

DIAS II

A LUXEMBOURG INVESTMENT FUND – SPECIALISED INVESTMENT FUND

(Société d'investissement à Capital Variable – Fonds d'investissement Spécialisé)

PROSPECTUS

13 August 2025

Contents

DEFINITIONS	3
ADMINISTRATION	7
1. IMPORTANT INFORMATION.....	9
2. STRUCTURE OF THE COMPANY.....	14
3. LIST OF SUB-FUND(S)	15
4. INVESTMENT OBJECTIVE AND POLICY OF EACH SUB-FUND	15
5. RESPONSIBLE INVESTMENT POLICY.....	16
6. INVESTMENT RESTRICTIONS	17
7. RISK MANAGEMENT, LIQUIDITY MANAGEMENT AND CONFLICTS OF INTEREST	22
8. THE AIFM OF THE COMPANY.....	24
8. DEPOSITARY AND PAYING AGENT.....	26
9. CORPORATE AND DOMICILIARY AGENT	28
10. ADMINISTRATIVE, REGISTER AND TRANSFER AGENT	28
11. SHARES.....	29
12. ISSUE OF SHARES.....	29
13. CONVERSION OF SHARES	30
14. REDEMPTION OF SHARES	31
15. ANTI-MONEY LAUNDERING AND TERRORIST FINANCING REQUIREMENTS	33
16. DETERMINATION OF THE NET ASSET VALUE.....	34
17. RIGHTS ON A WINDING UP.....	38
18. MARKET TIMING AND LATE TRADING POLICY.....	39
19. DISTRIBUTION POLICY	40
20. CHARGES AND EXPENSES.....	40
21. TAXATION.....	41
22. MEETINGS AND REPORTS	43
23. DOCUMENTS AVAILABLE	44
24. COMPLAINTS HANDLING	45
APPENDIX 1 – DIAS II – Global Opportunities Sub-Fund	47
APPENDIX 2 – DIAS II – Liquid Alternative Alpha Sub-Fund.....	51

DEFINITIONS

"Administrative, Register

and Transfer Agent"

the UCI administrator within the meaning of CSSF Circular 22/811 on UCI administrators appointed by the Fund in accordance with the provisions of the 2007 Law and the administration agreement. Currently Eurobank Private Bank Luxembourg S.A.

"AIF"

an Alternative Investment Fund within the meaning of the AIFMD.

"AIFM"

means Eurobank Asset Management Mutual Fund Management Company Single Member Société Anonyme (in short Eurobank Asset Management M.F.M.C) qualifying as an Alternative Investment Fund Manager within the meaning of the AIFMD.

"AIFMD"

Directive 2011/61/EU of the European Parliament and of Council of 8 June 2011 on Alternative Investment Fund Managers, as may be amended or supplemented from time to time.

"Articles"

the Articles of Incorporation of the Company as amended from time to time.

"AIFMD-CDR"

Commission Delegated Regulation (EU) N° 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision.

"AIFMD Depositary and Paying

Agent Agreement"

Agreement covering the appointment of the depositary of a given AIF as required by article 19(2) of the Law of 2013 and complying with the requirements of article 83 of the AIFMD-CDR.

"Board of Directors"

the Board of Directors of the Company.

"Business Day"

unless otherwise provided in a Sub-Fund's Appendix, any day on which banks are fully opened for business in Luxembourg City.

"Calculation Day"

the day when the Administrator calculates the Net Asset Value as of each Valuation Day, as defined under the heading "Determination of the Net Asset Value".

"Class"

a class of Shares with a specific fee structure, reference currency, dividend policy or other specific feature.

"Company" or "Fund"	DIAS II.
"Corporate and Domiciliary Agent"	Eurobank Private Bank Luxembourg S.A.
"CSSF"	" <i>Commission de Surveillance du Secteur Financier</i> ", the Luxembourg financial sector supervisory authority
"CSSF Circular 08/356"	CSSF Circular 08/356 on rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments.
"CSSF Circular 04/146"	means the CSSF Circular 04/146 of 17 June 2004 on the protection of undertakings for collective investment and their investors against late trading and market timing practices, as may amended or replaced from time to time.
"Depository"	Eurobank Private Bank Luxembourg S.A. as depositary of the Company.
"Directive 2006/73/EC"	Commission Directive 2006/73/EC of 10 August 2006 implementing Directive 2004/39/EC of the European Parliament and of the Council as regards organisational requirements and operational conditions for investment firms and defined terms for the purposes of that Directive.
"Directors"	the Directors of the Company.
"Eligible Investors"	investors who qualify as eligible investors within the meaning of the SIF Law or who qualify as a professional client as provided and defined in the Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments.
"EUR" or "Euro"	the official currency of the participating member states of the EU.
"Full Compliant AIFM"	(i) AIFM that manages portfolios of AIFs whose assets under management in total exceed the thresholds under article 3(2) of the Law of 2013 or (ii) AIFM that manages portfolios of AIFs whose assets under management in total do not exceed the thresholds under article 3(2) of the Law of 2013, but has chosen to opt in under the Law of 2013 on the basis of article 3(4) of that law, and that are in both cases authorised under the Law of 2013.
"Law of 2013"	Law of 12 July 2013 relating to alternative investment fund managers transposing into Luxembourg law the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers, as may be amended or supplemented from time to time.
Management Agreement	the agreement entered into between the Fund and the AIFM governing the appointment of the AIFM, as may be amended or supplemented from time to time.

" <i>Mémorial</i> "	means the <i>Mémorial C, Recueil des Sociétés et Associations</i> , the Luxembourg official gazette.
"Net Asset Value per Share"	the value per Share of any Class of Shares determined in accordance with the relevant provisions described under the heading "Determination of the Net Asset Value".
"OECD"	Organisation for Economic Co-operation and Development.
"Open-ended Investment Fund"	an Investment Fund the securities of which are, at the request of holders, repurchased or redeemed directly or indirectly out of the assets of such investment fund.
"Prospectus"	this offering document as may be amended or supplemented from time to time.
"Regulated Market"	a market which is regulated, operates regularly and is recognised and open to the public.
Systematic Quantitative Investment Strategies (QIS)"	investment strategies that rely heavily on mathematical models, statistical analysis and computer algorithms to identify investment opportunities and make informed decisions.
"SFDR"	the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, as may be amended or supplemented from time to time.
"Share"	a share of no par value in any Class of the Company.
"Shareholder"	a holder of Shares.
"SIF Law"	the law of 13 February 2007 relating to specialized investment funds as amended or supplemented from time to time.
"Taxonomy Regulation"	the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending SFDR.
"United States"	the United States of America (including the States and the District of Columbia) and any of its territories, possessions and other areas subject to its jurisdictions.
"United States Person"	a citizen or resident of the United States, a corporation, partnership or other entity created in or under the laws of the United States or any

person falling within the definition of the term "United States Person" under Regulation S promulgated under the 1933 Act.

"Valuation Day"

unless otherwise provided in a Sub-Fund's Appendix each day which is a business day in Luxembourg and on which the Net Asset Value per Share is dated using in principle the last available closing prices on the markets where the securities held by the concerned Sub-Fund are negotiated.

"Well-Informed

Investor"

an institutional investor, a professional investor within the meaning of Directive 2014/65/EU or any other investor who (i) adheres in writing to the status of well-informed investors and (ii) either invests a minimum EUR 100,000 in the Fund or (iii) has been the subject of an assessment made by a credit institution or by a management company within the meaning of 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 (UCITS) or by an authorised AIFM within the meaning of the AIFMD, certifying his/her expertise, his/her experience and his/her knowledge to adequately appraise an investment in the Fund.

"1933 Act"

the United States Securities Act of 1933 (as amended).

"1940 Act"

the United States Investment Company Act of 1940 (as amended).

ADMINISTRATION

Registered Office:

534, Rue de Neudorf, L-2220 Luxembourg

Board of Directors

Chairman:

- **Mr. Agamemnon Kotrozos**, Chief Executive Officer of Eurobank Asset Management Mutual Fund Management Company Single Member Société Anonyme and Chief Executive Officer and Chairman of the Board of Directors of Eurobank Fund Management Company (Luxembourg) S.A.,

Members:

- **Ms. Eleni Koritsa**, Vice Chairman of the Board of Directors of Eurobank Asset Management Mutual Fund Management Company Single Member Société Anonyme and Director of the Board of Directors of Eurobank Fund Management Company (Luxembourg) S.A.
- **Mr. Georgios Vlachakis**, Managing Director and Vice-Chairman of the Board of Directors of Eurobank Fund Management Company (Luxembourg) S.A.,

Depository and Paying Agent

Eurobank Private Bank Luxembourg S.A.

534, Rue de Neudorf

L-2220 Luxembourg

Grand Duchy of Luxembourg

Corporate

Eurobank Private Bank Luxembourg S.A.

and Domiciliary Agent

534, Rue de Neudorf

L-2220 Luxembourg

Grand Duchy of Luxembourg

Administrative, Register

and Transfer Agent

Eurobank Private Bank Luxembourg S.A.

