from time to time. The Depositary's liability shall not be affected by any such delegation, unless otherwise specified, but only within the limits as permitted by the Law of 2010.

A list of these correspondents /third party custodians are available on the website of the Depositary (www.caceis.com, section "*veille réglementaire*"). Such list may be updated from time to time. A complete list of all correspondents/third party custodians may be obtained, free of charge and upon request, from the Depositary. Up-to-date information regarding the identity of the Depositary, the description of its duties and of conflicts of interest that may arise, the safekeeping functions delegated by the Depositary and any conflicts of interest that may arise from such a delegation are also made available to investors on the website of the Depositary, as mentioned above, upon request. There are many situations in which a conflict of interest may arise, notably when the Depositary delegates its safekeeping functions or when the Depositary also performs other tasks on behalf of the Company, such as administrative agency and registrar agency services. These situations and the conflicts of interest thereto related have been identified by the Depositary. In order to protect the Company's and its Shareholders' interests and comply with applicable regulations, a policy and procedures designed to prevent situations of conflicts of interest and monitor them when they arise have been set in place within the Depositary,

aiming namely at:

- (a) identifying and analysing potential situations of conflicts of interest;
- (b) recording, managing and monitoring the conflict of interest situations either in:
 - relying on the permanent measures in place to address conflicts of interest such as maintaining separate legal entities, segregation of duties, separation of reporting lines, insider lists for staff members; or
 - implementing a case-by-case management to (i) take the appropriate preventive measures such as drawing up a new watch list, implementing a new Chinese wall, making sure that operations are carried out at arm's length and/or informing the concerned Shareholders of the Company, or (ii) refuse to carry out the activity giving rise to the conflict of interest.

The Depositary has established a functional, hierarchical and/or contractual separation between the performance of its UCITS depositary functions and the performance of other tasks on behalf of the Company, notably, administrative agency and registrar agency services.

The Company and the Depositary may terminate the Depositary Agreement at any time by giving ninety (90) days' notice in writing. The Company may, however, dismiss the Depositary only if a new depositary bank is appointed within two months to take over the functions and responsibilities of the Depositary. After its dismissal, the Depositary must continue to carry out its functions and

responsibilities until such time as the entire assets of the Compartments have been transferred to the new depositary bank.

The Depositary has no decision-making discretion nor any advice duty relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of this Prospectus and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus or the validity of the structure and investments of the Company.

8. CHARGES & EXPENSES

The Company shall bear the following expenses:

- all taxes which may be payable on the assets, income and expenses chargeable to the Company;
- standard brokerage fees and bank charges originating from the Company's business transactions; all fees due to the Board of Directors;
- all fees due to the Management Company, the Investment Manager (if any) and the Principal Placement Agent, the Administration Agent and the Depositary as further described in the relevant Appendix;
- all fees due to the auditor of the Company;
- all fees due to the legal advisors or similar administrative charges, incurred by the Company, the Management Company and the Depositary for acting on behalf of the Shareholders;
- all reasonable expenses of the Board of Directors, the Management Company, the Administration Agent and the Depositary;
- all expenses connected with publications and the supply of information to Shareholders, in particular the cost of printing global certificates and proxy forms for general meetings for the Shareholders, the cost of publishing the issue and redemption prices, and also the cost of printing, the distribution of the annual and semi-annual reports, the Prospectus as well as the KIID, including translation costs;
- all expenses involved in registering and maintaining the registration of the Company with all governmental agencies and stock exchanges;
- all fees due to any sub-paying agent, to representatives in foreign countries and any other agents,
- The costs related to extraordinary measures, in particular any expertise or trial aiming at the protection of the Shareholders' interests.

Any costs incurred by the Company, which are not attributable to a specific Compartment, will be charged to all Compartments in proportion to their net assets. Each Compartment will be charged with all costs or expenses directly attributable to it.

9. TAXATION

9.1 The Company

Under current law and practice, the Company is not liable to any Luxembourg income tax, nor are dividends paid by the Company liable to any Luxembourg withholding tax.

However, any Class available to all investors is liable in Luxembourg to a "taxe d'abonnement" of 0.05% per annum of its net assets, such tax being payable quarterly and calculated on the total net asset value of each Class at the end of the relevant quarter.

Any Class reserved to institutional investors is liable in Luxembourg to a "taxe d'abonnement" of 0.01% per annum of their net assets. Such tax being payable quarterly and calculated on the total net asset value of each Class at the end of the relevant quarter.

For Compartments whose exclusive policy is the investment in money market instruments, qualify for the reduced "taxe d'abonnement" of 0.01% per annum.

No tax is payable in Luxembourg on realised or unrealised capital appreciation of the assets of the Company. Although the Company's realised capital gains, whether short- or long-term, are not expected to become taxable in another country, the Shareholders must be aware and recognise that such a possibility, though quite remote, is not totally excluded.

The regular income of the Company from some of its securities as well as interest earned on cash deposits in certain countries may be liable to withholding taxes at varying rates, which normally cannot be recovered.

As a result of recent developments in EU law concerning the scope of the VAT exemption for management services rendered to investment funds, VAT on some of the fees paid out of the assets of the Company to remunerate service providers might be applied.

9.2 Shareholders

(a) Taxation of Luxembourg resident shareholders

(i) Individual shareholders

Dividends and other payments derived from the Shares by resident individuals shareholders, who act in the course of the management of either their private wealth or their professional / business activity, are subject to income tax at the progressive ordinary rate with a top effective marginal rate for the year 2014 of 40% per cent for a taxable income of more than EUR 100.000 (class 1 and 1a taxpayers) / EUR 200.000 (class 2 taxpayers, i.e. household of 2 persons). The maximum aggregate income tax rate will thus be of 42.8% (including the solidarity surcharge of 7%) for a taxable income ranging from EUR 100,000 to EUR 150,000 for class 1 and 1a taxpayers (or EUR 200,000 to EUR 300,000 for class 2 taxpayers) and 43.6% (including the solidarity surcharge of 9%) for a taxable income exceeding EUR 150,000 for class 1 and 1a taxpayers (or EUR 300,000 for class 2 taxpayers). Under current Luxembourg tax laws, 50 per cent of the gross amount of dividends received by resident individuals from (i) a fully-taxable Luxembourg resident company limited by share capital (*société de capitaux*), (ii) a company limited by share capital (*société de capitaux*) resident in a State with which Luxembourg has concluded a double tax treaty and liable to a tax corresponding to Luxembourg corporate income tax or (iii) a company resident in a EU Member State and covered by Article 2 of the EU Parent-Subsidiary Directive is exempt from income tax.

Capital gains realised on the disposal of the Shares by resident individual shareholders, who act in the course of the management of their private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative gains and are subject to income tax at ordinary rates if the Shares are disposed of within six months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual shareholder holds, either alone or together with his spouse/partner and/or minor children, directly or indirectly at any time within the five years preceding the disposal, more than ten per cent of the share capital of the Company. Capital gains realised on a substantial participation more than six months after the acquisition thereof are subject to income tax according to the half-global rate method, (i.e. the average rate applicable to the total income is

calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realised on the substantial participation). A shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within five years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the Shares.

Capital gains realised on the disposal of the Shares by resident individual shareholders, who act in the course of their professional / business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

(ii) Luxembourg resident corporate shareholders

Dividends and other payments derived from the Shares by a Luxembourg fully-taxable resident company are subject to corporate income tax and municipal business tax at the aggregate rate of 29.22% (for the municipality of Luxembourg-city).

Capital gains realised by a Luxembourg fully-taxable resident company on the Shares are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

The Shares are subject to net wealth tax in the hands of a Luxembourg fully-taxable resident company (levied annually at the rate of 0.5%, computed on the net asset value of the Luxembourg company as at 1 January of each year).

(iii) Tax exempt shareholders

A shareholder who is either (i) an undertaking for collective investment subject to the Law of 2010, (ii) a specialised investment fund governed by the law of 13 February 2007, or (iii) a family wealth management company governed by the law of 11 May 2007, is exempt from income tax in Luxembourg. Dividends derived from and capital gains realised on the Shares are thus not subject to income tax in their hands.

(b) Taxation of Luxembourg non-residents shareholders

Non-resident shareholders who have neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the Shares are attributable are not liable to any taxation in Luxembourg in relation to the holding, sale, redemption or transfer of the Shares, subject to the application of the Council Directive 2003/48/EC regarding the taxation of savings income (see Section 11.2 (d) below).

Dividends received by a Luxembourg permanent establishment or permanent representative, as well as capital gains realised on the Shares, are subject to Luxembourg income tax at ordinary rates.

(c) Inheritance tax and gift tax

Under Luxembourg tax law, where an individual shareholder is a resident of Luxembourg for inheritance tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes.

(d) EU Savings Directive

The Council of the European Union adopted, on 3 June 2003, the EU Savings Directive. Under the EU Savings Directive, Member States are required to provide tax authorities of another Member State with details of payments of interest or other similar income paid by a person within its jurisdiction to an individual resident in that other Member State.

The Grand Duchy of Luxembourg has decided to amend the Law of 2005 and to end as from 1 January 2015 the transitional period foreseen in the EU Savings Directive where account holders could opt between the exchange of information and the withholding tax to introduce automatic exchange of information on interest payments made by a paying agent established in Luxembourg. According to article 8 of the EU Savings Directive, the paying agent will report to the Luxembourg tax authorities the following information regarding the beneficial owner of the payment:

- Identity and residence of the beneficial owner;
- Name and address of the paying agent;
- Account number of the beneficial owner or where there is none, identification of the debt claim giving rise to the interest;
- The total amount of interest or similar income or sales price or repurchase price or repayment price.

The Luxembourg tax authorities will automatically transmit this information to the competent authority of the Member State where the recipient is established. The communication of information shall be automatic and shall take place at least once a year within six months following the end of the tax year of the Member State of the paying agent, for all interest payments made during that year. The first exchange of information will take place in 2016 regarding payments made in 2015.

In March 2014, the Council of the European Union adopted a new directive amending and broadening the scope of the EU Savings Directive in various respects, including extending the EU Savings Directive to non-UCITS and non-UCITS equivalent funds. However, on 10 November 2015 the EU Savings Directive was generally repealed by the European Council with effect from 1 January 2016 (Council Directive (EU) 2015/2060). As such, the EU Savings Directive will from such date only apply to residual payments not yet reported until 5 October 2016 or until those obligations have been fulfilled and will continue to apply to Austria for an additional one year period until 1 January 2017 having regard to the Austrian derogation. This follows revisions to the Administration Cooperation Directive providing for the automatic exchange of financial account information between Member States and the new CRS (referred to below). The revised Administration Cooperation Directive took effect on 1 January 2016.

Whilst Austria has been allowed a derogation under the Administration Cooperation Directive which allows it to delay the application of that directive by one year until 1 January 2017, Austria has announced that it will not make full use of the derogation. Instead, Austria is to exchange information by September 2017, albeit on a limited set of accounts, while retaining the derogation in other cases. Therefore, Austrian paying agents must continue to apply the provisions of the EU Savings Directive during the period of derogation, except for those accounts to which the Administration Cooperation Directive applies.

The foregoing is only a summary of the implications of the EU Savings Directive, the Law of 2005 and the Administration Cooperation Directive, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the EU Savings Directive, the Law of 2005 and the Administration Cooperation Directive.

(e) The CRS

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the CRS to address the issue of offshore tax evasion on a global basis. Aimed at maximizing efficiency and reducing cost for financial institutions, the CRS provides a common standard for due diligence, reporting and exchange of financial account information. Pursuant to the CRS, participating jurisdictions will obtain from reporting financial institutions, and automatically exchange with exchange partners on an annual basis, financial information with respect to all reportable accounts identified by financial institutions on the basis of common due diligence and reporting procedures. The first information exchanges are expected to begin in 2017. The Grand Duchy of Luxembourg has implemented the CRS. As a result the Company will be required to comply with the CRS due diligence and reporting requirements, as adopted by the Grand Duchy of Luxembourg. Investors may be required to provide additional information to the Company to enable the Company to satisfy its obligations under the CRS. Failure to provide requested information may subject an investor to liability for any resulting penalties or other charges and/or mandatory termination of its interest in the Company.

The Company may take such action as it considers necessary in accordance with applicable law in relation to an investor's holding to ensure that any withholding tax payable by the Company, and any related costs, interest, penalties and other losses and liabilities suffered by the Company, the Administration Agent, the Management Company or any other investor, or any agent, delegate, employee, director, officer or affiliate of any of the foregoing persons, arising from such investor's failure to provide the requested information to the Company, is economically borne by such investor.

9.3 FATCA

(a) General Rules and Legal background

FATCA is part of the U.S. Hiring Incentives to Restore Employment Act. It is designed to prevent U.S. tax payers from avoiding U.S. tax on their income by investing through foreign financial institutions and offshore funds.

FATCA applies to so called Foreign Financial Institutions (“**FFIs**”), which notably include certain investment vehicles (“**Investment Entities**”), among which a UCITS.

According to the FATCA Rules, FFIs, unless they can rely under ad-hoc lighter or exempted regimes, need to report to the IRS certain holdings by/ and payments made to a/ certain U.S. investors b/ certain U.S. controlled foreign entity investor, c/ non U.S. financial institution investors that do not comply with their own obligations under FATCA and d/clients that are not able to document clearly their FATCA status. Investors not properly documented or not complying with their FATCA obligations may also suffer a 30% withholding tax on so called "withholdable payments"

On 24 March 2014, the Luxembourg and U.S. governments entered into a Model I IGA which aims to coordinate and facilitate the reporting obligations under FATCA with other U.S. reporting obligations of Luxembourg financial institutions.

According to the terms of the IGA, Reporting Luxembourg FFIs will have to report to the Luxembourg tax authorities instead of directly to the IRS. Information will be communicated onward by the Luxembourg authorities to the IRS under the general information exchange provisions of the U.S. Luxembourg income tax treaty.

(b) Other parties

Additional intergovernmental agreements similar to the IGA have been entered into or are under discussion by other jurisdictions with the U.S. Investors holding investments via distributors or custodians that are not in Luxembourg or in another IGA country should check with such distributors or

custodians as to the distributor's or custodian's intention to comply with FATCA. Additional information may be required by the Company, custodians or distributors from certain investors in order to comply with their obligations under FATCA or under an applicable IGA.

The foregoing is only a summary of the implications of FATCA, is based on the current interpretation thereof and does not purport to be complete in all respects.

Investors should contact their own tax adviser regarding the application of FATCA to their particular circumstances.

10. GENERAL INFORMATION

10.1 Organisation

The Company is an investment company organised as a *société anonyme* under the laws of the Grand Duchy of Luxembourg and qualifies as a *société d'investissement à capital variable* subject to Part I of the Law of 2010. The Company was incorporated in Luxembourg on 22 May 2015. The Company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B 197.170. The Articles were published in the Luxembourg legal gazette (*RESA* (formerly (*Mémorial C*), *Recueil électronique des Sociétés et Associations*) on 4 June 2015.

The minimum capital of the Company required by Luxembourg law is 1,250,000 EUR.

10.2 The Shares

Fractional entitlements to Shares will be rounded up to 4 decimal places, unless otherwise provided in the relevant Appendix. Subject to the restrictions described herein, Shares in each Compartment are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to each Class of the relevant Compartment. The rules governing such allocation are set forth under 5. "Allocation of Assets and Liabilities among the Compartments".

The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights and each one is entitled to one vote at all meetings of Shareholders.

Should the Shareholders, at an annual general meeting, decide any distributions in respect of distribution Shares (if issued) these will be paid within one month of the date of the annual general meeting. Under Luxembourg law, no distribution may be decided as a result of which the net assets of the Company would become less than the minimum provided for under Luxembourg law.

10.3 Meetings

The annual general meeting of Shareholders will be held at the registered office of the Company in Luxembourg on the second Tuesday of April of each year at 11 am. If such day is a legal or a bank holiday in Luxembourg, the annual general meeting shall be held on the next following business day in Luxembourg.

Each Share confers the right to one vote. The vote on the payment of a dividend on a particular Class requires a separate majority vote from the meeting of Shareholders of the Class concerned. Any change in the Articles affecting the rights of a Compartment must be approved by a resolution of both the general meeting of the Company and the Shareholders of the Compartment concerned.

The Management Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders' meetings if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an

intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

10.4 Reports and Accounts

Audited annual reports shall be issued within 4 months following the end of the accounting year and unaudited semi-annual reports shall be issued within 2 months following the period to which they refer. The annual and semi-annual reports shall be made available at the registered offices of the Company, the Depositary, the representatives and paying agents during ordinary office hours. The Company's accounting year ends on 31 December each year. The first audited report shall be issued as of 31 December 2015 and the first unaudited semi-annual report shall be issued as of 30 June 2016. The reference currency of the Company is the EUR. The aforesaid reports will comprise consolidated accounts of the Company expressed in EUR as well as individual information on each Compartment expressed in its Reference Currency.

10.5 Allocation of assets and liabilities among the Compartments

For the purpose of allocating the assets and liabilities between the Compartments, the Board of Directors has established a pool of assets for each Compartment in the following manner:

1. the proceeds from the issue of each Share of each Compartment are to be applied in the books of the Company to the pool of assets established for that Compartment and the assets and liabilities and income and expenditure attributable thereto are applied to such pool subject to the provisions set forth hereafter;
2. Where any asset is derived from another asset, such derivative asset is applied in the books of the Company to the same pool as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant pool;
3. Where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability is allocated to the relevant pool;
4. in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability is allocated to all the pools in equal parts or, if the amounts so justify, pro rata to the net asset values of the relevant Compartments;
5. upon the payment of dividends to the holders of Shares in any Compartment, the net asset value of such Compartment shall be reduced by the amount of such dividends.

If there have been created within each Compartment different Classes, the rules shall *mutatis mutandis* apply for the allocation of assets and liabilities amongst Classes.

10.6 Determination of the net asset value

The net asset value per Shares of each Compartment shall be expressed in its Reference Currency. The net asset value shall be determined by the Administration Agent on each Calculation Day and on any such day that the Board of Directors may decide from time to time by dividing the net assets of the Company attributable to each Class by the number of outstanding Shares of that Class.

The Administration Agent calculates the net asset value per Share in each Compartment on the Calculation Day as defined in the Appendix. In order to avoid market timing in their units, and prevent arbitrage opportunities, where the Compartment is a Feeder Compartment, the Calculation Day shall be the same day as the Calculation Day of the Master Fund.

The calculation of the net asset value of the Shares of any Compartment and the issue, redemption, and conversion of the Shares of any Compartment may be suspended in the following circumstances, in addition to any circumstances provided for by law:

- during any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed which is the principal market or stock exchange for a significant part of the Compartment's investments, or in which trading is restricted or suspended,
- during any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of the Compartment, or it is impossible to transfer money involved in the acquisition or disposal of investments at normal rates of exchange, or it is impossible to fairly determine the value of any assets in the Compartment,
- during any breakdown in the means of communication normally employed in determining the price of any of the Compartment's investments or the current prices on any stock exchange,
- when for any reason beyond the control of the Board of Directors, the prices of any investment held by the Compartment cannot be reasonably, promptly or accurately ascertained, or,
- during any period when remittance of money which will or may be involved in the purchase or sale of any of the Compartment's investments cannot, in the opinion of the and/or the Board of Directors, be effected at normal rates of exchange;
- when calculating the net asset value of a UCITS/UCIs in which the Company has invested a substantial portion of the assets of one or more Compartments or one or more classes is suspended or unavailable, or where the issue, redemption or conversion of shares or units of such UCITS or other UCI is suspended or restricted;
- in the event of the publication of the convening notice to a general meeting of Shareholders at which a resolution to wind up or merge the Company or one or more Compartment(s) is to be proposed or;
- during any period when in the opinion of the Directors of the Company there exist circumstances outside the control of the Company where it would be impracticable or unfair towards the Shareholders to continue dealing in Shares of any Compartment.

Furthermore, a Feeder Compartment may temporarily suspend the redemption, reimbursement or subscription of its Shares, when its master UCITS temporarily suspends the redemption, reimbursement or subscription of its shares/units, whether this be at its own initiative or at the request of its competent authorities, for a period identical to the period of suspension imposed on the master UCITS.

The suspension of the calculation of the net asset value and of the issue, redemption, and conversion of shares shall be published in a daily newspaper in Luxembourg and in another newspaper generally available in jurisdictions in which the Company is registered.

The value of the assets of each Compartment is determined as follows:

- I. The assets of the Company contain the following:
 1. all fixed-term deposits, money market instruments, cash in hand or cash expected to be received or cash contributions including interest accrued;
 2. all debts which are payable upon presentation as well as all other money claims including claims for purchase price payment not yet fulfilled that arise from the sale of investment fund Shares or other assets;

3. all investment fund Shares;
4. all dividends and distributions due in favour of the Company, as far as they are known to the Company;
5. all interest accrued on interest-bearing securities that the Company holds, as far as such interest is not contained in the principal claim;
6. all financial rights which arise from the use of derivative instruments;
7. the provisional expenses of the Company, as far as these are not deducted, under the condition that such provisional expenses may be amortised directly from the capital of the Company;
8. all other assets of what type or composition, including prepaid expenses.

The value of such assets is fixed as follows:

1. Investment funds are valued at their net asset value.
2. Liquid assets are valued at their nominal value plus accrued interest.
3. Fixed term deposits are valued at their nominal value plus accrued interest. Fixed term deposits with an original term of more than 30 calendar days can be valued at their yield adjusted price if an arrangement between the Company and the bank, with which the fixed term deposit is invested has been concluded including that the fixed term deposits are terminable at any time and the yield adjusted price corresponds to the realisation value. Other money market instruments with a residual maturity of no more than 12 months are valued as follows (linear valuation): the determining rate for these investments will be gradually adapted during repayment starting from the net acquisition price and keeping the resulting return constant. If there are notable changes in market conditions, the bias for valuation of money market instruments will be adapted to new market returns.
4. Commercial papers are valued at their nominal value plus accrued interest. Commercial papers with an original term of more than 90 calendar days can be valued at their yield adjusted price if an arrangement between the Company and the bank, with which the commercial paper is invested has been concluded including that the commercial papers are terminable at any time and the yield adjusted price corresponds to the realisation value.
5. Securities or financial instruments admitted for official listing on a Regulated Market are valued on the basis of the last available closing price at the time when the valuation is carried out. If the same security is quoted on a Regulated Markets, the quotation on the principal market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be made in good faith by the Board of Directors or their delegate.
6. Unlisted securities or financial instruments are valued on the basis of their probable value realisation as determined by the Board of Directors or their delegate using valuation principles which can be examined by the auditor of the Company, in order to reach a proper and fair valuation of the total assets of each Compartment.
7. Any other assets are valued on the basis of their probable value realisation as determined by the Board of Directors or their delegate using valuation principles which can be examined by the auditor of the Company, in order to reach a proper and fair valuation of the total assets of each Compartment.
8. OTC derivative financial instruments must be value at their «fair value» in accordance with CSSF Circular 08/356.
9. Units or shares of the Master Fund will be valued at their last determined and available net asset value.

10. In the event that it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, the Board of Directors or their delegate shall be entitled to use other generally recognised valuation principles which can be examined by an auditor, in order to reach a proper valuation of the total assets of each Compartment.

II. The liabilities of the Company contain the following:

1. all loans, bills of exchange and other sums due, including deposits of security such as margin accounts, etc. in connection with the use of derivative instruments; and
2. all administrative expenses that are due or have been incurred, including the costs of formation and registration at the registration offices as well as legal fees, auditing fees, all fees owed to the Management Company, the Administration Agent, the Investment Manager (if any), the Depositary and all other representatives and agents of the Company, the costs of mandatory publications, the Prospectus and the KIID, conclusions of transactions and other documents which are made available to the Shareholders. If the fee rates agreed between the Company and the employed service providers (such as the Management Company, the Administration Agent, Depositary or Investment Manager (if any)) for such services deviate with regard to individual Classes, the corresponding varying fees shall be charged exclusively to the respective Class; and
3. all known liabilities, whether due or not, including dividends that have been declared but not yet been paid; and
4. a reasonable sum provided for taxes, calculated as of the day of the valuation as well as other provisions and reserves approved by the Board of Directors; and
5. all other liabilities of the Company, of whatever nature, vis-à-vis third parties; however, each Compartment shall be exclusively responsible for all debts, liabilities and obligations attributable to it.

For the purpose of valuing its liabilities, the Company may include all administrative and other expenses of a regular or periodic nature by valuing these for the entire year or any other period and apportioning the resulting amount proportionally to the respective expired period of time. The method of valuation may only apply to administrative or other expenses which concern all of Shares equally.

For the purpose of valuation within the scope of this chapter, the following applies:

1. Shares that are redeemed in accordance with the provisions under "issue, redemption and conversion of shares" above shall be treated as existing Shares and shall be posted until immediately after the point in time set by the Board of Directors for carry out the valuation; from this point in time until the price is paid, they shall be treated as a liability of the Company; and
2. All investments, cash in hand and other assets of any fixed assets that are not in the denomination of the Class concerned shall be converted at the exchange rate applicable on the day of the calculation of net asset value, taking into consideration their market value; and
3. On every Calculation Day, all purchases and sales of securities which were contracted by the Company on this very Calculation Day must be included in the valuation to the extent possible.

10.7 Liquidation / Merger of Compartments

The Board of Directors may decide to liquidate any Compartment if, in its reasonable judgement, the protection of the interests of Shareholders require so. This will be the case when 1/ net assets of the Compartment have not reached or later on, have decreased to an amount which does not allow such a Compartment to be operated in an economically efficient manner; or 2/ a change in the economic or political situation relating to the Compartment concerned would justify such liquidation.

The decision of the liquidation will be notified to the Shareholders concerned prior to the effective date of the liquidation and the notification will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of the Shareholders of the Compartment concerned, the latter may continue to request redemption or conversion of their Shares on the basis of the applicable net asset value, taking into account the estimated liquidation expenses. Formation expenses will be fully amortized.

Assets which could not be distributed to their beneficiaries upon the close of the liquidation of the Compartment will be deposited with the *Caisse de Consignation* on behalf of their beneficiaries.

In accordance with the provisions of the Law of 2010 applying to a Compartment qualifying as Feeder Compartment, the Feeder Compartment shall be liquidated upon the Master Fund being either liquidated, divided into two or more UCITS or merged with another UCITS, unless the CSSF approves either (a) the investment of at least 85 % of the assets of the Feeder Compartment into units of another master Fund, or (b) the Feeder Compartment's conversion into a UCITS which is not a feeder UCITS within the meaning of the Law of 2010.

Termination of a Compartment for other reasons than those mentioned in the preceding paragraph, may be effected only upon prior approval by the Shareholders of the Compartment to be terminated, at a duly convened Compartment's Shareholders meeting which may be validly held without quorum and may decide by a simple majority of the Shareholders of the relevant Compartment present or represented.

The Board of Directors may decide to merge any Compartment into another Compartment or into another UCITS or a compartment within such UCITS (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) in compliance with the procedures laid down in the Law of 2010.

Any merger will be carried out in accordance with the provisions and requirements of the Law of 2010 which governs all the consequences arising therefrom.

10.8 Liquidation of the Company

The Company is incorporated for an unlimited period. Dissolution and liquidation shall normally be decided upon by an extraordinary general meeting of Shareholders.

Such a meeting must be convened by the Board of Directors within 40 calendar days if:

- the net assets of the Company become less than two thirds of the minimum capital required by the Law of 2010. In this case the meeting, for which no quorum shall be required, shall decide on the dissolution by a simple majority of Shares represented at the meeting;
- the net assets of the Company fall below one quarter of the minimum capital, in which case the dissolution may be resolved by Shareholders holding one quarter of the Shares at the meeting.

In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators appointed by the meeting of Shareholders. Liquidators will proceed to the liquidation of the Compartment(s) portfolio in the best interests of the Shareholders and Shareholders will receive the net proceeds of liquidation. The net liquidation proceeds of each Compartment shall be distributed to the Shareholders of the relevant Compartment in proportion to their respective holdings.

At the close of liquidation, the proceeds of liquidation corresponding to liquidation proceeds that could not be repaid, will be kept in escrow at the *Caisse de Consignation* in Luxembourg. Amounts not claimed within the prescribed period are liable to be forfeited in accordance with the provisions of Luxembourg law.

10.9 Material Contracts

The following material contracts have been entered into:

1. the Fund Management Agreement;
2. the Depositary Agreement.
3. the Domiciliary Services Agreement; and
4. the Services Agreement.

10.10 Documents

Copies of the contracts mentioned above are available for inspection, and copies of the Articles, the current Prospectus, the KIIDs and the latest financial reports may be obtained free of charge during normal office hours at the registered office of the Company in Luxembourg and on the Management Company's website at www.twentyfirstcapital.com.

10.11 Complaints Handling

Shareholders may file complaints free of charge with the Management Company in an official language of their home country.

Shareholders can access the complaints handling procedure upon request at the registered office of the Management Company and on the Management Company's website at www.Twentyfirstcapital.com

APPENDICES TO THE PROSPECTUS - COMPARTMENTS

The Compartments are the following:

- Twenty First Capital Luxembourg SICAV - TFC Tactical Long/Short Fund
- Twenty First Capital Luxembourg SICAV - TFC DharmaResearch Equity Fund
- Twenty First Capital Luxembourg SICAV - TFC DharmaResearch Fixed Income Fund
- Twenty First Capital Luxembourg SICAV - Exclusif 21
- Twenty First Capital Luxembourg SICAV - Rendement Euro Plus
- Twenty First Capital Luxembourg SICAV - Smidcaps Flex
- Twenty First Capital Luxembourg SICAV - Shânti GEM Bonds
- Twenty First Capital Luxembourg SICAV - Shânti IndiAsean
- Twenty First Capital Luxembourg SICAV - Q Capital Managed Futures Fund

APPENDIX I
Twenty First Capital Luxembourg SICAV -
TFC Tactical Long/Short Fund

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

Investors must have a medium to long-term investment horizon with a high risk profile. This Compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

The Compartment is suitable to investors who want to participate in opportunities arising mainly from European equity large-cap markets whatever the direction of trends (i.e. up and/or down). As such, investors are aware that the return of the Compartment depends on single stock opportunities but is not necessarily correlated to stock market trends. Investors may indeed make (or lose) money when equity markets are going down (or up) and vice-versa.

All investments involve risk. It is not possible to guarantee against loss resulting from an investment in the Compartment, nor can there be any assurance that the Compartment's investment objectives will be achieved. Future returns of the Compartment are not guaranteed. Investors assume the risk of receiving a lower amount than the original investment.

Even though the net leverage of the Compartment does not exceed 100% of its total net assets on average (except during very short periods and/or when the volatility of financial markets is exceptionally low) and while it does not implement complex investment strategies, particular attention must be paid to the fact that the Compartment will be invested mainly in financial derivative instruments.

3. Investment Objectives and Policy

3.1 Investment objectives

The investment objective of the Compartment is to seek long term capital growth, measured in EUR, through a Long/Short Equity strategy by focusing mainly on European large-cap companies and seeking to generate gains by entering into long and short positions in equity swaps/CFDs (with long positions expected to increase in price and short positions expected to decrease in price), irrespective of market and sector moves.

The Compartment does not intend to pay any dividend to shareholders. Any income arising from the Compartment is then automatically reinvested.

In order to achieve this goal, the Compartment will invest mainly through futures, options contracts and CFD or equity swaps. The Compartment will generate gains from investing in a broadly diversified portfolio of Derivative strategies. Each position consists of a Derivative which can be bought (long) or sold (short). Thus, the strategies aim to generate returns both from rising as well as from falling prices of the underlying assets.

The Compartment may also seek to partially benefit from worldwide equity market trends, whatever their direction (i.e. up and/or down), when opportunities arise. However the Compartment's return will not be necessarily correlated to equity markets performance.

Lastly, from time to time, the Compartment may seek to benefit from worldwide currency and bond trends, whatever their direction (i.e. up and/or down), essentially through futures and option contract positions, if some opportunities are detected. However such positions will remain episodic and marginal within the Compartment while any additional performance of the Compartment, if any, generated on currency and bond markets will not necessarily be correlated to the performance of these two financial asset classes. The Compartment may make (*or lose*) money when these two financial asset classes (i.e. currencies and bonds) are going down (*or up*) and vice-versa.

3.2 Investment policy

In order to meet its investment objectives and features (absolute return strategies), the position allocations of the Compartment will be tactical and highly reactive, and may then change very rapidly over time. The investment decision process will be made pursuant to a combination of technical tools, top-down global macro fundamentals, and bottom-up approach. The time horizon of the positions of the Compartment will range from a few days up to a few weeks on average. A tight money management (i.e. partial profits, stop-losses, risk-reward) will also be implemented on any position in order to both smooth the return of the Compartment and limit the risks.

The Compartment will invest mainly in financial derivative instruments in order to meet its investment objectives.

Derivative types can include but are not limited to the following:

1. Future and Forward contracts (including non-deliverable forwards) on transferable securities, interest rates, currencies or financial indices;
2. Swap contracts related to transferable securities, interest rates, foreign exchange rates and currencies or financial indices;
3. Option contracts on transferable securities, interest rates, currencies or financial indices;
4. CFDs on transferable securities, interest rates, currencies or financial indices.

Such derivatives will cover only liquid instruments on a worldwide basis. The Compartment therefore can be entirely liquidated, if necessary, in a reasonable time period.

Derivatives will be used in conformity with article 9 of the Grand-Ducal Regulation of 8 February 2008.

The counterparty risk on any transaction involving OTC derivative instruments and efficient portfolio management techniques may not exceed 10% of the assets of the Compartment when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

The Compartment may invest both in EUR and non-EUR denominated instruments. However, in order to protect the Compartment from non-EUR currency exposure, the Compartment may enter into currency hedging transactions. The Compartment may also execute transactions on the Forex market where a trade on the physical market is converted into a position in the corresponding futures. Such trade is submitted for clearing through the corresponding clearing house before the end of the daily official session so as to become fungible with all other listed futures contracts.

The Compartment is engaged in security lending and repurchase transactions, such as CFDs and Swaps Equity.

The maximum proportion and expected level of assets that may be subject to SFTs and TRS is the following:

	Maximum proportion of assets	Expected level of assets
securities lending	0 %	0 %
repurchase transaction	0 %	0 %
TRS	100 %	50 %

It will not invest in asset-backed securities or any other types of securitisation positions.

The Compartment will not invest more than 10% of its net asset value in other UCITS or other UCIs.

Where the Compartment invests in a UCITS and/or other UCIs linked to the Management Company the manager of the underlying UCITS, respectively UCIs cannot charge subscription or redemption fees on account of the investment.

The aggregate maximum annual management fees that will be charged by the underlying UCITS in which the Compartment invests is 3% of their aggregate net asset values per annum. The effective management fees charged to the Compartment by the underlying UCITS will be disclosed in the Company's annual report.

4. Risk considerations linked to the investment policy of the Compartment

4.1 Financial derivative instruments risk

The Compartment will be invested mainly in financial derivative instruments (buying and/or short selling futures and options contracts, or CFDs and swaps). Although derivatives will cover only, liquid and main financial contracts on a worldwide basis, the use of such products and the sharp moves that may result from any investment on the stock market, justify a high level of risk-reward profile.

The prices of financial futures are highly volatile and influenced by a series of factors that stem, inter alia, from variations in the relationship between supply and demand, monetary and exchange control programs and policies, fiscal and government controls, national and international political and economic events and government intervention in certain sectors, particularly in currency and interest rate markets, while the price of CFDs and swaps linked to stocks could be influenced by corporate events, mergers, IPOs, earnings, etc.

4.2 Risks associated with transactions in warrants, options, futures, swaps and CFDs

The Compartment may seek to protect or enhance the returns from the underlying assets by using warrants, options, futures, CFD and swap contracts and enter into forward foreign exchange transactions in currency. The ability to use these strategies may be limited by market conditions and regulatory limits and there can be no assurance that the objective sought to be attained from the use of these strategies will be achieved.

Participation in the warrants, options or futures markets and in swap contracts and in currency exchange transactions involves investment risks and transaction costs to which the Compartment would not be subject if the Compartment did not use these strategies.

If the Management Company's predictions of movements in the direction of the securities, foreign currency and interest rate markets are inaccurate, the adverse consequences to the Compartment may leave the Compartment in a worse position than if such strategies were not used.

Risks inherent to warrants, options, foreign currency, swaps, CFD, futures contracts and options on futures contracts include, but are not limited to: (a) dependence on the Management Company ability to predict correctly movements in the direction of interest rates, securities prices and currency markets; (b) imperfect correlation between the price of options and futures contracts and options thereon and movements in the prices of the securities or currencies being hedged; (c) the fact that skills needed to use these strategies are different from those needed to select portfolio securities; (d) the possible absence of a liquid secondary market for any particular instrument at any time; and (e) the possible inability of the Compartment to purchase or sell a portfolio security at a time that otherwise would be favourable for it to do so, or the possible need for the Compartment to sell a portfolio security at a disadvantageous time.

4.3 Discretionary risk

The discretionary management method applied to the Compartment relies on anticipating various market developments and assets selection. There is a risk that at any given time the Compartment may not be invested in the adequate markets or assets to perform. As a result, the Compartment net asset value may also decline.

Moreover, the return of the Compartment may not necessarily reflect the performance of the selected financial asset classes. Investors may indeed make (or lose) money when financial asset classes are going down (or up) and vice-versa.

4.4 Counterparty risk

The insolvency of any institutions providing services such as safekeeping of assets or acting as counterparty to derivatives or other instruments may expose the Compartment to financial loss. This includes without limitation the clearer(s) and the prime broker(s) where the cash of the Compartment is transferred temporarily as collateral for clearing purposes on derivatives.

Also, where the Compartment enters into swap or CFD transactions it is exposed to a potential counterparty risk. In case of insolvency or default of the swap or CFD counterparty, such event might affect the assets of the Compartment.

4.5 Operational risk

Failures or delays in operational processes may negatively affect the Compartment.

4.6 Liquidity risk

Although the Compartment will only invest in liquid products, a risk of lower liquidity cannot be ruled out when there are insufficient buyers or sellers to allow the Compartment to sell or buy investments readily.

Events in which the trading of the securities that the Compartment holds is suspended or stopped may have an impact on the liquidity of and the value of its investments. Consequently, the processing of redemption requests may be delayed under exceptional circumstances, including in the event of the absence of liquidity that may make it difficult to determine the net asset value of the Compartment's Shares and thus cause the issuance and redemption of the Shares to be suspended.

4.7 Legislative and tax risk

There is a risk that a change in the tax legislation could affect the value of net dividends received from the underlying equity investments. Such dividends will generally be subject to withholding tax.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular CSSF Circular 11/512, the Compartment is subject to a risk management process, which enables it to assess its

exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the absolute return strategy that is pursued, the global exposure of the Compartment is measured and controlled by the absolute VaR Approach. VaR limit of 20% over 20 days at the 99% level.

7. Leverage

(a) Gross leverage

The gross leverage is the sum of the long positions and the short positions (in absolute terms), with all asset classes combined:

Derivatives are converted into the equivalent position in the underlying assets.

Deltas of options are considered at their market value.

Forex exposure is added for securities which are not euro based.

The expected level of gross leverage may vary between 0% and 400% based on the net asset value per Share of the Compartment. Under certain circumstances however (such as the case of option put/call spreads positions), the level of leverage might exceed the before mentioned range.

As an example, assume that the Compartment holds the following positions, all valued in Euro:

- Long Dax futures contract with a notional value of 10.
- Long Eurostoxx put option with an underlying notional value of 10 and a delta of 0.50.
- Short S&P500 futures contract with a notional value of 15.
- Short S&P500 call option with an underlying notional value of 10 and a delta of 0.50.
- Long Cisco equity (as distinct to any swap) with a value of 5.
- Long Ericsson equity swap with a notional value of 5.
- Long German Government Bill with a maturity of 6 months and a value of 10.

The sum of long positions (all asset classes combined) is: + 10 for the Dax contract + 5 for the Cisco security + 5 for the Forex exposure of Cisco security in US dollar + 5 for the Ericsson swap + 0 for the Forex exposure of Ericsson swap + 0 for the German government bill = a total of + 25.

The sum of short positions (in absolute terms and all asset classes combined) is: + 5 for the Eurostoxx option + 15 for the S&P500 contract + 5 for the S&P500 option = a total of + 25.

In the end, the gross leverage of the compartment is the sum of both calculations, which gives a total of + 50.

(b) Net leverage

The net leverage is the sum (in absolute terms) of the nettings of the long positions and the short positions by asset class:

Derivatives are converted into the equivalent position in the underlying assets.

Deltas of options are considered at their market value. Forex exposure is added when securities positions are not Euro based. Money markets instruments with maturity of no more than one

year and money market funds (assuming a daily liquidity of the NAV) are not taken into account.

In any case, the net leverage may not exceed 200% of the net asset value per Share of the Compartment.

In the example presented in the gross leverage paragraph above, the nettings by asset class are:

For the equity class: + 10 for the Dax contract - 5 for the Eurostoxx option – 15 for the S&P500 contract – 5 for the S&P500 option + 5 for the Cisco security + 5 for the Ericsson swap = a total of – 5 = i.e. a total of + 5 in absolute terms.

For the forex class: + 5 for the Forex exposure of Cisco security in US dollar + 0 for the Forex exposure of Ericsson swap in Swedish Krona = a total of + 5 = i.e. a total of + 5 in absolute terms.

For the fixed income class: 0 for the German government bill = a total of 0 in absolute terms.

In the end, the net leverage of the compartment is the sum of all class nettings (in absolute terms), which gives a total of + 10.

8. Management of collateral

The Compartment does not receive any collateral.

9. Shares and fees

Twenty First Capital Luxembourg SICAV - TFC Tactical Long/Short Fund		
Class	Class A	Class B
Launch date	18 June 2015	18 June 2015
ISIN code	LU1240908654	LU1240908738
Investor Type	Institutional	Retail
Subscription Fee	0%	Up to 2%
Conversion Fee	None	
Redemption Fee	None	
Management Company Fee	Up to 1.5%	Up to 1.9%
Performance Fee	15% HWM upon Hurdle Rate	
Maximum Administration, Domiciliary and Depositary Fee	0.50%	
NAV currency	EUR	
NAV frequency	Every Business Day	
Hedging	N/A	
Dividend policy	Capitalisation	
Minimum subscription amount and minimum holding amount	EUR 100,000	EUR 1,000

10. Dividend policy

With respect to the distribution Class(es), the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

11. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

12. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

13. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

14. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

15. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

16. Performance Fee

The performance period for the Compartment shall be the period from one Valuation Day to the next Valuation Day (the "Performance Period").

The Compartment is subject to a Performance Fee of 15% upon Hurdle Rate defined by EONIA (Bloomberg ticker: EONIA Index) with High Water Mark ("**HWM**"), taking subscriptions and redemptions into account and payable monthly to the Management Company (as described further below).