534, Rue de Neudorf

L-2220 Luxembourg

Grand Duchy of Luxembourg

AIFM

Eurobank Asset Management Mutual Fund Management Company
S.A. (in short Eurobank Asset Management M.F.M.C.)

10 Stadiou Street

GR-105 64 Athens

Greece

Auditors of the Fund

PricewaterhouseCoopers, *Société Coopérative*

2, rue Gerhard Mercator

L-2182 Luxembourg

Grand Duchy of Luxembourg

1. IMPORTANT INFORMATION

Reliance on this Prospectus

The Shares are offered solely on the basis of the information and representations contained in this Prospectus and any further information given or representations made by any person may not be relied upon as having been authorised by the Company or the Directors. Neither the delivery of this Prospectus nor the issue of Shares shall under any circumstances create any implication that there has been no change in the affairs of the Company since the date hereof.

The information contained in this Prospectus will be supplemented by the financial statements and further information contained in the latest annual report of the Company, copies of which may be obtained free of charge at the registered office of the Company.

Registration in Luxembourg

The Company is governed by the laws of the Grand-Duchy of Luxembourg and is subject to the SIF Law. The Company qualifies as an AIF within the meaning of the Law of 2013. Consequently and in accordance with article 4 of the AIFM Law, the Company has appointed the AIFM as its external alternative investment manager. The AIFM has been authorised as alternative investment fund manager by the Hellenic Republic Capital Market Commission, the Greek financial sector supervisory authority. The above registration does not require any authority to approve or disapprove either the adequacy or accuracy of the Prospectus or the assets held in the various Sub-Funds. Any representations to the contrary are unauthorized and unlawful.

Restrictions on Distribution

The Company's Shares are restricted to Eligible Investors (as defined under "Definitions") and all restrictions on distribution in specific jurisdictions set forth below are to be construed accordingly.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted and accordingly persons into whose possession this Prospectus may come are required by the Company to inform themselves of and to observe any such restrictions.

This Prospectus does not constitute an offer or solicitation to any person in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it would be unlawful to make such offer or solicitation.

Foreign Account Tax Compliance Act (FATCA)

The "Foreign Account Tax Compliance Act" ("FATCA"), a portion of the 2010 "Hiring Incentives to Restore Employment Act", became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFIs") to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement.

On 28 March 2014, the Grand-Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America, which has been transposed into Luxembourg law by the law of

24 July 2015, as amended or supplemented from time to time ("FATCA law"). The Company has to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons, certain non-US entities with one or more Controlling Person(s) which are Specified US Persons, and Non-Participating FFIs (as defined in the IGA) for FATCA purposes ("reportable accounts"). Some information on reportable accounts (including nominative and financial information) may be annually reported by the Company to the Luxembourg tax authorities which will exchange that information on an automatic basis with the government of the United States of America.

As the Company complies with the provisions of the Luxembourg IGA as transposed into Luxembourg law, it will not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Company.

To ensure the Company's compliance with the FATCA Law in accordance with the foregoing, the Company, the AIFM and/or the Administrative, Register and Transfer Agent, may:

- a. request information or documentation from a Shareholder or its beneficial owner, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a Shareholder FATCA registration with the IRS or a corresponding exemption, in order to ascertain such Shareholder's FATCA status and comply with applicable laws and regulations and/or promptly determine the amount of withholding tax to be retained;
- b. report information concerning a Shareholder and his account holding in the Company to the Luxembourg tax authorities if such account is deemed a US reportable account under the FATCA Law; and
- c. delay payments of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to comply with applicable laws and regulations or determine the correct amount to be withheld and deduct applicable US withholding taxes from certain payments made to a shareholder by or on behalf of the Company in accordance with FATCA and the FATCA Law.

Any Shareholder that fails to comply with the Company's information or documentation requests may be charged with any taxes and/or penalties imposed on the Company as a result of such Shareholder's failure to provide the information or documentation.

Investors are encouraged to ask advice from professionals on the laws and regulations (in particular those relating to currency taxation and exchange controls) applicable to the subscription, acquisition, possession and sale of Shares in their place of origin, residence or domicile.

There will be no public offering of the Shares in the United States.

This Prospectus has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company and should not be reproduced or used for any other purpose.

Generally: the above information is for general guidance only, and it is the responsibility of any person or persons in possession of this Prospectus and wishing to make an application for Shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to legal requirements also applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

Risk Factors

Investment in the Company carries substantial risk. There can be no assurance that the Company's investment objective will be achieved and investment results may vary substantially over time. Investment in the Company is not intended to be a complete investment programme for any investor. Prospective investors should carefully consider whether an investment in Shares is suitable to them in light of their circumstances and financial resources (see further under "Risk of Investment").

Data protection

The European Directive (DAC 2) requires EU Financial Institutions to inform beforehand each reportable individual investor that certain information will be collected and reported and should provide him with all the information required under the Luxembourg law.

- In this respect, the Fund as Reporting Luxembourg Financial Institution will be responsible for the personal data processing.
- The personal data is intended to be used for the purpose of the CRS/DAC 2/FATCA.
- The data will likely be reported to the Luxembourg tax authorities and the relevant foreign tax authorities.
- For each information request sent to the individual equity or debt holder, the answer from the individual equity or debt holder will be mandatory. Failure to respond may result in incorrect or double reporting data (if necessary).
- Any data obtained by the Fund is to be processed in accordance with the applicable data protection legislation.
- Each investor is informed that it shall inform its Controlling Person(s), where applicable, of the processing of the information by the Luxembourg financial institution.
- Each reported individual equity or debt holder has the right to access the data/financial information reported to the Luxembourg tax authorities as well as to rectify those data.

In accordance with EU Regulation 2016/679 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "GDPR"), the following categories of personal data of Shareholders contained in any document provided by such Shareholders, may be collected, recorded, stored, adapted, transferred or otherwise processed and used (hereinafter "processed") by the Company acting as a "controller" in the meaning of the GDPR: identification data, contact data, professional data, administrative data, financial data and criminal data (e.g. criminal record).

By signing the subscription agreement, such data may be processed by the Company and/or its delegates for any of the following purposes:

- Performance of contractual duties and obligations which are necessary for operating the Fund including managing and administering the Fund;

- Compliance with any applicable laws or regulatory obligation as for example with regards to anti-money laundering identification and CRS/DAC 2/FATCA;
- Existence of any other legitimate business interests pursued by the Company or a third party, except where such interests are overridden by the interests or fundamental rights of the Shareholders;
- Any other situation where the Unitholders has given consent to the processing of personal data.

To this end, personal data may be transferred to the Company, the Transfer Agent, the national authorities, the Distributors in countries where the Fund is registered and any other future delegates appointed by the Company AIFM to support the Fund's activities.

The AIFM and/ or any of its delegates and service providers will not transfer personal data to a country outside of the EEA if this country does not offer an adequate level of data protection, thus not offer legal certainty.

The AIFM will not store personal data for a longer period than it is necessary for the purpose(s) it was collected. With regards to the definition of appropriate retention periods, the AIFM shall also comply with any obligations to retain information including legislations in relation to anti-money laundering, GDPR and tax laws and regulations.

The Shareholders have at any time the right to request from the AIFM access, rectification or erasure of their personal data or restriction of processing their personal data or to object to the processing of their personal data as well as the right to data portability.

Where processing is based on a consent, the Shareholders have the right to withdraw their consent at any time. In accordance with Article 77 of the GDPR, the Unitholders have the right to lodge a complaint with a supervisory authority in case of an infringement with the relevant law (e.g. CNPD in Luxembourg).

The Shareholder can exercise his rights by sending a request to the AIFM.

Further details on the terms and conditions on the processing of data are available upon request and free of charge at the registered office of the Management Company.

The Company is compliant with the GDPR rules.

SECURITIES FINANCING TRANSACTIONS

As of the date of this Prospectus, the Fund may enter into total return swaps (each a "**Total Return Swap**", as defined below), if specifically mentioned for a particular Sub-Fund in the relevant Sub-Fund Appendix.

Apart from Total Return Swaps, the Company is not authorized to enter into transactions (commodities or securities lending transactions, repurchase, reverse repurchase agreement transactions and margin lending transactions covered under the EU Regulation 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 (the "**SFTR**").

Should any Sub-Fund (as defined below) enter into any of the above transactions and prior to such transactions covered under the SFTR, the Prospectus will be amended, and all the relevant information will be disclosed in the General Part and in the relevant Sub-Fund Appendix.

Total Return Swaps

In accordance with the investment policy provisions described in this section, the Sub-Funds may enter into Total Return Swaps, if specifically mentioned for a particular Sub-Fund in the relevant Sub-Fund Appendix. The AIFM may conclude Total Return Swaps on behalf of the respective Sub-Fund within the framework of the investment principles for the purpose of efficient portfolio management or for investment purposes. In particular, those Total Return Swaps should not result in a change of the investment objective of the relevant Sub-Fund or add substantial supplementary risks in comparison to the stated risk profile of such Sub-Fund.