The Performance Fee amounts 15% of any positive difference between the percentage change in the net asset value per Share of the relevant Class and the reference Hurdle Rate. However, if and when EONIA is negative, the Hurdle Rate is considered as zero.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Performance Period, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued. The difference in yield between the percentage change in the net asset value per Share and the percentage change in the reference Hurdle Rate is calculated as follows:

$(1 + \text{yield of net asset value per Share}) - (1 + \text{yield of reference Hurdle Rate}) = \text{yield difference}$

The calculation of the Performance Fee entails a mechanism that ensures the Performance Fee to be due only if the cumulative difference since the Compartment's launch date, calculated pursuant to the aforementioned method, has reached a new high (High Water Mark principle). The Performance Fee will then be payable for the difference between the cumulative prior high (before withdrawal of the Performance Fee) and the new high.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX II
Twenty First Capital Luxembourg SICAV -
TFC DharmaResearch Equity Fund

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

Investments in equities and equity related instruments are considered appropriate for investors with a medium to high risk profile. This Compartment may not be appropriate for investors who plan to withdraw their money within 5 years.

The Compartment is suitable to investors who are seeking exposure to equity markets, mainly in Europe and North America. The appropriate amount to invest in this Compartment depends on the personal situation of the investor. Investors' personal wealth, their cash requirements as well as their degree of risk aversion must all be taken into account in that regard. Investment diversification within investors' own portfolio is also recommended to avoid exposure exclusively to the risks of this Compartment.

All investments involve risk. It is not possible to guarantee against loss resulting from an investment in the Compartment, nor can there be any assurance that the Compartment's investment objectives will be achieved. Future returns of the Compartment are not guaranteed. Investors assume the risk of receiving a lower amount than the original investment.

3. Investment Objectives and Policy

3.1 Investment objectives

The objective of the Compartment is to achieve regular capital growth over the long term by seeking long only exposure to equities mainly based in (but not limited to) Europe and North America. The Compartment uses a reference indicator composed of 50% S&P500 Total return index in Euro and 50% EU-Bloomberg 500 Total return EUR index.

The Compartment however does not aim to replicate its reference indicator and will therefore significantly deviate from it. The Management Company may for instance favour "value stocks" or "high dividend yield stocks" at the expense of "growth" stocks – and vice-versa - when it considers it as appropriate.

The Compartment does not intend to pay any dividend to shareholders. Any income arising from the Compartment is then automatically reinvested.

In order to achieve this goal, the Compartment will invest in a diversified portfolio, exposed to equity assets traded on organized markets.

As part of its investment strategy, the Compartment may invest up to 20% of its net asset value in money market instruments, including cash and term deposits, it being understood that in circumstances where market conditions would require so, the Compartment may also from time to time be substantially invested in such assets.

The Compartment may also invest in derivative instruments on these asset classes for hedging purposes or for efficient portfolio management, or as part of the investment strategy.

3.2 Investment policy

The Management Company will use its discretion with regard to the selection of securities, Investment Vehicles and markets. It aims to ensure that the Compartment's portfolio is well diversified in terms of equity asset allocation.

However, when opportunities arise, the Compartment may concentrate its investments in given securities instruments, industry and/or region over a certain period of time depending on the market conditions and the investment opportunities identified by the Management Company.

For that purpose, the Management Company will use a fundamental and quantitative market research service named DharmaResearch. DharmaResearch is an information service developed by Artha Finance S.A. whose empirical and pragmatic method provides the Management Company with financial analysis, statistical reporting, valuation sheets as well as research products in fields which are pre-determined by the Management Company. The final investment universe is built by applying a filter to a very large equity database. DharmaResearch also takes into consideration exogenous, external factors and/or subjective markets (consensus, behavioral, comparisons versus peers within the same group, relative valuations, etc.) as well as the objective fundamentals of each selected security. The highest scored companies provide a list of high-quality names based on criteria such as Debt to EBITDA ratio, Estimated Dividend, Dividend Growth History, Dividend Payout Ratio, PE and PEG ratios, Sales Growth, etc. Analyzing the data produced in these reports, the Management Company is in a position to identify investment opportunities. The costs related to the use of DharmaResearch Services are borne by the Management Company.

No short selling is allowed. However, the Compartment may cover its equity portfolio through derivative instruments.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.. It will not invest in asset-backed securities or any other types of securitisation positions.

ADRs and GDRs may be used, in particular whenever there is:

- greater liquidity in the ADR / GDR than in the home stock and/or:
- easier trading access than to the home stock where domestic restrictions apply.

The manager is fully aware of the legal, structural and currency implications of using ADRs/GDRs. The allocation to ADRs/GDRs will not exceed 10% of the Compartment's portfolio. Investments in ADRs and GDRs shall at any time be in compliance with Article 41 of the Law of 2010.

The Compartment will not invest more than 10% of its net asset value in other UCITS or other UCIs.

Where the Compartment invests in a UCITS and/or other UCIs linked to the Investment Manager of the Compartment, the manager of the underlying UCITS respective UCIs cannot charge subscription or redemption fees on account of the investment.

The aggregate maximum annual management fees that will be charged by the underlying UCITS in which the Compartment invests is 3% of their aggregate net asset values per annum. The effective management fees charged to the Compartment by the underlying UCITS will be disclosed in the Company's annual report.

As the Compartment will be invested world-wide with a high predominance on European and North American markets, investments will not necessarily be made in the base currency of the Compartment. The currency risks will then be hedged, where deemed necessary, by currency swaps.

3.3 Authorised investments

The Compartment shall invest primarily in:

- 1) equity and equity related securities; and/or
- 2) ETFs, trackers, UCITS and/or other UCIs with an exposure to equity markets; and/or
- 3) cash which includes fiduciary deposits, money market funds and investment grade bonds with a remaining life of less than twelve months; and/or
- 4) financial derivative instruments:
 - for hedging purposes, to protect the Compartment against equity market movements; and/or
 - for the purposes of efficient portfolio management (with the three following specific aims: reduction of risk, reduction of cost, or generation of additional capital income with an acceptable low level of risk). Transactions entered into for efficient portfolio management must be economically appropriate; and/or
 - for the purposes of the investment strategy.

Derivative types can include but are not limited to the following:

- 1) Future and Forward contracts (including non-deliverable forwards) on transferable securities, interest rates, currencies or financial indices;
- 2) Swap contracts related to transferable securities, interest rates, foreign exchange rates and currencies or financial indices;
- 3) Option contracts on transferable securities, interest rates, currencies or financial indices;
- 4) CFDs on transferable securities, interest rates, currencies or financial indices.

Derivatives will be used in conformity with article 9 of the Grand-Ducal Regulation of 8 February 2008.

The counterparty risk on any transaction involving OTC derivative instruments and efficient portfolio management techniques may not exceed 10% of the assets of the Compartment when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

3.4 Investment restrictions

The following additional restrictions will apply to the Compartment:

- The Compartment may borrow up to 10% of the net assets of the Compartment for the sole purpose of meeting redemption requests.
- The Compartment may not invest in structured products.
- No single stock short sales.
- No single uncovered stock call option sales. However, index, or index ETF call options, can be sold subject to their market exposure while they are measured and controlled via the Commitment Approach. For the purpose of defining ‘covered call option sales’ in terms of single stock call option sales, the cover is the number of shares representative of the option contract.
- Similarly, single put options can be sold subject to their market exposure while they are measured and controlled via the Commitment Approach.
- The Compartment may not invest in IPOs and/or New Issues in the US as per the Financial Industry Regulatory Authority (“**FNRA**”) rules 5130 and 5131.

4. Risk considerations linked to the investment policy of the Compartment

There is no guarantee that the Compartment will meet its investment objective. All stock market investments carry risk, prices will fluctuate and investors in the Compartment may lose all or part of their original investment.

In addition to the risk factors set forth in the Prospectus, the following additional risk factors exist in connection with the Compartment's investment strategy to invest in international equities and equity related instruments.

4.1 Discretionary risk

The success of the Compartment is subject to the ability of the Compartments' managers to achieve the Compartment's investment objectives. There is a risk that at any given time the Compartment may not be invested in the adequate stocks, sectors or markets to perform. As a result, the Compartment's net asset value may underperform its reference indicator.

4.2 Counterparty risk

Where the Compartment enters into swap or CFD transactions it is exposed to a potential counterparty risk. In case of insolvency or default of the swap or CFD counterparty, such event might affect the assets of the Compartment.

4.3 Operational risk

Failures or delays in operational processes may negatively affect the Compartment.

4.4 Liquidity risk

Events in which the trading of the securities that the Compartment holds is suspended or stopped may have an impact on the liquidity of and the value of its investments. Consequently, the processing of redemption requests may be delayed under exceptional circumstances, including in the event of the absence of liquidity that may make it difficult to determine the net asset value of the Compartment's Shares and thus cause the issuance and redemption of the Shares to be suspended.

4.5 Legislative and tax risk

There is a risk that a change in the tax legislation could affect the value of net dividends received from the underlying equity investments. Such dividends will generally be subject to withholding tax.

4.6 Derivatives risk

The Compartment may invest in, or enter into, derivatives such as forward contracts, options, futures contracts, options on futures contracts and swap agreements. Derivatives can be volatile and involve various types and degrees of risk, depending upon the characteristics of the particular derivative. Derivatives may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in derivatives could have a large potential impact on the Compartment's performance. The market for many derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.

Successful use of derivatives is also subject to the ability of the Management Company to correctly predict movements in the direction of the relevant market and, to the extent that the transaction is entered into for hedging purposes, to ascertain the appropriate correlation between the transaction being hedged and the price movements of the derivatives.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a

process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach. The global exposure of the Compartment does not exceed 100% of its total net assets on average.

7. Management of collateral

The Compartment does not receive any collateral.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - TFC DharmaResearch Equity Fund		
Class	Class A	Class B
Launch date	17 June 2015	17 June 2015
ISIN code	LU1240908811	LU1240908902
Investor Type	Institutional	Retail
Subscription Fee	None	Up to 3%
Conversion Fee	None	
Redemption Fee	None	
Management Company Fee	Up to 1.2%	Up to 1.5%
Performance Fee	None	
Maximum Administration, Domiciliary and Depositary Fee	0.40%	
NAV currency	EUR	
NAV frequency	Every Business Day	
Hedging	N/A	
Dividend policy	Capitalisation	
Minimum subscription amount and minimum holding amount	EUR 1,000,000	EUR 1,000

9. Dividend policy

With respect to distribution Class(es), the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

APPENDIX III
Twenty First Capital Luxembourg SICAV -
TFC DharmaResearch Fixed Income Fund

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

Investments in fixed income instruments are considered appropriate for investors with a low to medium risk profile. This compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

The Compartment is suitable to investors who are seeking exposure to fixed income markets, mainly through securities issued in the currencies of Europe and North America.

Nevertheless all investments involve risk. It is not possible to guarantee against loss resulting from an investment in the Compartment, nor can there be any assurance that the Compartment's investment objectives will be achieved. Future returns of the Compartment are not guaranteed. Investors assume the risk of receiving a lower amount than the original investment.

3. Investment Objectives and Policy

3.1 Investment objectives

The objective of the Compartment is to seek regular income as well as capital growth by investing in fixed income instruments issued by borrowers mainly based in (but not limited to) OECD Member States. The "Bloomberg/EFFAS Bond Indices Euro Govt All > 1 Yr TR (EUGATR Index)" index represents the reference indicator of the Compartment.

The Compartment however does not aim to replicate its reference indicator and will therefore significantly deviate from it. The spectrum and universe of investment is deliberately large, so as to enable the allocation strategy to be opportunistic and tactical when considered as necessary by the Management Company. The Management Company intends to follow a very flexible and discretionary approach for that purpose.

The dividend policy of the Compartment may differ from one Class to another.

In order to achieve its objectives, the Compartment will invest in a portfolio of fixed income securities issued on behalf of, or guaranteed by, corporations, supra national bodies, governments, government agencies or similar entities. Such fixed income securities may include, but will not be limited to, bonds, convertible bonds (when the risk-reward expectations offered by straight bonds is considerably less), debentures and notes where issuers are located worldwide and are active in any industry sector. They may have fixed or variable interest rates and will mainly, but not exclusively, be denominated in EUR or USD and may have ratings given by an internationally recognized rating service such as Moody's Investor Services, Inc., Fitch or Standard & Poor's Corporation. The Compartment may also invest in local currencies other than EUR and USD

As part of its investment strategy, the Compartment may invest up to 20% of its net asset value in money market instruments, including cash and term deposits, it being understood that in circumstances where market conditions would require so, the Compartment may also from time to time be substantially invested in such assets. The Compartment may also engage in moderate active duration management, i.e. extend or reduce the duration of the portfolio of fixed income securities using financial derivatives (i.e. mainly futures or options traded on a regulated market).

3.2 Investment policy

The Compartment will invest across the bond universe focusing on the intersection between the investment grade and non-investment grade securities, with average ratings ranging between, but not limited to, BBB+ and BB-.

The selection of the fixed income instruments is mainly based on a qualitative approach. For that purpose, the Management Company will use a fundamental and quantitative market research service named DharmaResearch. DharmaResearch is an information service developed by Artha Finance S.A. whose empirical and pragmatic method provides the Management Company with rating quality, balance sheet analysis, corporate outlook as well as research products in fields which are pre-determined by the Management Company. The final investment universe is built by applying a filter to a very large fixed income database which is also based on bond maturities and sensitivities as well as integrating relative valuation metrics such as spreads to government bond yields. Combining a top-down and bottom-up process in order to integrate both sector and economic outlooks, the highest scored names provide a list of high-quality and attractive bonds. Analyzing the data produced in these reports, the Management Company is in a position to identify investment opportunities. The costs related to the use of DharmaResearch Services are borne by the Management Company.

There is no allocation limit between public and private sectors. Although the duration of the Compartment portfolio will range on average from 3 to 5 years, there is also no limit with regard to the maximum maturity of the securities the Compartment can hold while it may have significant exposure to investment grade securities, below investment grade and unrated securities at any one time.

The Compartment may also invest in single name credit default swaps and credit default swap indices or Exchange Traded Funds tracking (positively or negatively) such indices, for example the iTraxx Europe Crossover and the iTraxx Europe. Such products may be used by the compartment to increase or decrease exposure to the investment grade and sub-investment grade bonds market in a more efficient manner and to reduce transaction costs as fewer bonds have to be traded.

The Compartment may invest in cash and money market instruments with an investment grade rating given by an internationally recognized rating service (including, but not limited to, commercial paper and certificates of deposit), for example for liquidity management and risk management purposes.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force..

The Compartment will not invest more than 10% of its net asset value in other UCITS or other UCIs.

Where the Compartment invests in a UCITS and/or other UCIs linked to the Investment Manager of the Compartment, the manager of the underlying UCITS respective UCIs cannot charge subscription or redemption fees on account of the investment.

The aggregate maximum annual management fees that will be charged by the underlying UCITS in which the Compartment invests is 3% of their aggregate net asset values per annum. The effective management fees charged to the Compartment by the underlying UCITS will be disclosed in the Company's annual report.

The Compartment will be invested world-wide with predominance in securities issued in European, and North American currencies, hence investments will not necessarily be made in

the base currency of the Compartment. In this latter case, the currency risks will be hedged, where deemed necessary.

Derivative types can include but are not limited to the following:

1. Future and Forward contracts (including non-deliverable forwards) on transferable securities, interest rates, currencies or financial indices;
2. Swap contracts related to transferable securities, interest rates, foreign exchange rates and currencies or financial indices;
3. Option contracts on transferable securities, interest rates, currencies or financial indices;
4. CFDs on transferable securities, interest rates, currencies or financial indices.

Such derivatives will cover only liquid instruments on a worldwide basis. Derivative instruments shall be used for efficient portfolio management and hedging purposes only. Derivatives will be used in conformity with article 9 of the Grand-Ducal Regulation of 8 February 2008.

The counterparty risk on any transaction involving OTC derivative instruments and efficient portfolio management techniques may not exceed 10% of the assets of the Compartment when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

4. Risk considerations linked to the investment policy of the Compartment

There is no guarantee that the Compartment will meet its investment objective and achieve a positive long-term return. All investments carry risk, prices will fluctuate and investors in the Compartment may lose all or part of their original investment.

In addition to the risk factors set forth in the Prospectus, the following additional risk factors exist in connection with the Compartment's investment strategy to invest in fixed income securities.

4.1 Discretionary risk

The success of the Compartment is subject to the ability of the Compartments' managers to achieve the Compartment's investment objectives. There is a risk that at any given time the Compartment may not be invested in the adequate bonds, ratings, sectors or markets to perform. As a result, the Compartment's net asset value may underperform its reference indicator.

4.2 Counterparty risk

Where the Compartment enters into swap transactions it is exposed to a potential counterparty risk. In case of insolvency or default of the swap counterparty, such event might affect the assets of the Compartment.

4.3 Operational risk

Failures or delays in operational processes may negatively affect the Compartment.

4.4 Liquidity risk

Events in which the trading of the fixed income securities that the Compartment holds is suspended or stopped may have an impact on the liquidity of and the value of its investments. Consequently, the processing of redemption requests may be delayed under exceptional circumstances, including in the event of the absence of liquidity that may make it difficult to determine the net asset value of the Compartment's Shares and thus cause the issuance and redemption of the Shares to be suspended.

Attention is drawn on the tendency of fixed income securities, other than those issued by governments, to lose liquidity in times of market stress. Furthermore, in the absence of systematic price discovery via organized markets, such fixed income securities may see their trading affected by constraints imposed onto market making institutions. Additionally, exogenous liquidity risks linked to market structure (ETFs, large investment or mutual funds) may arise.

4.5 Legislative and tax risk

There is a risk that a change in the tax legislation could affect the value of net interest income received from the underlying fixed income investments. It is noted that several jurisdictions already impose withholding tax on interest paid on domestic bonds.

4.6 Interest Rate Risk

The value of fixed income securities will fall when interest rates increase (while they rise in value when interest rates fall). Fixed income securities with longer periods before maturity are often more sensitive to interest rate changes.

4.7 Yield Curve Risk

The shape of the yield curve (which shows the relation between bond yields and maturity) may change. Changes in the shape of the yield curve mean that yields change by different amounts for bonds with different maturities.

4.8 Bond call risk

Some bonds which the Compartment may invest in, may have a “call provision” attached which entitles the issuer of the bonds to redeem the bonds at a specific price on a date prior to maturity. If interest rates decline, the redemption of a callable bond may be accelerated, causing the Compartment’s principal to be returned sooner than expected. In this scenario, the Compartment may have to reinvest the principal at the lower interest rates (See Reinvestment Risk below). When interest rates are more volatile, callable bonds have relatively more call risk because of an increased probability of yields falling to a level where the bonds will be called.

4.9 Prepayment risk

Prepayments are principal repayments in excess of those required on amortizing loans. If rates fall, causing prepayments to increase, an investor may have to reinvest these prepayments at the new lower rate. An increase in interest rate volatility increases prepayments risk.

4.10 Reinvestment risk

When interest rates decline, investors in bonds may have to reinvest their interest income and any return of principal, whether scheduled or unscheduled, at lower prevailing rates.

4.11 Credit risk

The creditworthiness of a fixed-income security’s issuer may deteriorate, increasing the required return and decreasing the security’s value.

4.12 Exchange-rate risk

The value of a security may be reduced by a depreciation of the value of the security’s base currency relative to the Compartment’s base currency i.e. Euro.

4.13 Inflation risk

Value of assets or income from investments are worth less in the future as inflation decreases the value of money.

4.14 Volatility risk

The Compartment may invest in fixed income securities with embedded options such as call options, prepayment options or put options. Changes in interest rate volatility affect the value of these options and consequently of fixed income securities that have embedded options.

4.15 Default risk

Default risk is the risk that companies or individuals will be unable to make the required payments on their debt obligations. Lenders and investors are exposed to default risk in virtually all forms of debt securities. To mitigate the impact of default risk, lenders often charge rates of return that correspond to the debtor's level of default risk. The higher the risk, the higher the required return, and vice versa.

4.16 Sovereign risk

Sovereign nations may, in times of budgetary and/or fiscal stress, opt for policies that are detrimental to foreign bond holders, through the imposition of exchange controls and/or asymmetrical treatment of foreign vs domestic holders.

4.17 Downgrade risk

If credit rating agencies such as Standard & Poor's, Fitch and Moody's lower their ratings on a bond or on the issuer/guarantor thereof, the price of such bonds will fall. This can have a negative effect on an investor who has to sell a bond prior to maturity. Downgrade risk is further complicated by liquidity risk. In particular, the non-linearity of downgrades that cause securities to exit the investment grade universe is noted.

4.18 Derivatives risk

The Compartment may invest in, or enter into, derivatives such as forward contracts, options, futures contracts, options on futures contracts and swap agreements. Derivatives can be volatile and involve various types and degrees of risk, depending upon the characteristics of the particular derivative. Derivatives may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in derivatives could have a large potential impact on the Compartment's performance. The market for many derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.

Successful use of derivatives is also subject to the ability of the Management Company to correctly predict movements in the direction of the relevant market and, to the extent that the transaction is entered into for hedging purposes, to ascertain the appropriate correlation between the transaction being hedged and the price movements of the derivatives.

4.19 Equity risk

Convertible bonds are a hybrid between debt and equity, which in principle allow holders to convert their holding in the bond into shares in the issuing company at a defined date in the future. Investment in convertibles will entail greater volatility than straight bond investments, with an increased risk of capital loss, but with the potential of higher returns. A convertible security is not as sensitive to interest rate changes as a similar non-convertible debt security, and generally has less potential for gain or loss than the underlying stock, but will be affected by the fluctuations of the underlying stock.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational

risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach. The global exposure of the Compartment does not exceed 100% of its total net assets on average.

7. Management of collateral

The Compartment does not receive any collateral.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - TFC DharmaResearch Fixed Income Fund		
Class	Class A	Class B
Launch date	17 June 2015	17 June 2015
ISIN code	LU1240909033	LU1240909116
Investor Type	Institutional	Retail
Subscription Fee	None	Up to 2%
Conversion Fee	None	
Redemption Fee	None	
Management Company Fee	0.80%	1%
Performance Fee	None	
Maximum Administration, Domiciliary and Depositary Fee	0.30%	
NAV currency	EUR	
NAV frequency	Every Business Day	
Hedging	N/A	
Dividend policy	Capitalisation	Paid semi-annually
Dividend date	N/A	First Valuation Day in January and in July
Minimum subscription amount and minimum holding amount	EUR 5,000,000	EUR 1,000

9. Dividend policy

With respect to the distribution Class(es), the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

The Board of Directors intends to distribute semi-annually a dividend of at least 60% of the net income received (i.e. interest received minus interest accrued paid) from coupon payments of the underlying fixed income instruments of the Compartment. The Company will declare the dividends on or about each Dividend Date and the dividend shall be paid as soon as practicable thereafter and in any case within four (4) months of the relevant Dividend Date. Dividend Date means the first Valuation Day in January and the first Valuation Day in July each year.

Dividends shall be paid out of the distributable profits of the Compartment. If there are not enough liquidity in the Compartment to proceed to the above distribution of at least 60% of the net income received from coupon payments of the underlying fixed income instruments, the Directors may decide that the remainder of the distribution shall be effected via a compulsory redemption of the relevant Class of distributing Shares or that the full amount of the distribution be paid by way of compulsory redemption. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee. The dividend will normally be paid to the Compartment Class B Shareholders who are registered in the register of Shareholders on the relevant Dividend Date.

The Directors reserve the right to change the dividend policy of the Compartment in the future, in which case shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

APPENDIX IV
Twenty First Capital Luxembourg SICAV -
Exclusif 21

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

The Compartment is suitable for any subscriber seeking performance linked to the equity markets by trying to limit the risk of loss in bad times through the flexible management of allocation of assets.

It may be used to support unit-linked life insurance policies.

This Compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

The reasonable amount to be invested in this Compartment depends on the personal situation of each investor. To determine such amount, an investor shall take into account its personal estate, its current and 5 year needs, as well as whether it wishes to take risks or, on the contrary, give priority to a prudent investment approach. It is highly recommended to an investor to sufficiently diversify its investments in order to not be exposed solely to the risk of this Compartment.

3. Investment Objectives and Policy

3.1 Investment objectives

The investment objective of the Compartment is to seek capital growth over the recommended investment period (minimum 5 years) through active and discretionary management of a diversified portfolio.

3.2 Investment policy

The investment strategy implemented to achieve the investment objective relies on discretionary management.

Depending on the Management Company's stock market expectations, the Compartment will be exposed, directly or through the holding of UCITS and/or other UCIs units or shares, to equities, bonds, debt securities and money market instruments.

The allocation between those different asset classes, as well as the geographic areas to be favoured, will be determined according to the global macro-economic analysis carried out by the Management Company. Total exposure to equity risk may be between 0 and 100% inclusive. When the Management Company is expecting favourable developments in the equity markets, the Compartment will be invested in the higher end of the range in equities. On the other hand, during a period of expectation of a downturn in the equity markets, debt securities and/or money market instruments will be favoured and may constitute 100% of the portfolio.

There will be no specific focus on a particular sector or geographic area and investments may be concentrated on a single sector or a single geographic area. The focus will rather be on the European area and then on the USA. Emerging countries will not represent more than 10% of the portfolio.

The selection of securities relies on a fundamental and classical financial analysis (price/profits ratio, rate of growth/price ratio, prices over net assets ratio, valuation pattern by discounting cash flow).

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.

3.3 Authorised investments and investment restrictions

The Compartment may invest in the following categories of assets and financial instruments:

a) Equities (0 to 100% exposure)

The Compartment invests in equities the capitalisation of which is in excess of EUR 1 billion. The Management Company will have an approach based on the value in the selection of securities forming the Compartment's portfolio, thereby seeking to invest in securities which seem to be undervalued.

b) Debt securities and money market instruments (0 to 100% exposure)

The Compartment invests in French Treasury bills, French Treasury bills with a standardised annual rate ("BTAN" – *Bon à Taux Annuel Normalisé*), loans issued by the French State or an OECD State, French public and private sector bonds or bonds from an OECD country, deposit certificates issued by French or OECD companies and convertible bonds. Investments in debt securities and money market instruments will be made with no pre-defined percentage between public and private debt. There is no limit in respect of the borrowers' rating. The percentage of speculative securities does not exceed 20% of the net assets. The average duration of the portfolio is between -2 and 10 inclusive.

c) Shares or units of UCITS or UCIs

The Compartment may invest up to 10% of its assets in shares or units of UCITS and/or other UCIs within the meaning of I. (1) (c) of the investment and borrowing restrictions set forth in section 2.3 for the purposes of exposure to equity risk and/or interest-rate risk and/or credit risk and/or foreign exchange risk and/or incidentally to commodities risk and/or for the diversification of the instruments on which the Management Company prefers to rely on specialists or to invest the Compartment's cash. The Compartment may, within the above limits, invest in UCITS that qualify as ETFs which have an exposure to commodities (including precious metals).

These UCITS or UCIs may be managed or promoted by the Management Company or by a subsidiary or affiliate thereof.

d) Derivative instruments

The Compartment may use derivative instruments traded on a Regulated Market. The use of derivative instruments for the purposes of hedging equity, rate and foreign exchange risk enables:

- To protect a portion of the assets in the event of a downturn in the markets by the purchase of put options or call options.

- To protect a specific holding in the portfolio in the event of a downturn in a specific security by the purchase of put options or call options.
- To improve the return on the portfolio by the sale of call options on securities in the portfolio or the sale of put options.

The use of derivative instruments for the purposes of exposure to equity, rate and foreign exchange risks enables:

- To gain synthetic exposure to assets - markets, equities - by the purchase of call options, while retaining a portion of the assets' liquidity.
- To expose the asset to the underlying, index or equity, by the sale of put options.

These transactions are carried out only once per asset. No leverage is ever made. Forward exchange transactions are only carried out for hedging of securities positions held in foreign currency outside the Euro zone.

Rate swaps may be carried out in the context of the management of the Compartment's cash flow.

e) Securities with embedded derivatives (warrants, purchase warrants, certificates, etc.)

The Compartment may invest in specific instruments to influence equity, interest-rate or foreign exchange risks, for hedging purposes, exposure purposes or arbitrage purposes, by using the same techniques as those described for derivative instruments. These instruments include but are not limited to: warrants, purchase warrants, bonds with equity warrants, shares with equity warrants, bonds redeemable in shares, indices, equity or foreign exchange certificates, etc. The underlying assets of the embedded derivatives will be eligible investments in accordance with the Law of 2010.

The Compartment uses these securities for the purposes of exposure to equity risk or bond risk and/or for hedging purposes in respect of warrants or certificates. Investment in these instruments may range between 0 and 100% inclusive of the net assets.

f) Deposits

In the context of managing the Compartment's cash flow, the Management Company may invest in short-term deposits. Such deposits may not have a term longer than one year. The maximum level of use of this asset category, apart from the period of building the portfolio, will be 40%. This level will depend on the Management Company's market expectations.

g) Temporary acquisitions and assignments of securities

The Management Company may enter into reverse repurchase agreements or may engage in securities lending transactions to manage the Compartment's cash flow.

To optimise return on the investments held in the portfolio, the Management Company may also enter into reverse repurchase agreements or may engage in securities lending transactions for up to 100% of the assets of the Compartment.

4. Risk considerations linked to the investment policy of the Compartment

The Compartment will be invested in financial instruments selected by the Management Company in the context of the investment strategy described above. These instruments will be exposed to market trends and risks.

Investors are advised to carefully consider the risks of investing in this Compartment and are therefore referred to Section 6 of the General Section which provides a non-exhaustive description of risks.

The following risk factors apply at the level of the Compartment:

4.1 Risk associated with discretionary management

The Compartment's performance depends on the Management Company's ability to anticipate movements in the various markets and in his selection of securities. There is a risk that the Compartment is not invested at all times in the best-performing markets and securities. The Compartment's performance may therefore not be optimal.

4.2 Counterparty risk

This risk is linked to the conclusion of contracts for financial forwards instruments and to assignments and acquisitions of securities. This is the risk of failure of a counterparty leading it to default on a payment.

4.3 Capital risk

This is the risk that the investor does not get back his initial investment as the Compartment does not benefit from any guarantee or protection.

4.4 Equity market risk

This is the risk of a general downturn in equity prices. When the equity markets go down, the Compartment's net asset value also goes down.

4.5 Interest-rate risk

This is the risk of an increase in rates (if sensitivity is positive) or a decrease in rates (if sensitivity is negative), which results in a downturn in prices of the bonds held in the portfolio and therefore a downturn in the Compartment's net asset value.

4.6 Credit risk

Any risk of downgrading of the issuer's rating and the risk that the issuer is unable to meet its financial obligations, which will lead to a downturn in the price of the security and therefore of the Compartment's net asset value.

Investment in high yield securities, the rating of which is low or non-existent, may increase the credit risk.

4.7 Foreign exchange risk

An investment in currencies other than the designated or benchmark currency involves a foreign exchange risk. Therefore, if the Euro appreciates against other currencies, the Compartment's net asset value may go down.

4.8 Concentration risk

The Compartment may be concentrated on a geographic area or activity sector. In the event of an adverse development, the market value may go down more sharply than the equity markets.

4.9 Risk associated with emerging countries

The investor's attention is drawn to the fact that the conditions of operation and monitoring of emerging markets may differ from the standards prevailing in the major international centres. As the Compartment may invest up to 10% of its assets in equities from emerging countries, downward movements on these markets may therefore result in a quicker and sharper fall in the net asset value.

4.10 Risk associated with commodities

As the Compartment may invest in UCITS which have an exposure to commodities (including precious metals) via an index, the price of the shares or units such UCITS may vary in relation to a commodities index.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach.

The global exposure of the Compartment does not exceed 100% of its total net assets on average.

7. Management of collateral

The Compartment does not receive any collateral.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - Exclusif 21		
Class	Class C	Class I
Launch date	26 September 2016	26 September 2016
ISIN code	LU1373287983	LU1373288015
Investor Type	Retail	Institutional
Subscription Fee	Up to 3%	None

Conversion Fee	None	
Redemption Fee	None	
Management Company Fee	1.45%	0.90%
Performance Fee	10% above Hurdle Rate	
Maximum Administration, Domiciliary and Depositary Fee	0.45%	0.41%
NAV currency	EUR	
NAV frequency	Each Business Day	
Hedging	N/A	
Dividend policy	Capitalisation	
Minimum subscription amount and minimum holding amount	1 Share	EUR 1,000,000

The Management Company may receive out of the assets of the Compartment a transaction fee of up to 0.50% (inclusive of VAT) of each acquisition and sale of shares.

9. Dividend policy

With respect to the Class(es) distributing dividends, the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

11.1 Initial subscription period

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

15. Performance Fee

The performance period for the Compartment shall be each period from 1 October of each year to 30 September of the following year, except for the first performance period which shall commence on the first allotment of Shares in a Class and end on 30 September 2016 (the “**Performance Period**”).

The Performance Fee is payable yearly to the Management Company as of 30 September of each year and covers each 12 month period starting on 1 October of each year and shall terminate on 30 September of the following year, except for the first Performance Period which will start on the Compartment’s launch date and will terminate on 30 September 2016.

A Performance Fee is due only if the net asset value as of 30 September is higher than the net asset value as of 30 September of the previous year, except for the first Performance Period where a Performance Fee is due only if the net asset value of the relevant Class as of 30 September is higher than 1,395.74 for Class C and 990.97 for Class I.

The Compartment is subject to a Performance Fee of 10% upon Hurdle Rate of 5%, taking subscriptions and redemptions into account and payable yearly to the Management Company.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Valuation Day, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

The Performance Fee in respect of each Performance Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee.

If a Share is redeemed (or converted) other than at the end of a Performance Period, the Performance Fee calculated in respect of such Share as at the Valuation Day as of which such Share is redeemed shall be crystallised and become payable to the Management Company.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken

into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX V
Twenty First Capital Luxembourg SICAV -
Rendement Euro Plus

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

The Compartment is suitable for investors seeking a bond yield for the recommended investment period, resulting from a diversified portfolio of bonds and other debt securities as well as money market instruments denominated in Euro.

The reasonable amount to be invested in this Compartment depends on the personal situation of each investor. To determine such amount, an investor shall take into account its personal estate, its current and future needs, its contemplated investment duration, as well as whether it wishes to take risks or, on the contrary, give priority to a prudent investment approach. It is highly recommended to an investor to sufficiently diversify its investments in order not to being exposed solely to the risk of this Compartment.

This Compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

3. Investment Objectives and Policy

3.1 Investment objectives

The investment objective of the Compartment is to exceed the performance of the Euro MTS 3-5 years index + 1% over the recommended period of investment, mainly by investing in bonds and other debt securities denominated in Euro.

3.2 Benchmark

The benchmark is the Euro MTS 3-5 years index.

The Euro MTS 3-5 years index represents the price of a basket of Euro zone liquid Government bonds, at fixed rates, with a residual term of 3 to 5 years. The Euro MTS 3-5 years index reproduces the market performance of Government bonds in the Euro zone, by relying on a basket of bonds selected according to specific criteria. Therefore not all Euro zone Government bonds are included in these indices.

The indicator is retained on the closing price and expressed in Euro, coupons reinvested.

3.3 Investment policy

The portfolio is put together and managed on the basis of a quantitative and qualitative analysis of the investment universe, in order to include in the Compartment's portfolio the securities judged to be consistent with the management objectives and constraints.

The investment objective is to put together a portfolio of broadly diversified bonds and negotiable debt securities denominated in Euro responding to quality and prudential criteria specific to the Management Company.

Strategies used

In order to achieve its objective, the Compartment is investing in bonds and other debt securities denominated in Euro.

The portfolio will be invested in bond and monetary securities, issued by States or private or public companies from OECD countries. Exposure to securities denominated in a currency other than the Euro and exposure to foreign exchange risk will remain incidental.

The portfolio may incidentally be re-invested in equities quoted on a regulated market or on a multilateral trading facility and issued by private sector companies, of any market capitalisation, located exclusively within the Euro zone countries.

A maximum of 5% only of the Compartment's net assets can be invested in small-caps (less than €150 million). In all cases, exposure to equity risk shall not exceed 10% of the net assets.

Up to 10% of the Compartment's net assets may also be invested in shares or units of UCITS or UCIs.

The objective of diversification of the Compartment is to be exposed to a minimum of forty public or private issuers within 12 (twelve) months as from the date of its launch, it being understood that the Management Company has the option of exposing the Compartment to less than forty issuers if it considers that it will be in the shareholders interest (in particular with regard to specific market conditions or the Compartment's investment capacities).

The securities acquired in the portfolio, or their issuers, must, at the time of acquisition:

- for a minimum of 51% of the portfolio: either be rated "Investment Grade" as a minimum according to the worst rating awarded by one of the three recognised ratings agencies, or, if no agency has produced any analyses, benefit from an implied rating equivalent to this level according to estimates by the management team and the risk management team of the Management Company. As an example, "Investment Grade", is understood a rating at least equal to BBB- on the Standard & Poor's scale;

and,

- for the remainder, "High Yield" (speculative securities). These more risky speculative securities generally present higher probabilities of default than those securities in the "Investment Grade" category. The "High Yield" (speculative securities) categorisation of a security will be retained if at least one of the three main ratings agencies (Fitch Ratings, Moody's Investors Services and Standard & Poor's) recognised such a quality in the security in question or, if no agency has produced any analyses, if the security benefits from an implied rating equivalent to this level according to estimates by the management team and the Risk Management. As an example, by "High Yield" (speculative securities), is understood a rating of less than BBB- on the Standard & Poor's scale.

In the event of a downgrading to the "non investment grade" of the rating of a security or issuer present in the portfolio, the Management Company may (i) retain it for a tolerance period of six (6) months with effect from such downgrading being recorded, if it considers at its discretion that the issuer or the security in question may regain "Investment Grade" over such period and/or (ii) retain it in the portfolio subject to a minimum of 51% of the securities in the portfolio remaining in the "Investment Grade" category. Failing this, the Management Company must proceed with the sale of the security in question or of one or more other "High Yield" (speculative securities) securities in the portfolio, in order to always comply with the above-mentioned rule.

Structure of the allocation

The Management Company determines a target allocation in order to optimise the portfolio's current yield, while minimising the risk of capital loss. This allocation will integrate market rates, credit premiums and the shape of the bond curve.

The basic strategy will therefore be to acquire debt securities of different maturities and adapted to the target allocation. The Compartment may divest any security in the portfolio, specifically to improve the portfolio's yield, to comply with the above-mentioned ratio of 51% of "Investment Grade" category securities or to minimise the portfolio's average default risk. The Compartment may also re-invest in any new debt security.

The Compartment's portfolio is built around a "bottom up" approach for the selection of securities (i.e. extract the relative value of one counterparty in relation to another) and "top down" for optimisation of the portfolio (i.e. degree of exposure to the High Yield market, sector allocation or by rating category). These approaches integrate both quantitative and qualitative criteria, as described below.

There will be no predefined criteria of sector or capitalisation of the issuers in the selection of bonds and other debt securities in the portfolio.

Furthermore, during the period of building the portfolio, the Management Company reserves the option of remaining invested in money market instruments.

Quantitative criteria

The management team of the Management Company will have recourse to a risk balanced approach, based on budgeting the risk, enabling:

- (i) the allocation of the Compartment's portfolio to be assessed in relation to a benchmark portfolio identical in terms of issuers but put together according to an equal weighting of the risk; and
- (ii) the assets generating the most risk in the Compartment's portfolio to be identified.

From the macroeconomic analysis, the results of the above-mentioned "Risk-Balanced" approach and the interest rate markets forecast produced by the Management Company, the Compartment's portfolio will be built on the basis of three performance drivers: the credit allocation (e.g. geographic and sector allocation and allocation in respect of rating of securities), the positioning on the yield curves in order to benefit from its distortion and exposure to interest rates.

The securities making up the portfolio must have financial characteristics (lifespan, index-linking, currencies, etc.) compatible with the investment objective and the risk profile.

Qualitative criteria

The securities making up the portfolio must respond to the requirements defined above in respect of the quality criteria relating to the minimum rating of the counterparties issuing them.

The Management Company is putting together the portfolio in relation to the selection of issuers, hedging rate and lifespan of the assets, the average lifespan of the portfolio and the maturity profile of the securities held, which will be monitored continuously.

Spread of sensitivity to interest rates within which the Compartment is managed	Between 0 and 4
Denomination currencies of the securities in which the Compartment is invested	Euro: 90% to 100% of the net assets (*) Others: 0 to 10% of the net assets
Level of foreign exchange risk borne by the Compartment	A maximum of 10% of the net assets
Geographic area of the issuers of the securities to which the Compartment is exposed	OECD: from 90 to 100% of the net assets (*) Others: from 0 to 10% of the net assets

(*) *The 100% limit may occasionally be exceeded in the context of significant subscriptions/redemptions, significant market variations or even due to a slight delay in payment in respect of divestment/investment transactions of the Compartment's assets.*

3.4 Authorised investments and investment restrictions

The Compartment may invest in the following categories of assets and financial instruments:

a) Debt securities and money market instruments

The Compartment will be invested in bonds, money market instruments and other French or foreign negotiable debt securities denominated in Euro, the issuers of which will be located in the OECD zone: fixed and/or variable rate bonds, adjustable rate bonds, index-linked bonds, convertible bonds and government bonds. The Compartment may incidentally invest in securities issued by issuers outside the OECD.

On an ancillary basis, the portfolio may include securities issued in currencies other than the Euro (for example, US Dollar, Swiss Franc, Japanese Yen, etc.). Thus, exposure to foreign exchange risk will remain incidental and must not, in any event, exceed 10% of the Compartment's net assets. The Management Company will in fact take positions on derivatives with a view to hedging the portfolio against the foreign exchange risk, by using forward exchange contracts, futures, swaps or options.

A minimum of 51% of the securities in the portfolio must be "Investment Grade" category, in accordance with the terms stated above. As an example, by "Investment Grade", is understood a rating at least equal to BBB- on the Standard & Poor's scale.

The distribution of private/public debt is not defined in advance; it will take place depending on the general allocations defined by the Management Company and market opportunities. In the same way, the Management Company will define the duration in relation to the management objectives and constraints defined previously (e.g. credit sensitivity, rate sensitivity).

The portfolio's sensitivity to interest rates may vary between 0 and 4.

During the period of building the portfolio, the Management Company reserve the option of remaining invested in money market instruments.

Therefore, during the period of building the portfolio and in the context of the management of the Compartment's cash flow, the Management Company may use money market instruments up to 100% of the net assets.

Divestments improving the portfolio's yield may be planned, specifically to improve the portfolio's yield, to comply with the above-mentioned ratio of 51% of "Investment Grade" category securities or to minimise the portfolio's average default risk.

The Management Company does not impose any constraint in respect of subordination or in respect of the legal characteristics of the debt securities eligible for investment.

b) Equities

The Compartment may be exposed up to a maximum of 10% to one or more markets of equities issued in the Euro zone countries.

The portfolio may therefore incidentally be re-invested in equities quoted on a regulated market or on a multilateral trading facility and issued by private sector companies, of any market capitalisation, located exclusively within the Euro zone countries.

A maximum of 5% only of the Compartment's net assets can be invested in small-caps. In all cases, exposure to equity risk shall not exceed 10% of the net assets.

c) Shares or units of UCITS or UCIs

In order to manage cash flow or access specific markets (sector or geographic), the Compartment may invest up to 10% of its assets in units of UCITS and/or of other UCIs within the meaning of I. (1) (c) of the investment and borrowing restrictions set forth in section 2.3.