A Total Return Swap is an OTC derivative contract in which the total return payer transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to the total return receiver. In exchange, the total return receiver either makes an upfront payment to the total return payer, or makes periodic payments based on a rate which can either be fixed or variable. In the case of unfunded Total Return Swaps, the Sub-Fund does not make any upfront payments of the nominal value of the Total Return Swap, but transaction fees are typically paid under the form of an agreed interest rate, which may be either fixed or floating,

The AIFM on behalf a Sub-Fund may enter into Total Return Swaps only in respect of transferable securities which are compliant with the investment policy and restrictions set out for the relevant Sub-Fund.

Assets which are subject to Total Return Swaps will be safe kept by the respective counterparty. However, collateral received by the AIFM on behalf of the respective Sub-Fund in a Total Return Swap under a title transfer arrangement will become subject to safekeeping and oversight 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.

The Sub-Fund will get 100% of the net return generated from Total Return Swaps after deduction of costs, including in particular transaction costs and fees for collateral paid to the swap counterparty.

The counterparties are not related to the Investment Manager.

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

The participating Sub-Funds may receive cash and/or non-cash collateral for Total Return Swap transactions entered into which is compliant with applicable Luxembourg laws.

PRIIPS REGULATION

In accordance with the EU Regulation 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information document for packaged retail and insurance based investment products (the “PRIIPs Regulation”) which entered into force on 1 January 2018, a key information document (KID) will be published for each Class available to future retail investors under the PRIIPS Regulation (the “Retail Investor”).

KID are handed over to Retail Investors in good time prior to their subscription in the Company and are (i) provided to the Retail Investor using a durable medium other than paper or (ii) available at www.eurobankam.gr and can be obtained in paper form free of charge upon request from the Company.

2. STRUCTURE OF THE COMPANY

DIAS II

The Company is an investment company with variable share capital (société d'investissement à capital variable - SICAV) organised as an umbrella specialised investment fund (fonds d'investissement spécialisé - FIS) in the form of a public limited liability company (société anonyme –S.A.) in accordance with the provisions of the SIF Law.

The Company is registered with the Luxembourg Trade and Companies Registry under company number RCS B 174 962 and its registered office is situated at 534, Rue de Neudorf, L-2220 Luxembourg

The Company has an umbrella structure consisting of several separate Sub-Funds (individually a "Sub-Fund" and collectively the "Sub-Funds") pursuant to article 71 ff. of the SIF Law.

The Company also qualifies as an alternative investment fund ("AIF") in accordance with the Article 1(39) of the Law of 2013.

The minimum capital of the company shall be EUR 1,250,000 and must be achieved within twelve months after the date on which the company has been authorised as a SIF under the Law.

The articles of incorporation of the Company were published in the Mémorial on February 12, 2013, after having been registered with the Luxembourg Trade and Companies Registry, where they can be consulted and where copies can be obtained against payment of the Court fees.

The Company may operate separate Sub-Funds, each of which may be represented by one or several Class(es) of Shares. The Sub-Funds are distinguished by their specific investment policy or any other specific features.

The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the Shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The Fund is offering shares (the "Shares") on the basis of the information contained in this Prospectus and in the documents referred to herein. An amendment or updated Prospectus shall be provided, if necessary, to reflect material changes to the information contained herein.

The Board of Directors may issue Shares of different classes (individually a "Class" and collectively the "Classes") in each Sub-Fund.

A separate pool of assets is maintained for each Sub-Fund and is invested in accordance with the investment objective applicable to the relevant Sub-Fund. As a result, the Company is an "umbrella Fund" enabling investors to choose between one or more investment objective(s) by investing in one or more Sub-Fund(s). Investors may choose which one or more Sub-Fund(s) may be most appropriate for their specific risk and return expectations as well as their diversification needs. Within each relevant Sub-Fund, investors may choose the Class features which are most suitable to their individual circumstances, given the amount subscribed and the length of time they expect to hold their Shares, among other personal investment criteria, in order to opt for one type of Class of Share or another.

Shares of the different Classes within the different Sub-Funds may be issued, redeemed and converted at prices computed on the basis of the Net Asset Value per Share of the relevant Class within the relevant Sub-Fund.

The Board of Directors may, at any time, create Classes of Shares whose features may differ from the existing Classes and additional Sub-Funds whose investment objectives may differ from those of the Sub-

Funds then existing.

Upon creation of new Sub-Funds or Classes, the Prospectus will be updated or amended accordingly.

The Shares may be, upon decision of the Board of Directors, listed on the Luxembourg Stock Exchange. The Directors may decide to make an application to list such Shares on any other recognised stock exchange.

In accordance with the requirements of the SIF Law, Shares of the Company are reserved to Eligible Investors only.

No person is authorised to give any information or to make any representations other than those contained in the Prospectus and in the documents referred to therein.

The distribution of the Prospectus accompanied by the most recent annual report of the Fund and the offering of the Shares are restricted to DIAS II. Such report is deemed to be an integral part of the Prospectus.

The registration of the Company as a SIF does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of the Prospectus or the assets held in the Company. Any representations to the contrary are unauthorised and unlawful.

Investors should inform themselves and should take appropriate advice on the legal requirements as to possible tax consequences, foreign exchange restrictions or exchange control requirements which they might encounter under the laws of the countries of their citizenship, residence, or domicile and which might be relevant to the subscription, purchase, holding, redemption, if applicable, or disposal of the Shares of the Fund.

3. LIST OF SUB-FUND(S)

DIAS II – Global Opportunities Sub-Fund
DIAS II – Liquid Alternatives Alpha Generation Sub-Fund

The Sub-Funds are denominated in the currency as provided in each Sub-Fund Appendix (the "Base Currency") and all assets and liabilities of each Sub-Fund are valued in the Base Currency of such Sub-Fund.

4. INVESTMENT OBJECTIVE AND POLICY OF EACH SUB-FUND

The Company has been established for the purpose of investing in transferable securities and other assets, as well as in other financial instruments in accordance with the SIF Law.

The investment objective and policy of each Sub-Fund have been defined by the Board of Directors and are set out in the Sub-Funds Appendices of the Prospectus. In the event the Board of Directors decides to make a material change to the investment objective and policy of a Sub-Fund, prior notice will be given to the relevant Shareholders who, if they so wish, will be able to apply for the redemption of their Shares in that Sub-Fund free of charge during a period of one month.

The investment objective and policy of certain Sub-Funds, as described below, may refer to investments in various geographical areas, countries, economic sectors and/or categories of issuers of securities, but market or other conditions may make it, from time to time, inappropriate for a Sub-Fund to invest in all the geographical areas, countries, economic sectors and/or categories of issuers referred to in its investment policy.

Important notice:

The attention of the investors is drawn to the fact that each Sub-Fund may engage in various portfolio strategies to attempt to reduce certain risks of its investments and to attempt to enhance return. These strategies may include the use of options, forward foreign exchange contracts, swaps, (credit default swaps, interest rate swaps, equity swaps, swaptions, currency swaps and inflation-linked swaps) and futures contracts and options thereon including international equity and bond indices this enumeration being non exhaustive. The use of derivatives and other techniques and instruments involve far higher risk than standard investment instruments.

There can therefore be no assurance that the relevant Sub-Fund's investment objectives will be achieved.

In addition, the use of techniques and instruments involves particular risk, mainly associated with leverage, whereby large liabilities can be incurred using relatively small financial means. This is the risk associated with the use of relatively small financial resources to obtain a large number of commitments.

The investment objective and policy of each Sub-Fund are defined in each Sub-Fund Appendix.

5. RESPONSIBLE INVESTMENT POLICY

The responsible investment policy (the "Policy") specifies the AIFM's efforts to integrate environmental social governance (ESG) information/criteria into the investment processes, and outlines the foundation, ownership, and oversight mechanisms which supports the AIFM's approach. ESG integration is the practice of incorporating material ESG information/criteria into the investment process with the objective of improving financial outcomes and/or mitigate risks over the long-term for the Sub-Funds under management.

The Policy is in line with the requirements set by Regulations (EU) 2019/2088, (EU)2019/852 and (EU) 2022/1288 of the European Parliament and of the Council on sustainability-related disclosures in the financial services sector as well as the AIFM's commitment to the six principles for responsible investment (PRI):

- Principle 1: We will incorporate ESG issues into investment analysis and decision-making processes.
- Principle 2: We will be active owners and incorporate ESG issues into our ownership policies and practices.
- Principle 3: We will seek appropriate disclosure on ESG issues by the entities in which we invest.
- Principle 4: We will promote acceptance and implementation of the Principles within the investment industry.
- Principle 5: We will work together to enhance our effectiveness in implementing the Principles.
- Principle 6: We will each report on our activities and progress towards implementing the Principles.