These UCITS or UCIs may be managed or promoted by the Management Company or by a subsidiary or affiliate thereof.

d) Contingent convertibles instruments

The Compartment may invest up to 10% of its assets in so called contingent convertibles instruments ("CoCos").

CoCos are debt instruments which could be convertible into equity or written down if a pre-specified trigger event occurs. Many of the larger financial institutions have lately embraced the use of CoCos as a cost effective way of meeting the level of going-concern capital required by Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms (the "**Credit Requirement Regulation**" or "**CRR**") in addition to the Common Equity Tier 1 capital (as defined in the CRR; "**CET1**"). The CRR allows a financial institution to issue Additional Tier 1 ("AT1") securities in non-CET1 capital but in the form of CoCos. To qualify as AT1s the CoCos need to be able to be written down or converted into equity when a certain trigger CET1 is reached or when the relevant regulatory authority deems the issuer being non-viable under the Bank Recovery and Resolution Directive.

Investors should fully understand and consider the risks of CoCos.

CoCos entail a valuation risk. To correctly value the instruments the Company needs to evaluate the probability of activating the trigger, the extent and probability of any losses upon trigger conversion (not only from write-downs of their principal value but also from unfavourably timed conversion to equity) and the likelihood of cancellation of coupons. These risks may be highly challenging to model. Though certain risk factors are transparent, e.g.,

trigger level, coupon frequency, leverage, credit spread of the issuer, and rating of instrument, if any, other factors are discretionary or difficult to estimate, e.g. individual regulatory requirements relating to the capital buffer, the issuers' future capital position, issuers' behaviour in relation to coupon payments on AT1 CoCos, and any risks of contagion. Importantly, as one descends down the capital structure to sub-investment grade where the majority of CoCos sit, the level of precision in estimating value when compared to more highly rated instruments, deteriorates.

Investors may be exposed to extension risk as there may be no incentive, in the form of a coupon step-up, for the issuer to redeem the securities issued. This would cause the securities' duration to lengthen and to expose investors to higher interest rate risk

Investors should also take into account that the trigger levels differ and determine exposure to conversion risk depending on the CET1 distance to the trigger level. Furthermore, coupon payments on AT1 instruments are entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time. Contrary to classic capital hierarchy, CoCo investors may suffer a loss of capital when equity holders do not. AT1 CoCos are issued as perpetual instruments, callable at predetermined levels only with the approval of the competent authority. The structure of CoCo instruments is innovative yet untested.

CoCos may entail a liquidity risk, meaning that under certain conditions it may be difficult to sell them. If the relevant market for a specific CoCo is illiquid, it may not be possible to liquidate a position at all or at an acceptable price. This risk generally increases the more likely it gets that the pre-specified trigger event of a given CoCo occurs.

Finally, when CoCos are written down, the NAV of the Compartment may significantly decrease.

e) Other eligible assets

The Compartment may invest up to 10% of its net assets in money market instruments, debt securities or equity securities not admitted to or dealt in on an Eligible Market.

Financial futures instruments quoted on a regulated or organised market in France or abroad or traded over-the-counter

The Compartment may participate in securities, futures and options, traded on regulated or organised markets in France and abroad, or traded over-the-counter, with the aim of hedging or exposure to rate risk.

The financial futures instruments in question are specifically rate derivatives (rate swaps, options and futures), used in the context of managing the Compartment's rate sensitivity.

The Compartment may use financial futures instruments for up to 100% of the net assets and thus take the portfolio's global commitment to 200% in compliance with the sensitivity spread.

Within the limits provided for by the regulations, the Management Company may also recourse to simple credit derivatives (Credit Default Swap, CDS), in order to hedge and/or expose the portfolio to the risk of a repayment gap on one (CDS Single-Name standard) or more issuers (e.g. CDS indices) and/or hedge the risk of failure of one or more issuers. Recourse to the CDS indices will remain negligible.

The use by the Management Company of credit derivatives will firstly enable the portfolio's global credit exposure to be managed and also the taking or hedging of individual or multi-issuers' credit risks.

The Compartment may more generally be exposed to an index comprising the financial instruments stated in the investment and borrowing restrictions.

Counterparties to transactions on financial contracts traded over-the-counter

At the date of this Prospectus, the Management Company can process over-the-counter transactions with the following counterparties: BNP Paribas, Bank of America Merrill Lynch, Credit Suisse, Deutsche Bank, Goldman Sachs, HSBC, JPMorgan Chase Bank N.A., Morgan Stanley, Royal Bank of Scotland and Société Générale.

At the moment, the Management Company is not however processing transactions on financial contracts traded over-the-counter.

Furthermore, the Management Company maintains, at the date of this Prospectus, relations with the following counterparties with which the Management Company may be required to deal: BNP Paribas, Bank of America Merrill Lynch, Credit Suisse, Deutsche Bank, Goldman Sachs, HSBC, JPMorgan Chase Bank N.A., Morgan Stanley, Royal Bank of Scotland and Société Générale.

None of these counterparties has a power of discretionary decision-making over the composition or management of the Compartment's portfolio or over the underlying asset of the financial contracts acquired by the Compartment, or needs to give its approval for any transaction relating to the portfolio.

By the transactions carried out with these counterparties, the Compartment bears the risk of their failure (insolvency, bankruptcy, etc.). In such a situation, the realisation value of the Compartment may go down.

f) Securities with embedded derivatives

The Compartment may be incidentally exposed (i.e. up to a maximum of 10% of its net assets) to convertible bonds when these offer more attractive opportunities than the above-mentioned bonds or debt securities. Generally, the equity sensitivity, at the time of acquisition of these convertible bonds, is negligible but market changes may highlight residual equity sensitivity.

Exposure to equity risk shall never exceed 10% of the Compartment's net assets.

Recourse to other securities including derivatives is excluded. The Compartment may, however, be required to hold such securities with embedded derivatives temporarily following assignment operations. The Compartment is not authorised to retain them.

The underlying assets of the embedded derivatives will be eligible investments in accordance with the Law of 2010.

g) Deposits

The Compartment may invest up to 20% of its net assets in deposits with one or several credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months.

h) Cash borrowing

In the context of its normal operations, the Compartment may not borrow amounts in excess of 10% of its net assets, any such borrowings to be from banks and to be effected only on a temporary basis.

i) Temporary acquisitions and assignments of securities

Any temporary acquisitions or assignments of securities are carried out in the context of managing cash flow and/or optimising the Compartment's revenues. These transactions consist of securities lending and borrowing or repurchase and reverse repurchase transactions. Temporary acquisitions and assignments of securities may take place for up to 100% of the Compartment's assets.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.

Planned and authorised level of use

This type of transaction is carried out in accordance with the level of available liquidities and subject to compliance with the Compartment's structural constraints.

4. Risk considerations linked to the investment policy of the Compartment

The Compartment will mainly be invested in financial instruments selected by the Management Company. These instruments will be exposed to market trends and risks.

Investors are advised to carefully consider the risks of investing in this Compartment and are therefore referred to Section 6 of the General Section which provides a non-exhaustive description of risks.

The following risk factors apply at the level of the Compartment:

4.1 Risk of capital loss

The investor is advised that it may not get back all the capital invested, the Compartment not benefiting from any guarantee or protection of the capital invested.

4.2 Performance risk

The investor is advised that performance of the Compartment may not achieve its objectives.

4.3 Interest-rate risk

Due to its composition, the Compartment may be subject to interest-rate risk. This risk results from the fact that in general the price of debt securities and bonds goes down when rates increase. Investors in bonds or other fixed income securities may record negative performance following fluctuations in interest rates.

4.4 Credit risk

Credit risk represents the potential risk of downgrading of the issuer's rating and/or the risk that the issuer is unable to honour its commitments, leading to a drop in the security and therefore of the net asset value.

4.5 Credit risk/ High Yield

This is the credit risk applying to "speculative" securities which present increased probabilities of default than those of "Investment Grade" securities. As compensation, they offer higher

levels of return but may, if the rating is downgraded, reduce the Compartment' net asset value significantly. The unrated counterparties which may be selected will, in the same way, mainly fall into this category and may present the same or higher risks as a result of their unrated nature. As an example, by "High Yield" (speculative securities), is understood a rating of less than BBB- and by "Investment Grade", is understood a rating at least equal to BBB- on the Standard & Poor's scale.

4.6 Counterparty risk

This is the risk associated with the use by the Compartment of financial futures or over-the-counter instruments and/or recourse to temporary acquisitions and assignments of securities. These transactions concluded with one or more eligible counterparties potentially expose the Compartment to a risk of failure of one of these counterparties which could lead to a default in payment.

4.7 Risk associated with discretionary management

Discretionary management relies on forecasted changes in the various markets and UCITS selected. There is a risk that the Compartment is not invested at all times in the best-performing markets. Likewise, there is a risk that the UCITS selected are not the best-performing and/or achieve a lower performance than their benchmark index.

4.8 Equity risk

This is the risk of variation in the rates of the equities to which the portfolio is exposed. The Compartment may be exposed in minority proportions to convertible bonds when these enable more attractive opportunities to be offered than the above-mentioned bonds. Principally, the equity sensitivity, at the time of acquisition of these convertible bonds, is negligible but market changes may highlight residual equity sensitivity.

4.9 Risk resulting from holding Convertible Bonds

The Compartment may be exposed to convertible bonds; these may highlight residual equity sensitivity and experience wide variations associated with changes in the underlying equity rates. The investor's attention is drawn to the fact that the Compartment' net asset value will go down in the event of adverse changes.

4.10 Foreign exchange risk

This is the risk of variation in foreign currencies affecting the value of the securities held by the Compartment. The investor's attention is drawn to the fact that, notwithstanding the hedging implemented by the Management Company against the foreign exchange risk, there is a risk that the Compartment' net asset value may go down in the event of an adverse change in the rates of currencies other than the Euro. Exposure to the foreign exchange risk will in all cases be incidental.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach.

The global exposure of the Compartment does not exceed 100% of its total net assets on average.

7. Management of collateral

Any collateral will exclusively consist in cash and will not be re-invested.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - Rendement Euro Plus			
Class	Class C	Class D	Class I
Launch date	26 September 2016	26 September 2016	To be determined by the Board of Directors
ISIN code	LU1373288288	LU1373288361	LU1373288445
Investor Type	Retail	Retail	Institutional
Subscription Fee	None		
Conversion Fee	None		
Redemption Fee	None		
Management Company Fee	1.40%	1.40%	0.65%
Performance Fee	20% upon Hurdle Rate		10% upon Hurdle Rate
Maximum Administration, Domiciliary and Depositary Fee	0.45%		0.41%
NAV currency	EUR		
NAV frequency	Each Business Day		
Hedging	N/A		
Dividend policy	Capitalisation	Paid annually	Paid annually
Minimum subscription amount and minimum holding amount	1 Share	1 Share	EUR 1,000,000

9. Dividend policy

With respect to the Class(es) distributing dividends, the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

15. Performance Fee

The performance period for the Compartment shall be each period from 1 July of each year and shall terminate on 30 June of the following year, except for the first performance period which shall commence on the first allotment of Shares in a Class and end on 30 June 2017 (the “**Performance Period**”).

The Performance Fee is payable yearly to the Management Company as of 30 June of each year and covers each 12 month period starting on 1 July of each year and shall terminate on 30 June of the following year, except for the first Performance Period which will start on the Compartment’s launch date and will terminate on 30 June 2017.

A Performance Fee is due only if the net asset value as of 30 June is higher than the net asset value as of 1 July of the previous year, except for the first Performance Period where a Performance Fee is due only if the net asset value of the relevant Class as of 30 June 2017 is higher than 117.58 for Class C and 97.9 for Class D.

The Compartment is subject to a Performance Fee of 20% for Class C and Class D Shares and to a Performance Fee of 10% for Class I Shares upon Hurdle Rate defined by the Euro MTS 3-5 years index + 1%, taking subscriptions and redemptions into account.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Valuation Day, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

If a Share is redeemed (or converted) other than at the end of a Performance Period, the Performance Fee calculated in respect of such Share as at the Valuation Day as of which such Share is redeemed shall be crystallised and become payable to the Management Company.

The Performance Fee in respect of each Performance Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX VI
Twenty First Capital Luxembourg SICAV -
Smidcaps Flex

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

The Compartment is suitable for investors seeking to invest mainly in French equity securities and, if applicable, benefit from the tax benefits linked to PEA (*Plan d'Epargne en Actions*).

The Compartment is PEA (*Plan d'Epargne en Actions*) eligible in France and may serve as support to life insurance contracts.

The reasonable amount to be invested in this Compartment depends on the personal situation of each investor. To determine such amount, an investor shall take into account its personal estate, its current and future needs, its contemplated investment duration, as well as whether it wishes to take risks or, on the contrary, give priority to a prudent investment approach. It is highly recommended to an investor to sufficiently diversify its investments in order not to being exposed solely to the risk of this Compartment.

This Compartment may not be appropriate for investors who plan to withdraw their money within 5 years.

3. Master-Feeder Structure

The Compartment is a Feeder Compartment in “ID France Smidcaps” (the “**Master Fund**”), a mutual fund constituted under French laws and qualifying as a Master UCITS under Directive 2009/65/EC, meaning that the Compartment invests in practice substantially all of its assets into the Master Fund and will therefore hold virtually no or a very low percentage of its assets in ancillary liquid assets. The Compartment invests in the “I” units of the Master Fund. Therefore this addendum shall be read in conjunction with the prospectus of the Master Fund which is available on the website of the Management Company at www.twentyfirstcapital.com.

A number of documents and agreements must be in place to coordinate the actions between the Compartment and the Master Fund, in accordance with the relevant provisions of the Law of 2010:

a) the Management Company shall establish internal conduct of business rules describing, especially, the appropriate measures to mitigate conflicts of interest that may arise between the Compartment and the Master Fund, the basis of investment and divestment by the Compartment, standard dealing arrangements, events affecting dealing arrangements and standard arrangements for the audit report. These internal rules are available at www.twentyfirstcapital.com. Additional informations regarding these internal rules can be obtained free of charge upon request made to the Management Company.

b) the Depositary and the depositary of each of the Master Fund must enter into an agreement in order to share information regarding the Master Fund.

c) the auditor of the Company and the auditors of each Master Fund must enter into an information exchange agreement in order to share information regarding the Master Fund.

4. Investment Objectives and Policy

4.1 Investment objectives

The Compartment aims, by investing in the Master Fund, to achieve an annualized net of fees performance of more than 5% over the five-year recommended investment horizon. The performance of the Compartment will differ from that of the Master Fund (“I” units) due to its own fee structure and its use of forward financial instruments for the purpose of partially hedging the Compartment against equity risk.

4.2 Benchmark

The Compartment’s portfolio is not constructed and managed with respect to a benchmark.

The Master Fund’s performance can, *a posteriori*, be compared to the CACMS. The benchmark indicator is calculated Net Returns since 30 April 2011.

The CACMS is a combination of the CAC Mid 60 and CAC Small indices.

The CAC Mid 60 includes the values of the CAC All-Tradable classified by free float-adjusted market capitalisation and trading volume: the 60 highest ranked values which are not part of the CAC Large 60 are selected. A buffer zone is applicable where the current constituents ranked 56th to 65th take priority in relation to the candidate values which are not part of the CAC Mid 60 or CAC Large 60 at the time of the review.

The CAC Small includes the values of the CAC All-Tradable not belonging to the SBF 120 index (combination of the CAC Large 60 and CAC Mid 60).

For more information on the CACMS: www.euronext.com

The Master Fund does not aim to reproduce the performance of this index in any way. It makes investments on the basis of criteria which may lead to significant deviations from the variations of this index.

Investments in companies are made according to weightings which are not in relation to the relative weight of each company in the index.

4.3 Investment policy

Investment Strategy of the Compartment

The Compartment is PEA (*Plan d’Epargne en Actions*) and PEA-PME (*Plan d’Epargne en Actions - Petites et Moyennes Entreprises*) eligible in France.

The Compartment will at all times invest 85% or more of its assets in the Master Fund (“I” units). In addition, it will use forward financial instruments traded on French and foreign regulated markets for the purpose of reducing equity exposure by at least 50% and as much as 100%. To reduce equity exposure by at least 50% and by as much as 100% the Management Company will sell equity futures. Hedging of equity exposure will depend on the Management Company expectations.

Net exposure to equity risk will range between 0% and 50% of net assets.

The Compartment invests between 85% and 100% of its assets in the Master Fund (“I” Unit) and, on an ancillary basis, in money-market funds, money-market instruments

and/or cash, but the use of futures markets significantly changes the Compartment's exposure compared to a mere direct investment in the Master Fund.

The Compartment may hold cash on an ancillary basis.

The Compartment will use forward financial instruments traded on French and foreign regulated markets for the purpose of reducing its equity exposure by at least 50% and as much as 100%. The forward financial instruments used will be equity futures.

Exposure to derivatives or forward financial instruments may not exceed 100% of net assets.

Investment strategy of the Master Fund

The Master Fund, which is mainly invested on the equity markets, aims to offer performance in excess of that of the CACMS by a “stock picking” approach to equity investments. This approach is supplemented by the management of the degree of exposure to the equity risk (a minimum of 60% in French equities), managed by a risk premium from the small and mid capitalisation market: as long as the risk premium is raised, in a volatile market environment, exposure to the equity markets is reduced, and vice versa. Therefore, regardless of the exposure to the market, the objective of the stock-picking approach is to enable the Master Fund to achieve an increased performance compared to its benchmark index.

The selection of equities quoted on Euronext Paris retains the securities presenting the strongest potential for enhancement in respect of the criteria established by the Management Company with the assistance of the Investment Advisor. This approach is based on the analysis of multiples supplemented by a fundamental analysis of the Management Company's economic model, combining the quantitative analysis and the qualitative analysis in the “stock picking” phase. The calculation of the intrinsic value relies on a multi-criteria approach (discounted cash flows – “DCF” – and stock exchange comparison). The final selection includes “socially responsible investment” criteria based on environmental, social and governance aspects (“ESG”), aiming at limiting the weight in the portfolio of the securities presenting a risk with regard to these criteria.

Investment Process of the Master Fund

The investment process is composed of two complementary stages:

- A selection of securities presenting a strong discount in relation to the historic multiples and to comparable securities in terms of economic model and margin level. The basic value of each security of a type is compared with its quoted price on the market.

The portfolio construction is seeking optimal diversification which does not mean sector neutrality in relation to the composition of the CACMS. The sector allocation is a result of the selection of securities resulting from the investment process, which is purely bottom up.

Taking the ESG criteria into account in the final selection of securities forming the portfolio aims to eliminate securities presenting specific risks, in particular in terms of governance, quality of management, quality of the economic model or quality of the financial structure.

The strategy implemented is systematic; it is focused on the long term. It is an asset-based and conservative approach.

- The control of global exposure of the Master Fund to equity risk through a risk premium constructed by the Investment Advisor from an aggregate of 245 mid and small capitalisation securities. The use of a risk premium enables good interpretation of the economic cycle. The risk premium compares the internal yield rate of the equities with that of 10 year Government bonds which constitutes a good alternative for long-term investment.

4.4 Authorised investments and investment restrictions

The Compartment may invest in the following categories of assets and financial instruments:

a) Assets

The Compartment shall invest at least 85% and up to 100% of its assets in the Master Fund. The Compartment may, in addition, invest up to 15% of its net assets in money-market funds, money-market instruments and/or cash.

b) Financial derivative instruments

The Compartment may use forward financial instruments traded on French and foreign regulated markets for the purpose of reducing its equity exposure by at least 50% and as much as 100%. The forward financial instruments used will be equity futures.

Exposure to derivatives or forward financial instruments may not exceed 100% of the Compartment's net assets.

c) Deposits

The Compartment may invest in deposits with one or several credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months.

d) Cash borrowing

In the context of its normal operations, the Compartment may not borrow amounts in excess of 10% of its net assets, any such borrowings to be from banks and to be effected only on a temporary basis.

e) Temporary acquisitions and assignments of securities

The Compartment will not have recourse to any kind of temporary acquisitions or assignments of securities.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.

4.5 Main service providers of the Master Fund

a) Management Company

The Management Company is the management company of the Master Fund.

b) Investment Advisor of the Master Fund

The Management Company has mandated the company France Actionnaire SA (also known under the “IDMidCaps” brand) to act as an investment advisor of the Master Fund and, in this capacity, to supply recommendations and investment advice to the Management Company.

The Investment Advisor does not make decisions on the Master Fund’s behalf, which is under the supervision and responsibility of the Management Company.

c) Depositary

CACEIS Bank France is the depositary of the Master Fund.

4.6 Tax implications of the investment into the master UCITS

The investment into the Master Fund has no specific Luxembourg tax impact.

5. Risk Profile

The Compartment’s risk profile is similar to that of its Master Fund but is different in that it has the option of transacting on futures markets in order to limit exposure to equity market declines. Also, the performance of both funds, will not be equal due, in particular, to costs and expenses incurred by the Compartment. Investors are advised to carefully consider the risks of investing in this Compartment and are therefore referred to Section 6 of the General Section which provides a non-exhaustive description of risks.

The following risk factors apply at the level of the Master Fund:

5.1 Capital and performance risk

Investors are advised that the Master Fund’s performance may not meet its objectives and that the capital invested may not be reimbursed, the Master Fund not benefiting from any guarantee or protection of the capital invested.

5.2 Equity risk

The Master Fund is invested in or exposed to one or more equity markets which may experience strong variations. Investors’ attention is drawn to the fact that price fluctuations of the securities in the portfolio and/or market risk may result in a significant reduction in the net asset value of the Master Fund.