The AIFM integrates ESG factors in the investment process based on the premise that the omittance of these factors can have a negative contribution to the long-term financial outcomes of the portfolios under management. In addition, ESG integration aims at promoting sustainable economic and social development. Moreover, integration of ESG factors allows for a more holistic approach to value creation for all stakeholders and assists in identifying reputational risks that may negatively affect investee companies.

The AIFM has delineated specific procedures for selecting and monitoring financial instruments according to Principle 1 of the PRI and in-line with the requirements of Regulation (EU) 2019/2088 in order to consider sustainability risks within the investment process, integrating material ESG criteria into traditional financial valuation framework regarding investments.

The adoption of sustainable strategies is based on the core tenets of responsible investment as outlined in the six principles for responsible investment (PRI) and can be integrated into the investment process and adapted based on the various types of financial instruments as well as management strategies.

Further information on the overall Policy of Eurobank Asset Management M.F.M.C. can be found on the website of the AIFM at the following address: www.eurobankam.gr

6. INVESTMENT RESTRICTIONS

The Company will meet the risk diversification requirements provided for by CSSF Circular 07/309 on risk-spreading in the context of specialised investment funds and is subject to and will conduct its investment operations in compliance with the following investment restrictions. Subject to the approval of the Board of Directors and of the relevant regulatory approvals or requirements, the investment policy of any Sub-Fund may be subject to different investment restrictions than those provided below, in which case such different restrictions are disclosed above in the respective Sub-Fund's investment policy.

6.1 No Sub-Fund may invest more than 30% of its assets in securities of the same kind issued by the same issuing body.

This restriction is not applicable:

- To investments in assets issued or guaranteed by a Member State of the OECD or their local authorities or public international bodies with EU, regional or worldwide scope.
- To investments in target funds which are subject to risk diversification requirements at least comparable to those provided for in relation to specialised investment funds either.

For the purpose of the above mentioned restriction, each sub-fund of a target fund with multiple sub-funds is to be considered as a separate issuer, provided that the principle of the segregation of the obligations of the various sub-funds towards third parties is ensured.

6.2 Short sales may not have as a consequence that a Sub-Fund hold a short position on securities of the same kind issued by the same issuing body representing more than 30% of its assets.

6.3 When using financial derivative instruments, a Sub-Fund must ensure a comparable risk diversification through an appropriate risk diversification of underlying assets.

When concluding over-the-counter transactions, a Sub-Fund may have a counterparty risk up to 100% of its assets only if this counterparty is a first class financial institution.

The Company may borrow cash from banks and financial institutions up to 50% of each Sub-Fund's net asset value.

Certain Risk Factors

Investors should be aware that an investment in the Company involves significant financial, operational and other risks and may not be suitable for all investors. Investors should be aware of the risks listed and described below.

The list and description of risk factors do not purport to be an exhaustive description of all the risks involved

in investing in Shares of the Company. Before making any decision to subscribe for or buy Shares, prospective investors should carefully read the entire General Part of the Prospectus, consult with their professional advisors in order to assess the financial, tax, legal or other consequences of an investment in the Company in light of their particular circumstances, and carefully consider the inherent risks of such an investment, including the following.

Business Risk

There can be no assurance that the Company will achieve its investment objective. There is no operating history by which to evaluate its likely future performance. The investment results of the Company are reliant upon the success of the AIFM and the performance of the markets the Company invests in.

Market Risk

The investments of the Company may go up and down due to changing economic, political or market conditions, or due to an issuer's individual situation.

Equity Risk

Sub-Funds investing in common stocks and other equity securities are subject to market risk that historically has resulted in greater price volatility than experienced by bonds and other fixed income securities.

Recently, the financial markets have evidenced an exceptional level of volatility. Continued volatility could disrupt the investment strategy of the Sub-Fund, decrease the value of the Sub-Fund's portfolio and adversely impact its profitability

Currency Exposure

Certain of the assets of the Company may be invested in securities and other investments which are denominated in other currencies than the reference currency of the Company. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates. The Company will be subject to foreign exchange risks. The Company may engage in currency hedging but there can be no guarantee that such strategy will prevent losses. In addition, prospective investors whose assets and liabilities are predominantly in other currencies should take into account the potential risk of loss arising from fluctuations in value between the Euro and such other currencies.

Debt Securities

The Company may invest in fixed income securities which may be unrated by a recognised credit-rating agency or below investment grade and which are subject to greater risk of loss of principal and interest than higher-rated debt securities. The Company may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Company may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Company will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult. Also, the market for credit spreads is often inefficient and illiquid, making it difficult to accurately calculate discounting spreads for valuing financial instruments.

OTC financial derivative instruments

In general, there is less government regulation and supervision of transactions in OTC markets than of transactions entered into on organised exchanges. OTC derivatives are executed directly with the counterparty rather than through a recognised exchange and clearing house. Counterparties to OTC derivatives are not afforded the same protections as may apply to those trading on recognised exchanges, such as the performance guarantee of a clearing house.

The principal risk when engaging in OTC derivatives is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations as required by the terms of the instrument. OTC derivatives may expose a Sub-Fund to the risk that the counterparty will not settle a transaction in accordance with its terms, or will delay the settlement of the transaction, because of a dispute over the terms of the contract (whether or not *bona fide*) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. Counterparty risk is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Fund. The value of the collateral may fluctuate, however, and it may be difficult to sell, so there are no assurances that the value of collateral held will be sufficient to cover the amount owed to a Fund.

The AIFM may enter into OTC derivatives cleared through a clearinghouse that serves as a central counterparty. Central clearing is designed to reduce counterparty risk and increase liquidity compared to bilaterally-cleared OTC derivatives, but it does not eliminate those risks completely. The central counterparty will require margin from the clearing broker which will in turn require margin from the Fund. There is a risk of loss by a Fund of its initial and variation margin deposits in the event of default of the clearing broker with which the Fund has an open position or if margin is not identified and correctly reported to the particular Fund, in particular where margin is held in an omnibus account maintained by the clearing broker with the central counterparty. In the event that the clearing broker becomes insolvent, the Fund may not be able to transfer or "port" its positions to another clearing broker.

Investors should be aware that the regulatory changes arising from EU Regulation 648/2012 on OTC derivatives, central counterparties and trade repositories (EMIR) and other applicable laws requiring central clearing of OTC derivatives may in due course adversely affect the ability of the Sub-Funds to adhere to their respective investment policies and achieve their investment objective.

Collateral management

Counterparty risk arising from investments in OTC financial derivative instruments is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Fund. However, transactions may not be fully collateralised. If a counterparty defaults, the Sub-Fund may need to sell non-cash collateral received at prevailing market prices. In such a case the Sub-Fund could realise a loss due, *inter alia*, to inaccurate pricing or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the collateral is traded. Difficulties in selling collateral may delay or restrict the ability of the Sub-Fund to meet redemption requests.

A Sub-Fund may also incur a loss in reinvesting cash collateral received, where permitted. A decline in the value of such investments would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty as required by the terms of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

Conflicts of Interest

The respective Sub-Fund can conclude Total Return Swaps with other companies within the Group that the AIFM and the Investment Manager belong to. Counterparties that are part of this group shall, if applicable, execute their obligations from the Total Return Swaps with due care and diligence. Furthermore, the AIFM will select counterparties and enter into transactions for the relevant Sub-Fund in accordance with best execution principles and shall also select the relevant counterparties in accordance with these regulations, while acting in the best interest of the respective Sub-Fund and its investors. However, investors must be made aware that the AIFM and the Investment Manager may be exposed to conflicts of interests with regard to their respective roles, their internal interests or the interest of counterparties within the same group.

Particular Risks of Total Return Swaps

A Total Return Swap thus typically involves a combination of market risk and interest rate risk, as well as counterparty risk.

Due to the periodic settlement of outstanding amounts and/or periodic margin calls under the relevant contractual agreement, a counterparty may, under unusual market circumstances, have insufficient funds available to pay the amounts due. Moreover, each Total Return Swap is a bespoke transaction amongst others with respect to its reference obligation, duration, and contractual terms, including frequency and conditions for settlement. However, OTC transactions like Total Return Swaps are covered by mutually agreed International Swaps and Derivatives Association (ISDAs) / Credit Support Annex (CSA) agreements in order to mitigate the aforementioned risk categories.

Inadvertent concentration

It is possible that a number of underlying funds might take substantial positions in the same security at the same time. This inadvertent concentration would interfere with the Company's goal of diversification. The Company will attempt to alleviate such inadvertent concentration as part of its regular monitoring and reallocation process. Conversely, the Company may at any given time, hold opposite positions, such position being taken by different underlying funds. Each such position shall result in transaction fees for the Company without necessarily resulting in either a loss or a gain. Moreover, the Company may proceed to a reallocation of assets between underlying funds and liquidate investments made in one or several of them. Finally, the Company may also, at any time, select additional underlying funds. Such assets reallocations may impact negatively the performance of one or several of the underlying funds.