5.3 Small-cap stocks risk

The Master Fund is exposed to companies of small capitalization. These companies, due to their specific characteristics may present risks for investors. This may reduce the net asset value more significantly and more quickly.

5.4 Liquidity risk

The liquidity risk represents the price reduction which the Master Fund may potentially have to accept to sell certain assets for which there is insufficient demand on the market. Positions in small capitalisation companies may in particular be difficult to liquidate quickly, which may affect the value of the Master Fund.

5.5 Concentration risk

Occasional exposure of the portfolio to a limited number of sectors, geographic areas or currencies may cause significant losses should there be adverse events in the exposed area.

5.6 Risk associated with discretionary management

Discretionary management relies on a selection of securities decided by the Management Company and on the expectation of change in the various markets. There is a risk that the Master Fund is not invested at all times in the best-performing securities and markets.

5.7 Interest rate risk

Due to its composition, the Master Fund may be subject to an interest-rate risk. This risk results from the fact that in general the price of debt securities goes down when rates increase. The net asset value will go down if interest rates rise.

5.8 Credit risk

In the case of a downgrading of private or Sovereign issuers (for example of their rating by the financial rating agencies), or their failure, the value of the debt securities or money market instruments may go down; the net asset value of the Master Fund will therefore go down.

6. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

The Management Company's risk management process applicable to the Master Fund reflects the investment objectives and policy of the Master Fund. Upon request, Investors can receive further information from the Management Company in relation to the Master Fund's risk management.

7. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach.

The global exposure of the Compartment does not exceed 100% of its total net assets on average.

8. Management of collateral

Any collateral will exclusively consist in cash and will not be re-invested.

9. Shares and fees

9.1 Shares and fees of the Compartment

Twenty First Capital Luxembourg SICAV - Smidcaps Flex
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Class	Class C
Launch date	26 September 2016
ISIN code	LU1373288528
Investor Type	Retail
Subscription Fee	Up to 3%
Conversion Fee	None
Redemption Fee	None
Management Company Fee	2.5%
Performance Fee	10% upon Hurdle Rate
Maximum Administration, Domiciliary and Depositary Fee	0.45%
NAV currency	EUR
NAV frequency	Each Business Day
Hedging	N/A
Dividend policy	Capitalisation
Minimum subscription amount and minimum holding amount	1 Share

9.2 Shares and fees of the Master Fund (“I” Unit)

The Compartment is investing in the “I” units of the Master Fund. At the level of the Master Fund, the fees, charges and expenses associated with such investment are an annual management fees and other expenses of the Master Fund, as described in its prospectus. Details on the actual charges and expenses incurred at the level of the Master Fund are available on the website of the Management Company at www.twentyfirstcapital.com. The KIID issued for the “I” units also contains additional information on the ongoing charges incurred by the Management Company.

Class	Class I
Subscription Fee	None
Conversion Fee	None
Redemption Fee	None
Management Company Fees	1.50%
Performance Fee	15% above Benchmark

Transaction Fee	up to 0.18% (inclusive of VAT)
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The fees of the Investment Advisor will be borne by the Management Company.

10. Cut-off Time

10:00 a.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time two Business Days before the Calculation Day.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time two Business Days before the Calculation Day.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

15. Performance Fee

The performance period for the Compartment shall be each period from 1 February to 31 January in each year, except for the first performance period which shall commence on the first allotment of Shares in a Class and end on 31 January of the following year (the “Performance Period”).

The Performance Fee is payable yearly to the Management Company as of 31 January of each year and covers each 12 month period starting on 1 February of each year and shall terminate on 31 January of the following year, except for the first Performance Period which will start on the Compartment’s launch date and will terminate on 31 January 2017.

A Performance Fee is due only if the net asset value as of 31 January is higher than the net asset value as of 31 January of the previous year, except for the first Performance Period where a Performance Fee is due only if the net asset value as of 31 January is higher than 100 for Class C.

The Compartment is subject to a Performance Fee of 10% upon Hurdle Rate of 5%, taking subscriptions and redemptions into account and payable yearly to the Management Company.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Valuation Day, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

The Performance Fee in respect of each Performance Period will be calculated by reference to the Net Asset Value before deduction for any accrued Performance Fee.

If a Share is redeemed (or converted) other than at the end of a Performance Period, the Performance Fee calculated in respect of such Share as at the Valuation Day as of which such Share is redeemed (or converted) shall be crystallised and become payable to the Management Company.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX VII
Twenty First Capital Luxembourg SICAV -
Shânti GEM Bonds

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

Class I Shares are suitable for institutional investors wishing to diversify their financial investments by investing in emerging bonds, without systematic hedging of the foreign exchange risk.

Class P Shares are suitable for all subscribers and more specifically at entities wishing to diversify their financial investments by investing in emerging bonds hedged against the EUR/USD exchange rate risk.

Class R Shares are suitable for all subscribers and more specifically at entities wishing to diversify their financial investments by investing in emerging bonds, without systematic hedging of the foreign exchange risk.

This Compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

The reasonable amount to be invested in this Compartment depends on the personal situation of each investor. To determine such amount, an investor shall take into account its personal estate, its current and future needs, its contemplated investment duration, as well as whether it wishes to take risks or, on the contrary, give priority to a prudent investment approach. It is highly recommended to an investor to sufficiently diversify its investments in order not to being exposed solely to the risk of this Compartment.

3. Investment Objectives and Policy

3.1 Investment objectives

The Compartment is invested in bonds from emerging countries. It aims to optimise the performance of a portfolio in emerging bonds, by investing in securities denominated in international currencies i.e. USD, EUR, JPY, CHF, GBP), or in the issuers' national currency (local currency), over its recommended investment period of 3 years.

Benchmark

The Compartment's investment objective is not related to a benchmark. However, for information purposes, the Compartment's performance may be compared with that of the composite Index (50% of the JP Morgan Emerging Markets Bond Index Global Index (JPM EMBI Global – Bloomberg Code: JPEGCOMP Index) in USD + 50% of the JP Morgan Government Bond Index – Emerging Markets Unhedged Index (GBI-EM Unhedged – Bloomberg Code: JGENEMUU Index) in USD).

JP Morgan Emerging Markets Bond Index Global Index comprises sovereign or quasi-sovereign bonds issued in USD. It is denominated in USD. Its performance includes its component bond coupons.

JP Morgan Government Bond Index – Emerging Markets Index comprises sovereign bonds issued in local currencies. It is denominated in USD but is not hedged against foreign exchange risks. Its performance includes its component bond coupons.

3.2 Investment policy and restrictions

The investment strategy relies on two complementary approaches:

- a top-down approach based on the analysis of the main macro-economic aggregates (growth, inflation, deficits, etc.) of the monetary policy as well as governance and political conjecture. The most qualitative elements such as forecasted growth, the change perceived from monetary policies, capital flows, the study of consensus of opinion and their changes, etc. are taken into account; and
- a bottom-up approach or selection of securities. These result from specific characteristics of the selected securities.

The Compartment's investment universe comprises bonds and negotiable debt securities issued by public and private issuers from emerging countries located in Asia, Latin America, Central and Eastern Europe, Africa and the Middle East.

These issues may be:

- denominated in international currencies, mainly in USD, and entail exposure to the yield curves of these currencies; or
- denominated in local currencies and allow exposure to local yield curves (e.g. Brazilian yield curve). They only involve supranational, sovereign and semi-public issuers. They may or may not be hedged against foreign exchange risk.

The arbitrage between these two types of investments will be made in particular depending on their relative attractiveness and will result from the analysis of the following factors:

- shapes of the yield curve; comparison of international currency curves with local curves, and the policies of the relevant central banks concerned;
- ease of access and transaction cost; there may be a reconstitution of the risk of a local bond via a forward exchange transaction superimposed on a bond denominated in an international currency. Securities with embedded derivatives such as Euro Medium Term Notes (EMTNs) or swaps form part of the instruments which will be considered in respect of cost and ease of access; and
- liquidity.

The Compartment will therefore be exposed to currencies of emerging countries via debt securities denominated in local currencies, but also via simple financial futures instruments, traded on Regulated Markets or over-the-counter such as futures, forwards or n NDFs. These derivative instruments will allow:

- exposure to emerging currencies or,
- the specific desensitisation of the portfolio.

Exposure to local currencies may be partly or totally hedged against USD.

For Class P Shares only, systematic exchange rate hedging is put in place to hedge the EUR/USD exchange rate risk.

For Class I and R Shares, there is no EUR/USD exchange rate hedging.

The portfolio is diversified and complies with the following risk limits:

- A single geographic area cannot represent more than 50% of the net assets. The 4 geographic areas in question are: (i) Asia, (ii) Latin America, (iii) Central and Eastern Europe, and (iv) Africa and the Middle-East.
- A maximum of 10% of the net assets per corporate investment grade bond issuer.
- A maximum of 20% of the net assets per investment grade sovereign bond issuer.
- The limits are divided by two for securities which are not investment grade. A bond is investment grade if its rating is between BBB- and AAA inclusive (Standard & Poor's equivalent).
- A maximum of 10% of the net assets per currency of emerging countries in derivatives.
- A maximum of 20% of the net assets per currency of emerging countries (derivatives + active equities).
- Purchases of currencies of emerging countries via derivatives will not represent more than 50% of the net assets.
- Sales of currencies of emerging countries via derivatives will not represent more than 50% of the net assets.

3.3 Authorised investments and investment restrictions

a) Debt securities (up to 100%)

The Compartment may invest up to 100% in the following categories:

- bonds and debt securities of emerging countries at fixed, variable or index-linked rates (to inflation, for example), denominated in international currencies; and
- bonds and debt securities from emerging countries at fixed, variable or index-linked rates (to inflation, for example), denominated in local currencies.

The relevant bonds will be rated, at the time of the investment, at a minimum of B - (Standard & Poor's equivalent) by an international rating agency (principally Standard & Poor's, Moody's, and Fitch Ratings). There are no other rating constraints, i.e. between 0% and 100% of the Compartment may be invested in high yield bonds.

The bonds may be issued by:

- a public entity,
- a government agency or equivalent,
- a private issuer, or
- a supranational agency.

Up to 10% of the Compartment's net assets may be invested in convertible bonds.

The Compartment is managed within a sensitivity spread to interest rates of 0 to 10.

Up to 10% of the Compartment's net asset may be invested in securities which are not traded on a Regulated Market.

b) Money market instruments

The Compartment may invest up to 20% of its net assets in money market instruments regardless of geographic origin.

This 20% allocation will include investments in UCITS and/or of other UCIs indicated in the following paragraph.

c) Shares or units of UCITS or UCIs

The Compartment may invest up to 10% of its assets in shares or units of money market or short-term money market UCITS and/or of other UCIs within the meaning of I. (1) (c) of the investment and borrowing restrictions set forth in section 3.3.

These investments will be used specifically to manage the Compartment's cash flow or to benefit from an investment strategy achieving the Compartment's investment objective.

d) Derivative instruments

The Compartment may carry out forward exchange transactions on emerging currencies of up to a maximum of 50% for currencies bought and a maximum of 50% for currencies sold, with the aim of hedging or increasing exposure to the different emerging currencies or creating a synthetic exposure to the risk of a local bond (apart from exchange rate hedging against USD for Class P Shares).

The derivative instruments are as follows:

- forwards;
- NDFs; and
- futures on currencies.

To hedge the portfolio, the Compartment may carry out forward exchange transactions on international currencies using forwards, NDFs and futures.

The Compartment may also invest in futures and options traded on Regulated Markets and/or over-the-counter. The Compartment may also invest through swaps to hedge and/or expose the portfolio to interest-rate risk, to credit risk and to foreign exchange risk; total return swaps may be used up to 30% of the portfolio only in order to allow exposure to Government bonds which access is limited for international investors (*e.g.* Government bond index-linked to inflation in Brazil). At the date of this Prospectus, the eligible counterparties are Nomura and JP Morgan which will have no decision-making power over the underlying component. In the event of failure of the counterparty, the impact on yield for the investor will be low since limited to the equalisation payment and any security deposit.

The Compartment may carry out transactions on credit default swaps for hedging purposes. These will be credit default swaps on emerging bond indices or on emerging individual securities.

The Compartment may also invest from time to time on futures and options on Government bonds of countries with international currencies and of emerging countries in order to manage the interest rate risk.

e) Securities with embedded derivatives

The Compartment may also invest with the aim of hedging or exposure in EMTNs, certificates or “Pass Through” on debt or credit instruments with no optional component, with no barrier and delta one, and convertible bonds. These securities allow simplified access and a lower cost for certain emerging bond markets in local currencies.

The underlying assets of the embedded derivatives will be eligible investments in accordance with the Law of 2010.

f) Deposits

In order to manage its cash flows, the Compartment may invest in short-term deposits having a term no longer than twelve months with one or several credit institutions.

g) Cash borrowing

In the context of managing the Compartment’s cash flows, the Management Company reserves the option of borrowing cash for a maximum of 10%, in agreement with the Depository. However, the Compartment is not intended to borrow cash.

h) Temporary acquisition and assignment of securities

The Compartment will not carry out temporary acquisitions and assignments of securities.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.

4. Risk considerations linked to the investment policy of the Compartment

The Compartment will mainly be invested in financial instruments selected by the Management Company. These instruments will be exposed to market trends and risks.

Investors are advised to carefully consider the risks of investing in this Compartment and are therefore referred to Section 6 of the General Section which provides a non-exhaustive description of risks.

The following risk factors apply at the level of the Compartment:

4.1 Capital risk

The Compartment does not benefit from any guarantee or protection. Therefore, investors may not get back all the capital invested.

4.2 Risk associated with investments in economically emerging countries

Investors’ attention is drawn to the fact that the conditions of operation and monitoring of some of these emerging countries may differ from the standards prevailing in major international centres; as a result, the net asset value may go down.

4.3 Risk associated with discretionary management

The Compartment's performance will depend on the securities selected by the Management Company. There is a risk that the Management Company does not select the best performing securities. The Compartment's performance may therefore be lower than expected.

4.4 Interest-rate risk

Interest-rate risk is the risk associated with a rise in bond market interest rates, which will cause a downturn in bond prices and consequently a downturn in the Compartment's net asset value.

4.5 Credit risk

The credit risk represents the risk of the downgrading of the issuer's credit-rating, of failure of the issuer or of any other credit event which would lead to a downturn in the price of the security and therefore the Compartment's net asset value.

4.6 Risk associated with holding high yield bonds

This is the credit risk applying to "speculative" securities which present increased probabilities of default than those of Investment Grade securities. As compensation, they offer higher levels of return but may reduce the Compartment's net asset value significantly.

4.7 Foreign exchange risk

The Compartment invests in financial instruments denominated in currencies other than the Reference Currency. Exchange rate fluctuations in foreign currencies in relation to the Reference Currency or that of the portfolio may result in a reduction in the value of the Compartment's investments.

4.8 Liquidity risk

Investment on the market of emerging bonds issued by private issuers is characterised by lower liquidity likely to lengthen the timescales required for investments or divestments or to impact the prices at which the Compartment may need to liquidate, initiate or modify its positions. The net asset value of the Compartment may therefore go down.

4.9 Counterparty risk

The Compartment is exposed to counterparty risk resulting from the use of financial futures instruments. Contracts relating to these financial instruments may be concluded with one or more counterparties not being able to honour their commitments in respect of said instruments.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the absolute VaR approach.

The level of leverage for the Compartment is typically expected to range from 0% to 150% of its net asset value. However, the Compartment's leverage may increase to higher levels, for example, at times when the Management Company deems it most appropriate to use financial derivative instruments to alter the Compartment's interest rate, currency or credit exposure. The leverage achieved in the Compartment through the use of financial derivative instruments is based on the sum of the notionals approach.

7. Management of collateral

Any collateral will exclusively consist in cash and will not be re-invested.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - Shānti GEM Bonds			
Class	Class R	Class P	Class I
Launch date	26 September 2016	26 September 2016	26 September 2016
ISIN code	LU1373288874	LU1373288957	LU1373289096
Investor Type	Retail	Retail	Institutional
Subscription Fee	Up to 4%		
Conversion Fee	None		
Redemption Fee	None		
Management Company Fee	1.70%	1.70%	1.20%
Performance Fee	20% HWM upon Hurdle Rate		
Maximum Administration, Domiciliary and Depositary Fee	0.95%		0.91%
NAV currency	EUR		
NAV frequency	Each Business Day		
Hedging	N/A	EUR/USD	N/A
Dividend policy	Capitalisation		
Minimum subscription amount and minimum holding amount	1 Share	1 Share	EUR 500,000

9. Dividend policy

With respect to the Class(es) distributing dividends, the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

5:00 p.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

15. Performance Fee

The performance period for the Compartment shall be each period from 1 May of each year to 30 April of the following year, except for the first performance period which shall commence on the first allotment of Shares in a Class and end on 30 April 2017 (the “**Performance Period**”).

The Performance Fee is payable yearly to the Management Company as of 30 April of each year and covers each 12 month period starting on 1 May of each year and shall terminate on 30 April of the following year, except for the first Performance Period which will start on the Compartment’s launch date and will terminate on 30 April 2017.

The Compartment is subject to a Performance Fee of 20% for all Classes upon Hurdle Rate defined by the composite Index (50% of the JP Morgan Emerging Markets Bond Index Global Index (JPM EMBI Global – Bloomberg Code: JPEGCOMP Index) in USD + 50% of the JP

Morgan Government Bond Index – Emerging Markets Unhedged Index (GBI-EM Unhedged – Bloomberg Code: JGENEMUU Index) in USD) with High Water Mark (“HWM”), taking subscriptions and redemptions into account and payable to the Management Company at the end of the accounting year.

A Performance Fee is due only if the net asset value as of 30 April is higher than the net asset value as of 30 April of the previous year, except for the first Performance Period where a Performance Fee is due only if the net asset value of the relevant Class as of 30 April is higher than 10,885.62 for Class I, 943.27 for Class P and 1,073.49 for Class R.

If a Share is redeemed prior to a Payment Date, the Performance Fee calculated in respect of such Share as at the Valuation Day as of which such Share is redeemed shall be crystallised and become payable to the Management Company.

However, if and when the Hurdle Rate is negative, the Hurdle Rate is considered as zero.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Performance Period, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX VIII
Twenty First Capital Luxembourg SICAV-
Shânti IndiAsean

1. Currency

The net asset value per Share of this Compartment is expressed in EUR.

2. Profile of the typical investor

The Compartment is suitable for any subscriber wishing to boost its financial investments by investing mainly in the Indian market and the ASEAN (Association of South East Asian Nations, including Indonesia, the Philippines, Singapore, Malaysia, Thailand and Vietnam) area.

This Compartment may not be appropriate for investors who plan to withdraw their money within 5 years.

The reasonable amount to be invested in this Compartment depends on the personal situation of each investor. To determine such amount, an investor shall take into account its personal estate, its current and future needs, its contemplated investment duration, as well as whether it wishes to take risks or, on the contrary, give priority to a prudent investment approach. It is highly recommended to an investor to sufficiently diversify its investments in order not to being exposed solely to the risk of this Compartment.

3. Investment Objectives and Policy

3.1 Investment objectives

The Compartment seeks to optimise the portfolio's risk/return profile by investing mainly in Indian equities, equities from the Indian sub-continent (Pakistan, Sri Lanka and Bangladesh) and ASEAN equities.

3.2 Benchmark

The Compartment's portfolio is not constructed and managed with respect to a benchmark.

However, for information purposes, the Compartment's performance may be compared with that of the composite index:

For Class A and Class B Shares:

50% MSCI India in USD, net dividends reinvested + 50% MSCI AC South East Asia in USD, net dividends reinvested in Euros (with no exchange hedging). These indices can be viewed on www.msci.com and on Bloomberg.

For Class R Shares:

50% MSCI India in USD, net dividends reinvested + 50% MSCI AC South East Asia in USD, net dividends reinvested (with no exchange hedging). These indices can be viewed on www.msci.com and on Bloomberg.

The MSCI India index in USD, net dividends reinvested (Bloomberg Code: NDUESIA Index) comprises equities issued by the mid and large caps from the Indian market. Its performance included dividends from its component equities.

The MSCI AC South East Asia Index in USD, net dividends reinvested (Bloomberg Code: NDUESEA Index) comprises equities issued by the mid and large caps from the market universe in the South East Asia area (Indonesia, Malaysia, the Philippines, Thailand and Singapore)

3.3 Investment policy

To achieve its investment objective, a minimum of 75% of the Compartment is invested in Indian equities, from the Indian sub-continent and ASEAN equities.

Investment	Min	Max
Equities	75%	100%
Bonds and Money Market Instruments	0%	25%

Investment is to be understood as the positions initiated by the balance sheet assets (active equities and investment funds). Derivatives (futures, options and swaps) are not taken into account within the limits of investment but within those of exposure.

The equity exposure of the Compartment will vary between 60% and 120%.

1. Allocation of assets

This has three components:

- the portion dedicated to equities;
- the portion for hedging of foreign exchange risk; and
- for fixed-income securities, the portion dedicated to negotiable debt securities in Euros, US Dollars and currencies from the geographic investment area, i.e., India, the Indian sub-continent and the ASEAN area (the “**IndiAsean Area**”).

The three components are linked to macro-economic and macro-financial valuations of the Indian, the Indian sub-continent and the ASEAN markets, as well as the emerging markets in general (economic growth, economic policy, budgetary balance, external balances, PER of the market, aggregated growth of profits, etc.), *i.e.* a “top down” approach.

These currencies being largely linked to the US Dollar, the Management Company may hedge the risk by US Dollar/Euro exchange transactions. Other exchange hedging transactions are also possible.