Counterparty Risk

The Company may have credit exposure to one or more counterparties by virtue of its investment positions. To the extent that a counterparty defaults on its obligation and the Company is delayed or prevented from exercising its rights with respect to the investments in its portfolio, it may experience a decline in the value of its position, lose income and incur costs associated with asserting its rights. Such risks will increase where the Fund uses only a limited number of counterparties.

Sustainability risks

The AIFM makes investment decisions considering sustainability risks, defined in Article 2 of SFDR as an environmental, social or governance event or condition that, upon occurrence, could cause an actual or a potential material negative impact on the value of the investment.

Sustainability risks can also have a negative impact on other risks, specified in each Sub-Fund Appendix. The aim of integrating sustainability risks in the investment decision process is to identify the occurrence of these risks in a timely manner in order to take appropriate measures to mitigate the impact on the investments or the overall portfolio of the Sub-Funds. The events that may be responsible for a negative impact on the return of the Sub-Funds result from environmental, social and corporate governance criteria.

Suspension of Share Dealings

Investors are reminded that in certain circumstances, their right to redeem Shares may be suspended.

Tax treatment of the Shareholders

The tax position of the Shareholders may vary according to their particular financial and tax situation. The structuring of the Company and/or its investments may not be tax-efficient for a particular prospective Shareholder. No undertaking is given that amounts distributed or allocated to the Shareholders will have any particular characteristics or that any specific tax treatment will apply. Further, no assurance is given that any particular investment structure in which the Company has a direct or indirect interest will be suitable for all Shareholders and, in certain circumstances, such structures may lead to additional costs or reporting obligations for some or all of the Shareholders. Prospective Shareholders should consider their own tax position in relation to subscribing for, purchasing, owning and disposing of Shares, and consult their own tax advisors as appropriate. None of the Company and its affiliates, or any officer, director, member, partner, employee, advisor or agent thereof can take responsibility in this regard.

Taxation in foreign jurisdictions

Shareholders, the Company and/or any vehicle in which the Company has a direct or indirect interest may be subject to tax in jurisdictions in which the Shareholders, the Company or any such vehicles are incorporated, organised, controlled, managed, have a permanent establishment or permanent representative, or are otherwise located and/or in which investments are made and/or with which investments have a connection. Moreover, taxes such as withholding tax or similar taxes may be imposed on profits of, or proceeds received by, the Company from investments in such jurisdictions, and such taxes may not be creditable to, or deductible by, the Company or the Shareholders in their respective jurisdictions.

Changes in tax law, practice and interpretation

Applicable law and any other rules or customary practice relating to or affecting tax, or the interpretation of these in relation to the Shareholders, the Company and its investments may change during the life of the Company (possibly with retroactive effect). In particular, both the level and the basis of taxation may change. Additionally, the interpretation and application of tax law, rules and customary practice by any taxation authority or court may differ from that anticipated by the Company and its advisors. This could significantly affect returns to the Company and the Shareholders.

Exchange of information on reportable cross-border arrangements

Following the adoption of the Luxembourg law of 25 March 2020, as amended from time to time (the “**DAC 6 Law**”) implementing Council Directive (EU) 2018/822 of 25 May 2018 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation in relation to reportable cross-border arrangements (“**DAC 6**”), certain intermediaries and, in certain cases, taxpayers have to report to

the Luxembourg tax authorities within a specific timeframe certain information on reportable cross-border arrangements.

A reportable cross-border arrangement covers any cross-border arrangement that is linked to one or more of certain types of taxes, and contains at least one hallmark (i.e., a characteristic or feature that presents an indication of a potential risk of tax avoidance) as set out in the DAC 6 Law. A cross-border arrangement will only fall within the scope of the DAC 6 Law if one of the following triggering events occurs: the arrangement is made available, or is ready for implementation, or the first step of the implementation of the arrangement is taken; or aid, assistance or advice is provided with respect to designing, marketing, organising, making available for implementation or managing the implementation of a reportable cross-border arrangement.

The reported information will be automatically exchanged by the Luxembourg tax authorities with the competent authorities of all other EU Member States. As the case may be, the Company may take any action that it deems required, necessary, advisable, desirable or convenient to comply with the reporting obligations imposed on intermediaries and/or taxpayers pursuant to the DAC 6 Law. Failure to provide the necessary information under DAC 6 may result in the application of fines or penalties in the relevant EU jurisdiction(s) involved in the cross-border arrangement at stake. Under the DAC 6 Law, late reporting, incomplete or inaccurate reporting, or non-reporting may be subject to a fine of up to EUR 250,000.

Pillar 2

In December 2021, following a Pillar 2 agreement signed by more than 135 jurisdictions in October 2021, the OECD published final model rules for a global minimum tax (the “**GloBE rules**”). The GloBE rules aim to ensure that large MNE groups pay a minimum level of tax on the income arising in each of the jurisdictions where they operate, by imposing a top-up tax whenever the effective tax rate, determined on a jurisdictional basis, is below the minimum rate of 15%. Council Directive (EU) 2022/2523 of 14 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the EU builds on the GloBE rules and targets any MNE group which has an annual revenue of EUR 750,000,000 or more, including the revenue of excluded entities, in its ultimate parent entity’s consolidated financial statements in at least two of the four fiscal years immediately preceding the tested fiscal year and with either a parent entity or a subsidiary located in an EU Member State. Certain entities are excluded from its scope, including i.a. investment entities that are ultimate parent entities and certain entities owned by these excluded entities. The Luxembourg law of 22 December 2023 implements Directive 2022/2523 by providing for an income inclusion rule (IIR), an undertaxed profit rule (UTPR), and a qualified domestic minimum top-up tax rule (QDMTT). Most provisions will apply to tax years starting on or after 31 December 2023. The provisions on UTPR will in principle apply to tax years starting on or after 31 December 2024. Effective tax rates could increase within the Company’s structure (if in scope) due to higher amounts of tax being due or possible denial of deductions. Costs of tax compliance may also increase. This could adversely affect any returns to the Shareholders.

7. RISK MANAGEMENT, LIQUIDITY MANAGEMENT AND CONFLICTS OF INTEREST

(a) Risk management

The AIFM set risk management policies and procedures pertaining to the Company and each Sub-Fund in accordance with article 14 of the Law of 2013.

The AIFM has implemented effective risk management policies and procedures in order to identify, measure, manage and monitor on an ongoing basis all risks relevant to the Company and to each of the Sub-Funds' investment strategy to which the Company and each Sub-Fund is exposed.

Through the risk management policies and procedures it implements, the AIFM shall ensure, inter alia, that (i) the risk profile of the AIF disclosed to investors is consistent with the risk limits that have been set; (ii) to monitor the compliance with the risk limits set and (iii) the risk management policy is appropriate to the nature, scale and complexity of the business of the AIFM, the Company and the Sub-Funds.

In accordance with article 14 (4) of the Law of 2013, the Company's leverage exposure shall be limited and expressed in accordance with the commitment method and the gross method. The maximum level of leverage of each Sub-Fund will be set out for each Sub-Fund in the relevant Sub-Fund Specifications.

The global exposure and the tolerance thresholds and limits of all risks relevant to the Sub-Funds, as determined by the Board and the AIFM from time to time, will be managed in proportion to the specific circumstances, investment policy and management methodology of the Company and each of its Sub-Funds.

(b) Liquidity Management

The AIFM will employ an appropriate liquidity management system and adopt procedures which enable it to monitor the liquidity risk of the AIF and to ensure that the liquidity profile of the investments of the Company complies with its underlying obligations, in accordance with article 15 of the Law of 2013 and with section 4 of the AIFMD-CDR.

The AIFM will regularly conduct stress tests to assess the liquidity risk of each of the Sub-Fund and monitor their liquidity risk accordingly.

Furthermore, the AIFM must ensure that the investment strategy, the liquidity profile and the redemption policy are consistent.

(c) Conflicts of interest

No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the sole fact that any one or more of the managers or officers of the Company is interested in, or is a director, associate, officer or employee of such other company or firm. However, in such a case any manager or officer of the Company who serves as a director, officer or employee of any company or firm, with which the Company shall contract or otherwise engage in business shall, by reason of such affiliation with such other company or firm, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.

In the event that any manager or officer of the Company has, in any transaction, an opposite interest to the interests of the Company, such manager or officer shall make it known to the Board and the AIFM and shall not consider or vote on any such transaction and such transaction, and such manager's or officer's interest therein shall be reported to the next meeting of Shareholders.

Notwithstanding the above and in accordance with the Law of 2013, the AIFM applies its own conflict of interest policy intended to structure and organize the Company in order to identify the risk of conflict of interest between:

- 1) a Shareholder of the Company or a Sub-Fund and another Shareholder of the Company or a Sub-Fund;
- 2) a Shareholder of the Company or a Sub-Fund and an investor of another AIF managed by the AIFM;
- 3) two clients of the AIFM;
- 4) a Shareholder of the Company or a Sub-Fund and the AIFM or any person directly or indirectly linked to the AIFM by control; or
- 5) the Company or a Sub-Fund and the AIFM or any person directly or indirectly linked to the AIFM by control.