2. Selection of securities

This is done on a fundamental basis. The investment universe comprises small and mid-cap securities. The Asian markets are very rich in this segment, and offer interesting complementary opportunities in relation to those of the major local securities.

3.4 Authorised investments and investment restrictions

1. Equities (from 75 to 100%)

The Compartment may invest in:

- equities issued by Indian, Indian sub-continent or ASEAN companies;

- equities issued by foreign companies, the majority of whose activity or profitability takes place in the IndiAsean Area;
- from the American Depositary Receipts (“ADR”) and Global Depositary Receipt (“GDR”) of companies in the IndiAsean Area;

The ADR and GDR are financial instruments quoted on the stock exchanges of developed markets, corresponding in value and in law to a fixed number of shares in the company, for example 1 or 5, and which allow equities from emerging countries to be treated in a more convenient way for international funds. Their stock-market value varies as with that of the company’s share on its market, with a slight premium/discount which varies over time). These securities are principally quoted in US Dollars, and sometimes in Euros or Pounds Sterling. These ADR and GDR will not include embedded derivatives;

- “P-Notes”, which are certificates issued by first class issuers, the final redemption price of which will be linked to the evolution of equities or the index of companies in the IndiAsean Area. The Compartment may invest up to 10% of its net assets in P-Notes which are not be listed on a Regulated Market;
- derivatives on Regulated Markets or over-the-counter: the Compartment may invest in futures and options traded on Regulated Markets and/or over-the-counter to hedge and/or expose the portfolio to equity risk (equity markets in the IndiAsean Area or equity markets in general) and to the foreign exchange risk. Performance swap contracts on individual securities (securities from the IndiAsean Area), on a basket of securities (securities from the IndiAsean Area) or on the stock exchange indices from the same IndiAsean Area may be implemented within the portfolio; and
- specialized ETF / trackers on the equity markets from the IndiAsean Area.

2. Debt securities and money market instruments (up to 25%)

The Compartment may invest in debt securities, including debt securities issued by issuers from the IndiAsean Area; it may also invest, up to a maximum of 10%, in convertible bonds issued by companies which are quoted or traded on Regulated Markets.

Description of the assets:

- short term bonds denominated in USD or in EUR; and
- convertible bonds generally in USD issued by the companies from the IndiAsean Area.

These securities will not always be rated or may not be rated “investment grade”. The allocation between public and private debt is discretionary.

With regard to money market instruments, the Compartment may invest in this class of assets regardless of geographic origin.

3. Shares or units of UCITS or UCIs

The Compartment may invest up to 10% of its assets in shares or units of money market or short-term money market UCITS and/or of other UCIs within the meaning of I. (1) (c) of the investment and borrowing restrictions set forth in section 3.3. These investments will be used specifically to manage the Compartment’s cash flow or to limit the portfolio’s exposure to equity risk in the event of an unfavourable anticipation of the equity markets.

The Compartment may also hold specialised ETF / trackers on the IndiAsean Area's equity market of up to 10% of the net assets.

4. Derivative instruments

Forward exchange

The Compartment may carry out forward exchange transactions (over-the-counter) solely for the purpose of hedging or increasing market exposure.

The IndiAsean Area's currencies being largely linked to the US Dollar, the Management Company may hedge this risk by hedging US Dollar/Euro exchanges. Other currency hedging transactions are also possible (such as options and NDF, as well as any other appropriate financial instrument).

Futures and options

The Compartment may invest in futures, options, ETFs and any other appropriate financial instrument traded on Regulated Markets and/or over-the-counter to hedge and/or expose the portfolio to equity risk (Indian equity markets or equity markets in general) and to the foreign exchange risk.

On the other hand, on the Indian market there are a large number of forward contracts on individual securities, the volume of transactions on which often exceeds the volume of the underlying securities.

This gives the Management Company the option of easily achieving what is often more difficult than on other markets: to be seller of securities which it considers to be overpriced while being seller of the forward contract.

This type of transaction which represents specific risks will be in the minority, and only carried out occasionally. The Management Company expects to obtain an additional benefit in terms of risk/return, in the sense that:

- the hedging of the portfolio against a potential market risk may be done while retaining the preferred securities and by selling others,
- it may have opportunities for the sale of overpriced securities, regardless of market context.

Performance swap

Performance swap contracts on individual securities, on a basket of securities or on the stock exchange indices from the IndiAsean Area may be implemented within the portfolio.

Given the use of the derivatives stated above, these form an integral part of the investment strategy and may cause overexposure (up to 120%). Derivatives may also be used to make adjustments in the portfolio in the event of significant subscription/redemption movements.

5. Securities with embedded derivatives

The Compartment may invest in P-Notes, which are certificates issued by first class issuers, the final redemption price of which will be linked to the evolution of the equities of companies in the IndiAsean Area.

These securities are quasi-substitutes for the underlying securities to which they are linked (equities); they mainly present an element of convenience for management.

The underlying assets of the embedded derivatives will be eligible investments in accordance with the Law of 2010.

6. Deposits

In order to manage its cash flows, the Compartment may invest in short-term deposits having a term no longer than twelve months with one or several credit institutions.

7. Cash borrowing

In the context of managing the Compartment's cash flows, the Management Company reserves the option of borrowing cash for a maximum of 10%, in agreement with the Depositary. However, the Compartment is not intended to borrow cash.

8. Temporary acquisitions and assignments of securities

The Compartment does not carry out temporary acquisitions and assignments of securities.

The maximum proportion and expected level of assets that may be subject to SFTs and TRS is the following:

	<u>Maximum proportion of assets</u>	<u>Expected level of assets</u>
<u>securities lending</u>	<u>10 %</u>	<u>5 %</u>
<u>repurchase transaction</u>	<u>10 %</u>	<u>5 %</u>

No TRSs will be used.

4. Risk considerations linked to the investment policy of the Compartment

The Compartment will mainly be invested in financial instruments selected by the Management Company. These instruments will be exposed to market trends and risks.

Investors are advised to carefully consider the risks of investing in this Compartment and are therefore referred to Section 6 of the General Section which provides a non-exhaustive description of risks.

The following risk factors apply at the level of the Compartment:

4.1 Capital risk

The Compartment does not benefit from any guarantee or protection. Therefore, investors may not get back all the capital invested.

4.2 Equity risk

Variations in the equity markets may result in significant variations in the net assets which may have a negative impact on the growth of the Compartment's net asset value. As up to 120% of the Compartment may be exposed in equities and derivatives, the Compartment's net asset value may go down significantly.

4.3 Risk of overexposure of the Compartment

As the Compartment may invest in derivatives with a maximum exposure of 120% of the net assets, the Compartment's net asset value may therefore go down more significantly than the markets on which the Compartment is exposed.

4.4 Risk associated with investments in economically emerging countries

The investors' attention is drawn to the fact that the conditions of operation and monitoring of some of these emerging countries may differ from the standards prevailing in the major international centers; as a result, the net asset value may go down.

4.5 Risk associated with discretionary management

The Compartment's performance depends on the securities selected by the Management Company. There is a risk that the Management Company does not select the best performing securities. The Compartment's performance may therefore not achieve the investment objective.

4.6 Foreign exchange risk

The Compartment invests in financial instruments denominated in currencies other than the Reference Currency. Investors are exposed to a foreign exchange risk which may be partially or fully hedged. Exchange rate fluctuations in foreign currencies in relation to the Reference Currency may result in a reduction in the net asset value of the Compartment.

4.7 Interest rate risk

The interest rate risk is the risk associated with a rise in bond market interest rates, which causes a downturn in bond prices and consequently a downturn in the Compartment's net asset value.

4.8 Counterparty risk

The Compartment is exposed to counterparty risk resulting from the use of financial futures instruments. Contracts relating to these financial instruments may be concluded with one or more counterparties not being able to honour their commitments in respect of said instruments.

4.9 Risk associated with securities from small and mid-caps

The Compartment's investments include equities of small and mid-cap companies. The volume of these securities quoted on the stock exchange is reduced; market movements are therefore more marked, both upwards and downwards, and more quickly than on large caps. The Compartment's net asset value may therefore behave in the same way.

4.10 Liquidity risk

Investment on the mid-cap market (via equities and/or convertible bonds) is characterised by weaker liquidity likely to lengthen the timescales required for investments or divestment or to impact the prices at which the Compartment may need to liquidate, initiate or modify its positions. The net asset value of the Compartment may therefore go down.

4.11 Risk associated with arbitrage

As arbitrage transactions can be carried out on equities of a similar nature, in the context of the strategy, there is a risk that the Management Company's expectations do not materialise, which may result in the net asset value of the Compartment going down.

4.12 Credit risk

This represents the risk of the downgrading of the issuer’s credit-rating, which will lead to a downturn in the price of the security and therefore the Compartment’s net asset value.

4.13 Risk associated with holding “speculative” (“High Yield”) bonds

This is the credit risk relating to investments in convertible bonds applying to “speculative” securities which present increased probabilities of default than those of “Investment Grade” securities. As compensation, they offer higher levels of return but may reduce the Compartment’s net asset value significantly.

5. Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

6. Calculation of global exposure

As part of its risk management process and in view of the long-only strategy that is pursued, the global exposure of the Compartment is measured and controlled by the Commitment Approach.

The global exposure of the Compartment does not exceed 100% of its total net assets on average.

7. Management of collateral

Any collateral will exclusively consist in cash and will not be re-invested.

8. Shares and fees

Twenty First Capital Luxembourg SICAV - Shânti IndiAsean			
Class	Class A	Class B	Class R
Launch date	26 September 2016	26 September 2016	26 September 2016
ISIN code	LU1373289179	LU1373289336	LU1373289500
Investor Type	Institutional	Retail	Retail
Subscription Fee	Up to 4%		
Conversion Fee	None		
Redemption Fee	None		
Management Company Fee	1.70%	2.20%	2.20%

Performance Fee	None	20% HWM upon Hurdle Rate	
Maximum Administration, Domiciliary and Depositary Fee	0.41%	0.45%	
NAV currency	EUR	EUR	USD
NAV frequency	Each Business Day		
Hedging	N/A		
Dividend policy	Capitalisation		
Minimum subscription amount and minimum holding amount	EUR 50,000	1 Share	1 Share

9. Dividend policy

With respect to the Class(es) distributing dividends, the Board of Directors may decide to distribute interim dividends. The distributions may take place either in the form of cash in the relevant currency of the Class or through redemption of Shares.

Dividends shall be paid out of the distributable profits of the Compartment as determined by the Board of Directors. Dividends payable to Shareholders will be paid by electronic transfer to the bank account designated by the Shareholder in which case the dividend will be paid at the expense of the payee.

The Board of Directors reserves the right to change the dividend policy of the Compartment in the future, in which case Shareholders would be notified in advance and this Appendix will be modified accordingly.

10. Cut-off Time

5:00 p.m. Luxembourg time on the applicable Valuation Day.

11. Subscription of Shares

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

12. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

13. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

14. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Fractional entitlements to Shares will be rounded to 2 decimal places.

15. Performance Fee

The performance period for the Compartment shall be each period from 1 July of each year to 30 June of the following year, except for the first performance period which shall commence on the first allotment of Shares in a Class and end on 30 June of the following year (the "Performance Period").

The Performance Fee is payable yearly to the Management Company as of 30 June of each year (the "Payment Date") and covers each 12 month period starting on 1 July of each year and shall terminate on 30 June of the following year, except for the first Performance Period which will start on the Compartment's launch date and will terminate on 30 June 2017.

The Compartment is subject to a Performance Fee of 20% for Class B and Class R Shares upon Hurdle Rate defined by:

- For Class B Shares: 50% MSCI India in USD, net dividends reinvested + 50% MSCI AC South East Asia in USD, net dividends reinvested in Euros (with no exchange hedging); and
- For Class R Shares: 50% MSCI India in USD, net dividends reinvested + 50% MSCI AC South East Asia in USD, net dividends reinvested (with no exchange hedging);

with High Water Mark ("HWM"), taking subscriptions and redemptions into account and payable to the Management Company at the end of the Performance Period.

If and when the Hurdle Rate is negative, the Hurdle Rate is considered as zero.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Performance Period, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

The calculation of the Performance Fee entails a mechanism that ensures the Performance Fee to be due only if a new HWM has been reached.

The HWM of Class B and Class R is the highest Net Asset Value of such Class immediately following the date as of which a Performance Fee was last determined with respect to such Class, or 100, if no Performance Fee has yet been determined with respect to such Class.

The Performance Fee will then be payable for the difference between the prior HWM and the new HWM.

If a Share is redeemed (or converted) other than at the end of a Performance Period, the Performance Fee calculated in respect of such Share as at the Valuation Day as of which such Share is redeemed shall be crystallised and become payable to the Management Company.

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.

APPENDIX IX
Twenty First Capital Luxembourg SICAV – Q Capital Managed Futures Fund

1. Currency

While the reference currency of this Compartment is USD, the net asset value per Share of the Compartment is expressed in the currency of the relevant share class (see section 7).

2. Profile of the typical investor

Investors must have a medium to long-term investment horizon with a high risk profile. This Compartment may not be appropriate for investors who plan to withdraw their money within 3 years.

The Compartment is suitable to investors who want to participate in opportunities arising mainly from the direction of trends (i.e. up and/or down) across a broadly diversified portfolio of global markets. As such, investors are also seeking an investment that is not necessarily correlated to returns from traditional asset classes over the long-term.

All investments involve risk. It is not possible to guarantee against loss resulting from an investment in the Compartment, nor can there be any assurance that the Compartment's investment objectives will be achieved. Future returns of the Compartment are not guaranteed. Investors assume the risk of receiving a lower amount than the original investment.

3. Investment Objectives and Policy

3.1 Investment objective

The investment objective of the Compartment is to seek attractive risk-adjusted long term capital growth through the implementation of a managed futures strategy seeking to generate gains by entering into long and short positions within a broadly diversified portfolio of global markets while maintaining low-to-zero long-term average correlation to traditional markets.

The Compartment does not intend to pay any dividend to shareholders. Any income arising from the Compartment is then automatically reinvested.

3.2 Investment policy

The Compartment will seek to achieve its investment objective by primarily utilising global futures and foreign exchange contracts (spot and forward) within multiple systematic, leveraged investment strategies that are combined with proprietary risk management and execution techniques.

Each of the strategies to be pursued by the Compartment will aim to achieve a positive excess-return-to-risk ratio in capturing global market trends across multiple time frames, while maintaining a targeted overall level of risk.

The Compartment will utilize strategies that are based on a quantitative analysis of price of markets as well as non-price inputs in generating a trading signal. The strategies are intended to exploit inefficiencies in the market that manifest themselves in reoccurring trends across multiple time frames. The duration for each position will vary from a day to several years depending on the behaviour of a specific market and strategies employed.

The generation of strategy signals and the execution of the strategies are systematic by nature and predominately automated. The trading strategies the Investment Manager will pursue or may pursue on behalf of the Compartment at any time may encompass a variety of investment techniques, both directly and derivatively, including, without limitation: statistically-based

trading strategies and market condition-based trading strategies as determined by the Investment Manager in its sole discretion. Statistically-based trading strategies involve the analysis of, among other things, daily, weekly and longer-term prices, implied and realized volatility, volume, open interest and other statistical analysis that may be of predictive value in seeking to predict price movements of certain financial instruments. Such strategies may sometimes be characterized by their trend-following or mean reverting nature. Market-condition based trading strategies rely in part on measures of market conditions including, but not limited to, assessments of volatility, volume and quantitative measures of risk-seeking versus risk-averting behaviour.

The Compartment will actively monitor and invest in a broad range of asset classes such as equities, currencies, fixed income and commodities (including energies, base and precious metals and crops). Investments that the Compartment may pursue in commodity markets will be achieved through an investment in a structured financial instrument described below in section 4.

The Compartment will make extensive use of futures contracts and other derivatives including forward markets, options and swaps. Such derivatives will cover only liquid instruments on a worldwide basis. The Compartment therefore can be entirely liquidated, if necessary, in a reasonable time period. A portion of the Compartment's assets may be held in cash or cash equivalent investments, including, but not limited to, short-term investment funds, bank deposits and/or U.S. Government securities (including U.S. treasury bills). A portion of these assets may be used for derivatives' margining and collateral requirements. There are no geographic limits on the market exposure of the Compartment's assets. This flexibility allows the Investment Manager to look for investments or gain exposure to asset classes and markets around the world, including emerging markets, that it believes will enhance the Compartment's ability to meet its investment objective.

Derivatives will be used in conformity with article 9 of the Grand-Ducal Regulation of 8 February 2008.

The counterparty risk on any transaction involving OTC derivative instruments and efficient portfolio management techniques may not exceed 10% of the assets of the Compartment when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

While the Reference Currency of the Compartment is USD, a proportion of its assets will, however, be invested in securities and other investments which are denominated in currencies other than the Reference Currency. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates and the Investment Manager may enter into foreign exchange hedging transactions to attempt to mitigate part or all of such currency risks. In addition, the Investment Manager may enter into foreign exchange hedging transactions in respect of each Share Class where the Share Class Currency is different to the Reference Currency, the aim of which is to protect the Net Asset Value of such Share Class against adverse movements of the exchange rate between the Share Class Currency and the Reference Currency.

The Compartment is not authorised to enter into any securities financing transaction as defined in the SFTR or total return swaps or other financial derivative instruments with similar characteristics. Should the Compartment decide to enter into this type of operations in the future, the prospectus would be updated in accordance with the relevant regulations and CSSF Circulars in force.

The Compartment will not invest more than 10% of its net asset value in other UCITS or other UCIs.

Where the Compartment invests in a UCITS and/or other UCIs linked to the Management Company the manager of the underlying UCITS, respectively UCIs cannot charge subscription or redemption fees on account of the investment.

The aggregate maximum annual management fees that will be charged by the underlying UCITS in which the Compartment invests is 3% of their aggregate net asset values per annum. The effective management fees charged to the Compartment by the underlying UCITS will be disclosed in the Company's annual report.

4. Structured Financial Instruments

The Compartment may invest in structured financial instruments ("SFI"). SFI may be issued by Société Générale or SG Issuer (with Société Générale as guarantor) or any affiliated entity.

The above SFI invested by the Compartment are compliant with the Law of 2010 and the Grand-Ducal Regulation of 8 February 2008 and shall comply with the following criteria pursuant to the requirements of the UCITS Rules:

(i) there shall be either a market price available or an independent valuation performed for such SFI. For the avoidance of doubt, a valuation provided by the Administrator of the Fund constitutes an independent valuation;

(ii) the SFI shall be listed on the EURO MTF Luxembourg Stock Exchange and will be issued by issuers located notably in Luxembourg, Ireland or France;

(iii) the SFI shall provide exposure on a 1:1 basis to interests in a Cayman fund entity which intends to employ an investment management strategy providing exposure to global markets and more specifically to the agricultural, energy, metal and other commodity sectors. 1:1 exposure to the Cayman fund is achieved through the issuance of a debt security by Société Générale or SG Issuer (with Société Générale as guarantor) or any affiliated entity (the "Debt Issuer") and the commitment by the Dealer as defined below to paying the return on the debt giving 1:1 exposure to the Cayman fund. The SFI shall not have embedded leverage or embed a derivatives component. The maximum exposure of the Compartment to any single commodity shall not exceed 20% of the Net Asset Value of the Compartment (up to 35% under exceptional circumstances – the investment up to this limit of 35% is only permitted for one single issuer);

(iv) investments in SFI in the aggregate shall not exceed 20% of the Net Asset Value of the Compartment; and

(v) Société Générale and SG Option Europe or any affiliated entity, acting in its capacity as dealer and market maker for the SFI (the "Dealer"), shall commit to purchase the SFI from the Compartment in the absence of market disruption events at its most recent net asset value. This net asset value will be the amount (net of all costs or fees) that would be received in cash by Société Générale or any affiliated entity for a redemption order on its 1:1 exposure to the Cayman fund.

Specific Risk Warning

Investors should note that the Compartment is not guaranteed or capital protected. Investors in this Compartment should be prepared and able to sustain losses of the capital invested, up to a total loss. The Compartment's investment strategy is speculative and entails substantial risks. There can be no assurance that the investment objective of the Compartment will be achieved, and results may vary substantially over time. An investment in the Compartment involves a high degree of leverage and risk, including the risk that the entire amount invested may be lost.

You should be aware that synthetic short selling (i.e., obtaining “short” positions through the use of derivatives), the use of derivatives for other purposes and other leveraged positions and limited diversification could, in certain circumstances, substantially increase the impact of adverse market conditions on the Compartment’s Net Asset Value. See “Risk considerations linked to the investment policy of the Compartment”.

5. Risk considerations linked to the investment policy of the Compartment

5.1 Derivative instruments

The Compartment mainly uses both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps, options and contracts for differences, as part of its investment policy. These instruments can be highly volatile and expose investors to a high risk of loss. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk. Contractual asymmetries and inefficiencies can also increase risk, such as break clauses, whereby a counterparty can terminate a transaction on the basis of a certain reduction in Net Asset Value, incorrect collateral calls or delays in collateral recovery.

Derivatives, in particular derivatives which are negotiated “over-the-counter” are subject to legal risks including the uncertainty in the applicability of laws, or the interpretation or enforceability of contracts or an action by a court or regulatory body that could invalidate a derivative contract entered into by the Compartment.

The prices of derivative instruments may be imperfectly correlated to the prices of the underlying securities, for example, because of transaction costs and interest rate movements. The prices of exchange traded derivative instruments may also be subject to changes in price due to supply and demand factors.

5.2 Particular risks of OTC derivatives

Unlike exchange-traded derivatives, which are standardised with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of OTC derivatives, are generally established through negotiation with the other party to the instrument. While this type of arrangement allows the Compartment greater flexibility to tailor the instrument to its needs, OTC derivatives may involve greater legal risk than exchange-traded instruments, as there may be a risk of loss if OTC derivatives are deemed not to be legally enforceable or are not documented correctly.