The AIFM shall maintain and operate effective organisational and administrative arrangements to identify, prevent, manage and monitor conflicts of interest in order to prevent them from adversely affecting the interests of the Company and/or its Shareholders.

If the arrangements put in place by the AIFM to manage Conflicts of Interest are not sufficient to ensure with reasonable confidence that the risk of damage to the interests of the Company or its shareholders will be prevented, the AIFM will disclose the general nature and sources of Conflicts of Interest to the Company or its Shareholders.

8. THE AIFM OF THE COMPANY

The Board of Directors is responsible for determining the Company's investment objectives and policies and overseeing the management and administration of the Company.

The Board of Directors has designated under its responsibility and control, Eurobank Asset Management M.F.M.C. as the external AIFM of the Company. Under the terms of the Management Agreement, the AIFM shall be responsible for defining and implementing the Company's investment policy set out in this Prospectus. The AIFM shall be responsible for performing the functions of portfolio management, risk management and administration of the Fund as well as the marketing of the Shares described in Annex I of the AIFMD, subject to the supervision of the Board of Directors. This includes in particular the monitoring of the investment policy, investment strategies and performance, as well as risk management, liquidity management, management of conflicts of interest, supervision of delegates, financial control, internal audit, complaints handling, recordkeeping and reporting. The AIFM has authority to act on behalf of the Fund within its function.

Eurobank ASSET MANAGEMENT M.F.M.C. is a management company fully compliant with Directive 2009/65/EC belonging to the Eurobank S.A. group, with registered office in Athens. Eurobank ASSET MANAGEMENT MFMC's purpose is the management of undertakings for collective investment, discretionary

asset management services and investment advisory services according to art. 4 (1& 2) of the Greek law 4099/2012; it is submitted to the supervision of the Hellenic Capital Markets Commission ("HCMC").

Eurobank ASSET MANAGEMENT M.F.M.C. is also authorized by HCMC to act as an Alternative Investment Fund Manager according to the Greek law 4209/2013 which has adopted the AIFMD.

The alternative investment fund management agreement between the Company and the AIFM is concluded for an undetermined period of time and may be terminated at any time by either party within ninety (90) calendar days' prior notice.

The AIFM has a remuneration policy in place which seeks to ensure that the interests of the AIFM and the Shareholders of the Fund are aligned. Such remuneration policy imposes remuneration rules on staff and senior management within the AIFM whose activities have an impact on the risk profile of the Fund. The AIFM shall seek to ensure that such remuneration policies and practices will be consistent with sound and effective risk management and with the AIFMD and ESMA's remuneration guidelines. The AIFM shall also seek to ensure that such remuneration policies and practices shall not encourage risk taking which is inconsistent with the risk profile and constitutional documents of the Fund.

The AIFM shall seek to ensure that the remuneration policy will, at all times, be consistent with the business strategy, objectives, values and interests of the Fund and the Shareholders and that the remuneration policy will include measures that seek to ensure that all relevant conflicts of interest can be managed appropriately at all times.

For the purpose of a more efficient conduct of its business, the AIFM may delegate to third parties the power to carry out some of its functions on its behalf, subject to limitations and requirements, including the existence of objective reasons, in accordance with applicable laws and regulations. The delegated functions shall remain under the supervision and responsibility of the AIFM and the delegation shall not prevent the AIFM from acting, or the Fund from being managed, in the best interests of the investors. Where applicable, the delegation to third parties is subject to the prior approval of the relevant regulatory authority.

The AIFM is entitled to receive a management fee as remuneration for its services as specified in each Sub-Fund Appendix. The AIFM may also receive a performance fee.

Regulation (EU) 2016/1011 (also known as the "EU Benchmark Regulation") requires the AIFM to produce and maintain robust written plans setting out the actions that it would take in the event that a benchmark that is used by the Company (as defined by the EU Benchmark Regulations) materially changes or ceases to be provided. The AIFM shall comply with this obligation. Further information on the plan is available on request from the AIFM.

Information as to whether the benchmarks used by the Company are provided by an administrator included in the ESMA register of benchmark administrators or is otherwise included on such register is available free of charge upon request from the AIFM.

The AIFM is required under the EU Benchmark Regulation to use benchmarks which are either provided by authorised benchmark administrators that are present in the ESMA register of administrators, pursuant to article 36 of the EU Benchmark Regulation or whose administrators are exempt according to article 2(2) of the EU Benchmark Regulation.

Sub-Fund Name	Benchmark	Benchmark Administrator	Benchmark Administrator Registered	Use of the Benchmark
DIAS II Global Opportunities Sub-Fund	EUR003M Index	EUROPEAN MONEY MARKETS INSTITUTE (EMMI)	Yes	Performance Fee calculation

8. DEPOSITARY AND PAYING AGENT

Under an AIFMD depositary agreement, Eurobank Private Bank Luxembourg S.A., a Luxembourg public limited company with registered office at 534, Rue de Neudorf, L-2220 Luxembourg and registered with the Luxembourg Trade and Companies Registry under number B 24724, has been appointed as the Depositary of the Company's assets and Paying Agent pursuant to an AIFMD depositary agreement entered into for an unlimited period of time and which may be terminated at any time by the Company or the Depositary by giving a sixty (60) days' prior written notice. However, the Depositary shall continue to act as Depositary pending replacement and until all assets of the Fund have been transferred to the successor depositary.

The Depositary has a banking license granted in accordance with the modified law of 5 April 1993 on the financial sector and is registered with the CSSF as a credit institution.

The Depositary shall perform its usual functions of safekeeping of assets and control in accordance with the Article 19 of the Law of 2013.

The Depositary shall also ensure an effective and proper monitoring of the Company's cash flows in accordance with the provisions of Articles 83 to 102 of the AIFMD-CDR.

In accordance with the provisions of Article 99 of the AIFMD-CDR, where safekeeping functions will have been delegated wholly or partly to a third party, the Depositary shall ensure that the third party, to whom safekeeping functions will have been delegated pursuant to Article 21(11) of the AIFMD, acts in accordance with the segregation obligation laid down in point (iii) of the Article 21(11) (d) of the AIFMD by verifying that the third party:

- (a) keeps such records and accounts as are necessary to enable it at any time and without delay to distinguish assets of the Depositary's AIF clients from its own assets, assets of its other clients, assets held by the Depositary for its own account and assets held for clients of the Depositary which are not AIFs;
- (b) maintain records and accounts in a way that ensures their accuracy, and in particular their correspondence to the assets safe-kept for the Depositary's clients;
- (c) conducts, on a regular basis, reconciliations between its internal accounts and records of those of the third party to whom it has delegated safekeeping functions in accordance with the third subparagraph of Article 21(11) of the AIFMD;

- (d) introduces adequate organisational arrangements to minimise the risk of loss or diminution of financial instruments or of the rights in connection with those financial instruments as a result of misuse of the financial instruments, fraud, poor administration, inadequate record-keeping or negligence;
- (e) where the third party is an entity referred in points (a), (b) and (c) of Article 18(1) of the Directive 2006/73/EC which is subject to effective prudential regulation and supervision that has the same effect as the Union law and is effectively enforced, the Depositary shall take the necessary steps to ensure that the Company's cash is held in an account or accounts in accordance with Article 21(7) of the AIFMD.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and no local entities satisfy the delegation requirements laid down in paragraph 11, point d) ii) of the Article 19 of the Law of 2013, the Depositary may delegate its functions to such a local entity only to the extent required by the law of the third country and only for as long as there are no local entities that satisfy the delegation requirements, subject to the following requirements:

- (a) the Shareholders of the Company must be duly informed that such delegation is required due to legal constraints in the law of the third country and of the circumstances justifying the delegation, prior to their investment; and
- (b) the Company or the AIFM on behalf of the Company, must instruct the Depositary to delegate the custody of such financial instruments to such local entity.

The Depositary shall further be responsible for the payment of the redemption price of the Shares by the Company and, upon instruction by the Register and Transfer Agent, for the payment of distributions, if any, to Shareholders of the Company.

Whilst performing its functions, the Depositary shall act honestly, fairly, professionally, independently and for the interests of the Company and the Shareholders of the Company.

The Depositary shall be liable to the Company or to the Shareholders of the Company, for the loss by the Depositary or a third party to whom the custody of financial instruments held in custody in accordance with paragraph 8, point a) of the Article 19 of the Law of 2013.

The Depositary shall also be liable to the Company, or to the Shareholders of the Company, for other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligation pursuant to the AIFMD.

The Depositary's liability shall not be affected by any delegation referred to in paragraph 11 of the Article 19 of the Law of 2013.