There also may be a legal or documentation risk that the parties to the OTC derivatives may disagree as to the proper interpretation of its terms. If such a dispute occurs, the cost and unpredictability of the legal proceedings required for the Compartment to enforce its contractual rights may lead the Compartment to decide not to pursue its claims under the OTC derivatives. The Compartment thus assumes the risk that it may be unable to obtain payments owed to it under OTC arrangements, that those payments may be delayed or made only after the Compartment has incurred the costs of litigation.

5.3 Commodities

The Compartment may make investments linked to commodities. The performance of a commodity, and consequently investments linked to such commodity, is dependent upon various factors, including (without limitation) supply and demand, liquidity, weather conditions and natural disasters, direct investment costs, location, changes in tax rates and changes in laws, regulations and the activities of governmental or regulatory bodies.

Commodity prices tend to be more volatile than most other asset categories, making investments in commodities more risky and more complex than other investments.

5.4 Forward foreign exchange contracts

A forward foreign exchange contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward foreign exchange contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward foreign exchange contracts are generally effected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of telex or facsimile messages. There is no limitation as to daily price movements on this market and in exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward foreign exchange contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward foreign exchange contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. The Compartment is subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel the Compartment to cover their commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

5.5 Operating History

Although the principal of the Investment Manager has significant prior experience in portfolio management, the past performance of any investments or investment funds managed by the principal of the Investment Manager cannot be construed as any indication of the future results of an investment in the Compartment and no representation is made that the Compartment is likely to achieve returns similar to these investments' track record. The performance of the Compartment will depend on the success of the Investment Objective and Policy. Pursuit of such Investment Objective and Policy by the Compartment involves uncertainty. No assurance can be given that suitable investment opportunities in which to deploy all of the Compartment's capital will be located. A reduction in the volatility and pricing inefficiency of the markets in which the Compartment will seek to invest, as well as other market factors, will reduce the effectiveness of the Compartment's investment strategy resulting in an adverse effect on performance results.

5.6 Other activities of the Investment Manager

The Investment Manager and its members, officers, employees and affiliates, including those involved in the investment management of the Compartment may be engaged in businesses in addition to the investment management of the Compartment. The Investment Manager may have proprietary interests in, and manage and advise, other accounts or funds which may have investment objectives similar or dissimilar to those of the Compartment and/or which may engage in transactions in the same types of securities and instruments as the Compartment. The Compartment's performance may differ significantly from the results achieved by the Investment Manager for other accounts managed or advised by the Investment Manager. When making an investment where conflicts of interest arise, the Investment Manager will endeavour to act in a fair, reasonable and equitable manner as between the Compartment and its other clients. Personnel of the Investment Manager are not required to devote all or any specified portion of their time to managing the affairs of the Compartment and are not required to accord exclusivity or priority to the Compartment in the event of limited investment opportunities, but will devote to the Compartment so much of their time as the Investment Manager deems necessary or appropriate. The Investment Manager may choose to trade or rebalance separate products with similar strategies at different times. Investment activities by the Investment Manager on behalf of other clients may give rise to additional conflicts of interest and demands

on their time and resources. The Investment Manager may from time to time act as directors or investment managers in relation to or otherwise be involved with other companies established by parties other than the Company or Compartment. In such event, should a conflict of interest arise, the Investment Manager will endeavour to ensure that it is resolved fairly.

5.7 Investment Manager risk

The investment performance of the Compartment is substantially dependent on the services of certain individuals. In the event of the death, incapacity, departure, insolvency or withdrawal of these individuals, the performance of the Compartment may be adversely affected.

5.8 Strategy Risk

Strategy risk is associated with the failure or deterioration of an entire strategy such that most or all investment managers employing that strategy suffer losses. Strategy specific losses may result from excessive concentration by multiple investment managers in the same investment or general economic or other events that adversely affect particular strategies (e.g., the disruption of historical pricing relationships). The strategies employed by the Compartment may be speculative and involve substantial risk of loss in the event of such failure or deterioration, in which event the performance of the Compartment may be adversely affected.

5.9 Availability of Suitable Investment Opportunities

The Compartment competes with other potential investors to acquire interests in its targeted investments. Certain of the Compartment's competitors may have greater financial and other resources and may have better access to suitable investment opportunities. There can be no assurance that the Compartment will be able to locate and complete suitable investments that satisfy the Compartment's objectives or that leverage will be available with acceptable counterparties on acceptable terms. Whether or not suitable investment opportunities are available to the Compartment, the Compartment will bear the Management Fees and other expenses described herein.

5.10 Concentration of Investments; Diversification

Subject at all times to the Investment Policies, the Compartment has the ability to concentrate its investments in a limited number of issuers, countries, sectors or instruments. Adverse movements in a particular economy, sector or instrument type in which the Compartment is concentrated could negatively affect performance to a considerably greater extent than if the Compartment's investments were not so concentrated. In addition, concentration of the Compartment's investments could also result in less correlation between the Compartment's performance and the performance of the markets on which securities held by the Compartment are traded.

5.11 Short Sales

The Investment Manager may use the strategy of synthetic short selling of assets. This involves trading on margin and can involve greater risk than investments based on a long position. A synthetic short sale of an asset involves the risk of a theoretically unlimited adverse move in the market price of such asset.

5.12 Trading Judgment

The success of the proprietary valuation techniques and trading strategies employed by the Compartment is subject to the judgment and skills of the Investment Manager and the research team that it oversees. Additionally, the trading abilities of the portfolio management team with regard to execution and discipline are important to the return of the Compartment. There can be no assurance that the investment decisions or actions of the Investment Manager will be correct. Incorrect decisions or poor judgment may result in substantial losses.

5.13 Model and Data Risk

Given the complexity of the investments and strategies of the Compartment, the Investment Manager relies heavily on quantitative models and information and data supplied by third parties (“Models and Data”). Models and Data are used to construct sets of transactions and investments, to provide risk management insights, and to assist in hedging the Compartment’s investments.

When Models and Data prove to be incorrect or incomplete, any decisions made in reliance thereon expose the Compartment to potential risks. For example, by relying on Models and Data, the Investment Manager may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favourable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful.

Some of the models used by the Investment Manager for the Compartment may be predictive in nature. The use of predictive models has inherent risks. For example, such models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. In addition, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), such models may produce unexpected results, which can result in losses for the Compartment. Furthermore, because predictive models are usually constructed based on historical data supplied by third parties, the success of relying on such models may depend heavily on the accuracy and reliability of the supplied historical data.

All models rely on correct market data inputs. If incorrect market data is entered into even a well-founded model, the resulting information will be incorrect. However, even if market data is input correctly, “model prices” will often differ substantially from market prices, especially for instruments with complex characteristics, such as derivative instruments.

5.14 Obsolescence risk

The Compartment is unlikely to be successful unless the assumptions underlying the models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the models do not reflect certain factors, and the Investment Manager does not successfully address such omission through its testing and evaluation and modify the models accordingly, major losses may result. The Investment Manager will continue to test, evaluate and add new models, as a result of which the existing models may be modified from time to time. Any modification of the models or strategies will not be subject to any requirement that Shareholders receive notice of the change or that they consent to it. There can be no assurance as to the effects (positive or negative) of any modification of the models or strategies on the Compartment’s performance.

5.15 Crowding/convergence risk

There is significant competition among quantitatively-focused managers, and the ability of the Investment Manager to deliver returns consistent with the Compartment’s objectives and policies is dependent on its ability to employ models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that the Investment Manager’s models used for the Compartment come to resemble those employed by other managers, the risk that a market disruption that negatively affects predictive models will adversely affect the Compartment is increased, and such a disruption could accelerate

reductions in liquidity or rapid repricing due to simultaneous trading across a number of funds in the marketplace.

5.16 Risk of programming and modelling errors

The research and modelling process engaged in by the Investment Manager is extremely complex and involves financial, economic, econometric and statistical theories, research and modelling; the results of that process must then be translated into computer code. Although the Investment Manager seeks to hire individuals skilled in each of these functions and to provide appropriate levels of oversight, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform “real world” testing of the end product raises the chances that the finished model may contain an error; one or more of such errors could adversely affect the Compartment’s performance and, depending on the circumstances, would generally not constitute a trade error under the Compartment’s policies.

5.17 Proprietary trading methods

The trading methods employed by the Investment Manager on behalf of the Compartment are proprietary to the Investment Manager. Therefore, subject to disclosure and transparency requirements under applicable laws and regulations, Shareholders are not able to determine details of such trading methods or whether they are being followed.

5.18 Counterparty risk

The insolvency of any institutions providing services such as safekeeping of assets or acting as counterparty to derivatives or other instruments may expose the Compartment to financial loss. This includes without limitation the clearer(s) and the prime broker(s) where the cash of the Compartment is transferred temporarily as collateral for clearing purposes on derivatives.

Also, where the Compartment enters into swap or CFD transactions it is exposed to a potential counterparty risk. In case of insolvency or default of the swap or CFD counterparty, such event might affect the assets of the Compartment.

Some of the markets in which the Compartment may effect transactions are “over-the-counter” (or “interdealer”) markets. The participants in such markets are typically not subject to the same credit evaluation and regulatory oversight as are members of “exchange-based” markets. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, might not be available in connection with such “over-the-counter” transactions. This exposes the Compartment to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Compartment to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the relevant Fund has concentrated its transactions with a small group of counterparties. Moreover, although the Compartment shall only transact with eligible counterparties, the Investment Manager has no formal credit function which evaluates the creditworthiness of the relevant Fund’s counterparties. The ability of the Compartment to transact business with any one or number of counterparties, the lack of any separate evaluation of such counterparties’ financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Compartment.

5.19 Operational risk

Failures or delays in operational processes may negatively affect the Compartment.

5.20 Liquidity risk

Although the Compartment will only invest in liquid products, a risk of lower liquidity cannot be ruled out when there are insufficient buyers or sellers to allow the Compartment to sell or buy investments readily.

Events in which the trading of the securities that the Compartment holds is suspended or stopped may have an impact on the liquidity of and the value of its investments. Consequently, the processing of redemption requests may be delayed under exceptional circumstances, including in the event of the absence of liquidity that may make it difficult to determine the net asset value of the Compartment's Shares and thus cause the issuance and redemption of the Shares to be suspended.

5.21 Risk Management

In accordance with the Law of 2010 and the applicable regulations, in particular Circular CSSF 11/512, the Compartment is subject to a risk management process, which enables it to assess its exposure to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Compartment. The Management Company will employ a process for accurate and independent assessment of the value of any OTC derivative instruments.

Depending on market environments and subject to the Investment Policy, the Compartment may employ leverage.

The Investment Manager's approach is to construct the Compartment's portfolio in a diversified manner by adopting the principle of risk spreading through diversification because holding positions in a wide-range of markets reduces concentration risk and may, over time, decrease portfolio volatility. The Investment Manager assesses exposure within the Compartment by using a variety of measures including volatility of the underlying securities.

5.22 Calculation of global exposure

As part of its risk management process and in view of the absolute return strategy that is pursued, the global exposure of the Compartment is measured and controlled by the absolute VaR approach. The Compartment will be limited to a 99% 20-days VaR against the regulatory VaR limit of 20% of NAV. That is, if the risk manager estimates that the probability of a loss of 20% of NAV over the immediately forthcoming 20 Business Days is greater than 1%, steps will be taken to reduce the risk levels of the Compartment as rapidly as is prudent.

5.23 Leverage

The Compartment uses the sum of notional of financial derivative instruments approach in calculating leverage (which defines the leverage as the sum of the absolute value of the notional of all financial derivative instruments in the Compartment's portfolio). Based on the sum of notional of financial derivative instruments approach, the Compartment's maximum expected level of leverage is 800% of the Compartment's NAV.

5.24 Legislative and tax risk

There is a risk that a change in the tax legislation could affect the value of income or other gains received from underlying investments in certain jurisdictions. Taxation of income, dividends and/or capital gains received by non-residents varies among countries and, in some cases, tax rates may be high. In addition, some countries have less well-defined tax laws and procedures and, in certain cases, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, or other income or gains earned by the Compartment.

6. Management of collateral

The Compartment only uses cash and bonds of excellent quality and applies the haircut policy described here below. In any case, eligible collateral consist of assets of excellent quality (with an investment grade rating of at least AA- by Moody's, S&P and Fitch, excluding high yield bonds), or, if no rating is available, to be deemed to be of equivalent quality by the Investment Manager)), diversified, expected to be uncorrelated with the performance of the counterparty and liquid (traded in a Regulated Market or multilateral trading facility having a transparent pricing and that can be sold quickly). The Compartment will not invest in distressed et defaulted securities. Collateral will be valued on a daily basis on the basis of market prices, taking into the haircuts determined by the Company and may be subject to daily variation margin requirements. The haircut policy takes into account a variety of factors depending on the nature of received collateral, such as the credit quality of the issuer, the maturity, the currency, the price volatility as well as, if applicable, the results of stress-tests in normal and exceptional liquidity conditions.

7. Shares and fees

The Compartment will bear all costs incurred in relation to its establishment and the subscription for its Shares, including, but not limited to, all marketing costs (excluding placement fees and expenses paid to a placement agent which shall be borne by the Management Company), promotion costs, reasonable travel and accomodation expenses, and administrative, legal, tax and accounting costs incurred in this respect (the "Establishment Costs") up to 105,000 Euros (the "Establishment Costs Cap").

The Company shall only pay for duly documented expenses. For the avoidance of doubt, any Establishment Costs in excess of the Establishment Costs Cap shall be borne by the Management Company.

Investors shall bear the costs they have incurred for the purpose of subscribing for Shares, and in particular the costs of any advice they might have sought.

Twenty First Capital Luxembourg SICAV - Q Capital Managed Futures Fund				
Class	Class I1-E	Class I1-G	Class I1-S	Class I1-U
Launch date	To be determined by the Board of Directors	To be determined by the Board of Directors	To be determined by the Board of Directors	To be determined by the Board of Directors
ISIN code	LU1628003706	LU1628003888	LU1628003961	LU1628004001
Investor Type	Institutional	Institutional	Institutional	Institutional
Subscription Fee³	None			
Conversion Fee⁵	None			
Redemption Fee⁴	None			
Management Company Fee¹	0.5%			

Maximum Investment Manager Fee¹	1%			
Performance Fee²	20% based on HWM			
Maximum Administration, Domiciliary and Depositary Fee	0.5% including 0.01% for CSSF subscription tax			
NAV currency	EUR	GBP	CHF	USD
Reference currency	USD	USD	USD	USD
NAV frequency	Each Business Day			
Hedging	EUR/USD	GBP/USD	USD/CHF	N/A
Dividend policy	Capitalisation			
Minimum subscription amount and minimum holding amount	EUR 1,000,000	GBP 800,000	CHF 1,000,000	USD 1,000,000

1. The Management Company Fee is payable monthly to the Management Company and is calculated on each Valuation Day on the basis of the Net Asset Value of the relevant Share Class (before deduction of any Performance Fee). The Investment Manager Fee is payable monthly to the Investment Manager and is calculated on each Valuation Day on the basis of the Net Asset Value of the relevant Share Class (before deduction of any Performance Fee).
2. The Performance Fee is payable to the Investment Manager.
3. The Subscription Fee during the Offering Period, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Initial Issue Price of the relevant Share Class. After the Offering Period, it will be calculated on the basis of the Net Asset Value of the relevant Share Class.
4. The Redemption Fee, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the relevant Share Class.
5. The Conversion Fee, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the Shares the Shareholder wishes to convert from. The Conversion Charge will only apply from and including the Launch Date.

Twenty First Capital Luxembourg SICAV - Q Capital Managed Futures Fund				
Class	Class R1-E	Class R1-G	Class R1-S	Class R1-U
Launch date	To be determined	To be determined	To be determined by	To be determined

	by the Board of Directors	by the Board of Directors	the Board of Directors	by the Board of Directors
ISIN code	LU1628004183	LU1628004266	LU1628004340	LU1628004423
Investor Type	Retail	Retail	Retail	Retail
Subscription Fee³	Up to 5%			
Conversion Fee⁵	Up to 1%			
Redemption Fee⁴	Up to 2%			
Management Company Fee¹	0.5%			
Maximum Investment Manager Fee¹	2.3%			
Performance Fee²	20% based on HWM			
Maximum Administration, Domiciliary and Depositary Fee	0.5% including 0.05% for CSSF subscription tax			
NAV currency	EUR	GBP	CHF	USD
Reference currency	USD	USD	USD	USD
NAV frequency	Each Business Day			
Hedging	EUR/USD	GBP/USD	USD/CHF	N/A
Dividend policy	Capitalisation			
Minimum subscription amount and minimum holding requirements	EUR 1,000	GBP 800	CHF 1,000	USD 1,000

1. The Management Company Fee is payable monthly to the Management Company and is calculated on each Valuation Day on the basis of the Net Asset Value of the relevant Share Class (before deduction of any Performance Fee). The Investment Manager Fee is payable monthly to the Investment Manager and is calculated on each Valuation Day on the basis of the Net Asset Value of the relevant Share Class (before deduction of any Performance Fee).
2. The Performance Fee is payable to the Investment Manager.
3. The Subscription Fee during the Offering Period, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Initial Issue Price of the relevant Share Class. After the Offering Period, it will be calculated on the basis of the Net Asset Value of the relevant Share Class.

4. The Redemption Fee, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the relevant Share Class.
5. The Conversion Fee, the amount of which will revert to the relevant Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the Shares the Shareholder wishes to convert from. The Conversion Charge will only apply from and including the Launch Date.

8. Cut-off Time

11:30 a.m. Luxembourg time on the applicable Valuation Day.

9. Subscription of Shares

9.1 Initial subscription period

The Compartment will be launched on a date or for a period as shall be specified by the Board of Directors.

The Investment Manager (and/or its directors, employees, related entities and connected persons) may subscribe, directly or indirectly for Shares during and after the relevant Initial subscription period.

9.2 Initial subscription price

The initial subscription price share class "I1-E" is set at EUR 100.

The initial subscription price share class "I1-G" is set at GBP 100.

The initial subscription price share class "I1-S" is set at CHF 100.

The initial subscription price share class "I1-U" is set at USD 100.

The initial subscription price share class "R1-E" is set at EUR 100.

The initial subscription price share class "R1-G" is set at GBP 100.

The initial subscription price share class "R1-S" is set at CHF 100.

The initial subscription price share class "R1-U" is set at USD 100.

9.3 Subsequent subscription

Applications must be received by the Company no later than the Cut-off Time.

Any taxes and duties levied in connection with the subscription of Shares in certain countries (if any) shall be charged to the concerned investors.

10. Redemption of Shares

Redemption requests must be received by the Company no later than the Cut-off Time.

11. Conversion of Shares

Conversion requests must be received by the Company no later than the Cut-off Time.

12. Net Asset Value

The net asset value per Share of the Compartment is calculated each Calculation Day, dated as of the Valuation Day, based on the closing prices as of such Valuation Day.

The net asset value per Share will be rounded to 2 decimal places.

Shares will be issued in registered form. Fractional entitlements to Shares will be rounded to 2 decimal places.

13. Performance Fee

All Shares of the Compartment are subject to a Performance Fee of 20% with High Water Mark ("**HWM**"), taking subscriptions and redemptions into account and payable quarterly to the Investment Manager (as described further below).

The Performance Fee Calculation Date is either:

- (i) the last Business Day of each calendar year, commencing in December 2017;
- (ii) the date on which the Compartment terminates; or
- (iii) the date on which the Investment Management Agreement terminates.

The Compartment shall pay the Investment Manager, on an annually calendar basis, within 10 Business Days following each Performance Fee Calculation Date, out of the assets of the Compartment, an amount equal to 20% of the amount, if any, that the Net Asset Value of the Compartment as of the relevant Performance Fee Calculation Date (after deduction of the Management Company Fee and other expenses, but before deduction of any Performance Fee) exceeds the HWM.

For the avoidance of doubt, if the Net Asset Value of the Compartment is below the HWM, no Performance Fee will be payable to the Investment Manager until the Net Asset Value of the Compartment has exceeded the HWM as of a Performance Fee Calculation Date.

The Investment Manager will not be paid a Performance Fee with respect to the Compartment if the Compartment has suffered net losses until, as a result of subsequent net profits, the Net Asset Value of the Compartment exceeds the net losses carried forward, adjusted for redemptions and subscriptions.

The Performance Fee is calculated and accrued in the calculation of the net asset value per Share for each Performance Period, on the basis of the number of Shares currently in issue, including Shares which fall to be redeemed and excluding Shares which fall to be issued.

Although the Performance Fee is paid as of the end of a calendar year, such Performance Fee is accrued on each Valuation Day. For the purpose of determining the Net Asset Value of the Compartment the Performance Fee is accrued (and deducted as a liability), and the accruals are reversed (and added as a credit) to reflect losses, as of each Valuation Day.

A redemption or distribution from a Share Class other than as of a Performance Fee Calculation Date, at a time when there is an accrued Performance Fee, will result in a proportional Performance Fee payment to the Investment Manager in respect of either the redeemed Shares or any distribution (as appropriate).

Any refund of this Performance Fee is not contemplated, even if the net asset value per Share falls down again after the Performance Fee has been paid.

Where a Performance Fee is payable out of the Compartment, it shall be calculated upon the increase in the net asset value per Share calculated at the end of the relevant Performance Period. Net realised and unrealised capital gains plus net realised and unrealised capital losses as at the end of the relevant Performance Period will be taken

into consideration. As a result, the Performance Fee may be paid on unrealised gains which may subsequently never be realised.