In case of a loss of financial instruments held in custody, the Depositary may discharge of its liability if it can prove that (i) the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary, or (ii) when it has contractually been discharged in accordance with paragraph 13 of the Article 19 of the Law of 2013, or (iii) in accordance with the conditions provided in paragraph 14 of the Article 19 of the Law of 2013, where the law of a third country requires that certain financial instruments are held in custody by a local entity and there are no local entities that satisfy the delegation requirements laid down in paragraph 11 of the Article 19 of the Law of 2013

The Depositary's functions shall cease :

- (a) in case of termination of the AIFMD depositary agreement on its own initiative or the Company's initiative whilst waiting the replacement of the Depositary which must occur within a maximum

period of two (2) months, and the Depositary shall take all necessary measures in order to safeguard the interests of the Shareholders;

(b) when the Company or the Depositary goes into liquidation, or wound up;

(c) when the CSSF revokes the granted licence to the Depositary or the approval of the Company

or in any other cases provided in the constitutional documents of the Company, in the AIFMD depositary agreement, or by the Luxembourg law in force.

The Depositary and Paying Agent shall be entitled to receive a remuneration for its services, hereunder depositary and paying agent fees as specified in the section Charges and Expenses.

9. CORPORATE AND DOMICILIARY AGENT

Eurobank Private Bank Luxembourg S.A. has been appointed as Corporate and Domiciliary Agent of the Company pursuant to a corporate and domiciliary agent agreement entered into for an unlimited period of time and which may be terminated at any time by the Company or the Corporate and Domiciliary Agent by giving a sixty (60) days' prior written notice.

Eurobank Private Bank Luxembourg S.A. is a Luxembourg public limited company whose registered office is situated at 534, Rue de Neudorf, L-2220 Luxembourg.

The Corporate and Domiciliary Agent is entitled to receive as remuneration for its services, hereunder fees as specified in the section Charges and Expenses.

10. ADMINISTRATIVE, REGISTER AND TRANSFER AGENT

Eurobank Private Bank Luxembourg S.A. has also been appointed as Administrative, Register and Transfer Agent of the Company pursuant to an agreement entered into for an unlimited period of time and which may be terminated at any time by the Company or Eurobank Private Bank Luxembourg S.A. by giving a ninety (90) days' prior written notice.

In such capacity, Eurobank Private Bank Luxembourg S.A. is responsible for administrative duties required by Luxembourg law, namely: (i) and in particular for the calculate the Net Asset Value per Share; maintain the accounting records of the Fund and perform accounting services (ii) perform the registrar services such as the maintenance of books and records of the Fund as well as process all subscriptions, redemptions, conversions, and transfers of Shares, and register these transactions in the register of Shareholders and (iii) perform the client communication services such as disseminating distribution notices and distributing audited financial statements to Shareholders. In addition, as registrar and transfer agent of the Fund, the Administrative, Register and Transfer Agent may also be responsible for collecting the required information and performing verifications on investors to comply with applicable AML/CFT regulations. A

The Administrative, Register and Transfer Agent is entitled to receive as remuneration for its services, hereunder Administrative, Register and Transfer Agent fees as specified in the section Charges and Expenses.

11. SHARES

Shares are issued in a registered form only. Confirmations of holding will be issued upon subscription of Shares. Registered Shares are in non-certificated form.

Fractions of registered Shares may be issued up to four decimals, whether resulting from subscription or conversion of Shares.

All Shares must be fully paid-up; they are of no par value and carry no preferential or pre-emptive rights. Each Share, irrespective of its Sub-Fund, is entitled to one vote at any general meeting of Shareholders, in compliance with Luxembourg laws and regulation and the Articles of Incorporation.

Fractions of Shares do not confer voting rights at any meeting of Shareholders but entitle the holder thereof to a correspondent amount in case of payment of dividend distribution or liquidation proceeds.

With respect to certain Classes of Shares (collectively, the "Hedged Classes"), the Company (or its agents) may employ techniques and instruments to protect against currency fluctuations between the pricing currency of the Class and the predominant currency of the assets of the relevant Class within the relevant Sub-Fund with the goal of providing a similar return to that which would have been obtained for a Class of Shares denominated in the predominant currency of the assets of the relevant Sub-Fund. In normal circumstances, the above hedging against currency fluctuations will approximate and not exceed 100% of the net assets of the relevant Hedged Class. While the Company (or its agents) may attempt to hedge the currency risk, there can be no guarantee that it will be successful in doing so.

12. ISSUE OF SHARES

The initial subscription period for the Shares of each Sub-Fund will be indicated in each Sub-Fund Appendix.

Initial subscriptions for Shares will be accepted plus any subscription fee as described in each Sub-Fund Appendix. If no subscriptions are received during the Initial Subscription Period, Shares shall be offered at a later date upon request of potential investors under the same terms and conditions with the exception of the initial subscription price that will be determined by the Board of Directors.

After the Initial Subscription Period, subscriptions will be accepted on each Valuation Day. The subscription price per Share (the "Subscription Price") will be equal to the net asset value ("NAV") per Share of the relevant class of Share of the relevant Sub-Fund increased, as the case may be, by the subscription fee as stated in each Sub-Fund Appendix. The Subscription Price is available for inspection at the registered office of the Company.

The minimum initial and subsequent investment as well as the minimum holding requirement per investor will be fixed in each Sub-Fund Appendix.

Investors whose applications are accepted will be allotted Shares issued on the basis of the NAV determined in respect of the Valuation Day following receipt of the application form provided that such application has been received in Luxembourg at the Register and Transfer Agent not later than **12.00 noon** Luxembourg time, on the 1st Business Day preceding the relevant Valuation Day (if such day is not a Business Day, on the preceding Business Day). Applications received after that time will be processed in respect of the next Valuation Day. The Board of Directors or its duly appointed delegate may decide to accept applications after the cut-off time if this is in the best interest of the Company and if it is ensured that there is no issue of market timing as described hereafter.

All subscriptions shall be made directly to the Sub-Fund's account with the Register and Transfer Agent.

Investors may submit subscription and redemption orders to the Register and Transfer Agent at its registered office. The orders will be executed according to the provisions of this Prospectus.

Unless otherwise provided in a Sub-Fund's Appendix, the subscription price shall be paid not later than five (5) Business Days from the date on which the relevant NAV is released.

The Board of Directors or any of its duly appointed delegate reserves the right to reject any application in whole or in part, in which case subscription monies paid, or the balance thereof, as appropriate, will be returned to the applicant as soon as practicable or to suspend at any time and without prior notice the issue of Shares in one, several or all of the Sub-Funds.

No Shares of any Sub-Fund will be issued during any period when the calculation of the NAV in such Sub-Fund is suspended by the Board of Directors or any of its duly appointed delegate, pursuant to the powers reserved to them under the Articles of Association.

In the case of suspension of dealings in Shares, the application will be dealt with on the first Valuation Day following the end of such suspension period.

The Company may, if a prospective shareholder requests and the Board of Directors so agree, satisfy any application for subscription of shares which is proposed to be made by way of contribution in kind. The nature and type of assets to be accepted in any such case shall be determined by the Board of Directors, in compliance with the conditions set forth by Luxembourg law, and must comply with the investment objectives, restrictions and policies of the Company or of the relevant Sub-Fund. A valuation report relating to the contributed assets must be delivered to the Board of Directors by the auditor of the Company confirming the number, the denomination and the value of the assets contributed in counterpart of the subscribed shares. This audit report will also confirm the way of determining the value of the assets which will have to be identical to the procedure of determining the net asset value of the shares. The specific costs for such subscriptions in kind, in particular the costs of the special audit report, will have to be borne by the Shareholder requesting the subscription in kind or by a third party, but will not be borne by the Company unless the Board of Directors considers that the subscription in kind is in the interest of the Company or made to protect the interests of the Company.

Fraction of Share will be issued with four decimal places.

13. CONVERSION OF SHARES

Unless otherwise provided, any Shareholder is entitled to request the conversion of all or part of his Shares of one Sub-Fund into Shares of another Sub-Fund (when available) or of Shares of one class into Shares of another class (if any).

No conversion of Shares into Shares of another existing Class within the same or a different Sub-Fund may be made at any time when issues and redemptions of Shares in either or both of the relevant Classes are suspended.

Any request for conversions shall be irrevocable and may not be withdrawn by any Shareholder in any circumstances, except in the event of a suspension of the determination of the Net Asset Value of the relevant Sub-Fund or Class. In the event of a suspension, the Company will process the conversion requests on the first applicable Valuation Day following the end of the period of suspension.

Acceptance of any application for conversion is contingent upon the satisfaction of any conditions (including any minimum subscription and prior notice requirements) applicable to the Class into which the conversion is to be effected. If as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than any minimum holding amount (if any), the Directors may decide not to accept the conversion request. If as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the minimum subscription amount specified for each Class, the Directors may decide that such Shareholder shall be deemed to have requested the conversion of all of his Shares.

The price for the conversion of Shares shall be computed by reference to the respective NAV of the Sub-Funds or the Classes of Shares, calculated on the same Valuation Day or if there is no common Valuation Day for the relevant Sub-Funds or Classes of shares on the next relevant Valuation Day. The dispositions outlined in chapter 12. "ISSUE OF SHARES" and chapter 14. "REDEMPTION OF SHARES" shall apply. In particular, requests for Conversion of Shares of Sub-Funds have to be received in Luxembourg not later than **12.00 noon**, Luxembourg time, 1 Business Day prior to the Valuation Day (if such day is not a Business Day, on the preceding Business Day). Requests received after that time will be processed in respect of the next Valuation Day.

14. REDEMPTION OF SHARES

Subject to the restrictions provided in this Prospectus, any Shareholder may apply for the redemption of some or all of his Shares.

A redemption fee might be fixed as determined in each Sub-Fund appendix.

Shares may be redeemed compulsorily if the Shareholder is found not to be an Eligible Investor.

In case of compulsory redemption, the redemption price will be equal to the subscription price paid at the time by the redeeming Shareholder. However, if the Board of Directors determines that the Net Asset Value of the relevant Class of Share has increased or decreased materially since subscription by the relevant Shareholder, the Board of Directors may change the redemption price to a price based on the Net Asset Value of such Share on the relevant redemption date.

If the Board of Directors becomes aware that a Shareholder of record is holding Shares for the account of a person who does not meet the Shareholder eligibility requirements specified in this Prospectus, or 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 a majority of its Shareholders, or otherwise be detrimental to the interests of the Company, the Board of Directors may compulsorily redeem such Shares in accordance with the provisions of the Articles. Shareholders are required to notify the Company and the Register and Transfer Agent immediately if they cease to meet the Shareholder eligibility requirements specified in the Prospectus, or hold Shares for the account or benefit of any person who does not or has ceased to meet such requirements, or hold Shares in breach of any law or regulation or otherwise in circumstances having, or which may either have adverse regulatory, tax or fiscal consequences for the Company or be detrimental to the interests of the Company.

If the Board of Directors becomes aware that a Shareholder has failed to provide any information or declaration required by the Board of Directors within ten (10) days of being requested to do so, the Board of Directors may compulsorily redeem the relevant Shares in accordance with the provisions of the Articles.

The Board of Directors may compulsorily redeem the Shares held by any person, firm or corporate body, if such holding may be detrimental to the Company, if it may result in a breach of any law or regulation whether Luxembourg or foreign, or if as a result thereof the Company may become subject to laws other

than those of the Grand Duchy of Luxembourg (including but without limitation tax laws); specifically but without limitation the Company may compulsorily redeem Shares held by any U.S. Person or a person who is not an Eligible Investor.

The Board of Directors shall have the right to satisfy payment of the redemption price, to any Shareholder who agrees, in specie by allocating to the Shareholder investments from the portfolio of assets of the relevant Class of Share equal to the value of the Shares to be redeemed. 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 Shareholders. The costs of any such transfers shall be borne by the transferee. Shareholders desiring to have all or any of their Shares redeemed should apply in writing at the registered office of the Register and Transfer Agent.

Redemption requests shall contain the following information: the identity and address of the Shareholder requesting the redemption, the number of Shares to be redeemed, the relevant Sub-Fund, the relevant Class of Shares, the name in which such Shares are registered and details as to whom payment should be made. All necessary documents to complete the redemption should be enclosed with such request.

Shareholders whose requests for redemption are accepted will have their Shares redeemed in respect of each Valuation Day provided that the redemption requests have been received in Luxembourg not later than **12.00 noon**, Luxembourg time, one (1) Business Day prior to the Valuation Day on which the Shares are to be redeemed (if such day is not a Business Day, on the preceding Business Day). Requests received after that time will be processed in respect of the next Valuation Day.

Shares will be redeemed at a price equal to the NAV in the relevant Class of Shares of the relevant Sub-Fund in respect of the relevant Valuation Day and decreased as the case may be, by any redemption fee.

The redemption price shall be paid not later than five (5) Business Days from the date on which the relevant NAV is released.

Payment will be made by wire to the Shareholder or by bank order to an account indicated belonging to the Shareholder, at such Shareholder's expense and risk. No payment to third-party accounts will be made.

The redemption price will be paid in the reference currency of the relevant class of Share of the relevant Sub-Fund or in any other freely convertible currency specified by the Shareholder. In the said former case, any currency conversion cost shall be borne by the Shareholder. The redemption price may be higher or lower than the price paid at the time of subscription or purchase.

Shares in any Sub-Fund will not be redeemed if the calculation of the NAV in such Sub-Fund is suspended by the Board of Directors.

If, as a result of any request for redemption, the aggregate NAV of the Shares held by any Shareholder in any Sub-Fund would fall below the minimum amount indicated in the chapter 12 – ISSUE OF SHARES, then the Board of Directors may treat such request as a request to redeem the entire shareholding of such Shareholder.

Furthermore, if on any Valuation Day redemption requests relate to more than ten percent (10%) of the Shares in issue in a specific Sub-Fund, the Board of Directors may decide that such requests for redemption will be deferred (pro-rata) to the next Valuation Day in a manner that not more than ten percent (10%) of the Shares in issue shall be redeemed on such Valuation Day. On the next Valuation Day, these redemption requests will be met in priority to later requests, but still subject to the right of the Board of Directors to defer redemption requests in excess of ten percent (10%) of the Shares in issue. The Company shall however ensure that an appropriate liquidity is met with the objective of minimizing any delay in redemptions.

The portfolio of each Sub-Fund will at all times be structured in a way such as to fulfil the redemption criteria as set out above.

The Company reserves the right to extend the period of payment of redemption proceeds to such period as shall be necessary to repatriate proceeds of the sale of investments in the event of impediments due to exchange control regulations or similar constraints in the markets in which a substantial part of the assets of the Company are invested or in exceptional circumstances where the liquidity of the Company is not sufficient to meet the redemption requests.

Redemptions in kind

In certain circumstances the Board of Directors may request, in accordance with the provisions of the Articles of Incorporation, that a Shareholder accepts 'redemption in kind' i.e. receives a portfolio of stock from the relevant Class of equivalent value to the appropriate cash redemption payment. In such circumstances the Shareholder must specifically accept the redemption in kind. He may always request a cash redemption payment in the reference currency of the Class. Where the Shareholder agrees to accept redemption in kind he will, as far as possible, receive a representative selection of the Class' holdings pro rata to the number of Shares redeemed and the Board of Directors will make sure that the remaining Shareholders do not suffer any loss therefrom. The value of the redemption in kind will be certified by a certificate drawn up by the auditors of the Company in accordance with the requirements of Luxembourg law.

15. ANTI-MONEY LAUNDERING AND TERRORIST FINANCING REQUIREMENTS

Pursuant to Luxembourg laws and regulations, including amongst other things, Luxembourg law dated 12 November 2004 on the fight against money laundering and terrorist financing as amended, the CSSF Regulation 12-02 and the law of 19 December 2020 on the implementation of restrictive measures in financial matters, as amended or supplemented from time to time (the "**2020 Law**"), obligations have been imposed on all professionals of the financial sector to prevent the use of undertakings for collective investment for money laundering purposes. As such, the Fund will at all times comply with any obligations imposed by any applicable laws, rules, regulations and circulars with respect to the prevention of money laundering and terrorist financing ("**AML/CFT**"), for instance, but not exhaustively, obligations relating to the investments of the Fund as well as obligations relating to the identification of any prospective investors.

The Fund is required to establish AML/CFT controls and may require from (prospective) investors any documentation obtained from reliable and independent sources as deemed necessary to establish the identity of the aforementioned persons, the intended purpose of the business relationship and the source of funds, based on the risk-based approach of the Fund. The Fund has the right to request additional information or documentation until the Fund or any other delegate of the Fund on AML/CFT is reasonably satisfied to understand the identity and economic purpose of the investor. Furthermore, any investor is required to notify the Fund and/or its AML/CFT delegates regarding any event or change having an impact on such information and documentation promptly upon becoming aware of such event or change. The Fund may require from existing investors, at any time, additional or updated information together with all supporting documentation deemed necessary for the Fund to comply with the AML Rules.

This identification procedure must be complied with by the Register and Transfer Agent (or the relevant competent agent of the Register and Transfer Agent) in the case of direct subscriptions to the Fund.

In respect of the above, the Register and Transfer Agent must require the subscriber to provide it with any documentation deemed necessary in the Register and Transfer Agent's judgment to satisfy its above referred obligations.

Until satisfactory proof of identity is provided by potential Investors or transferees as determined by the Register and Transfer Agent, it reserves the right to withhold issue or approval of registration of transfers of Shares. Similarly, redemption proceeds will not be paid unless compliance with these requirements has been made in full. In any such event, the Register and Transfer Agent will not be liable for any interest, costs or compensation.

In case of a delay or failure to provide satisfactory proof of identity, the Register and Transfer Agent may take such action as it thinks fit.

Pursuant to Luxembourg law dated 12 November 2004 on the fight against money laundering and terrorist financing as amended, the 2020 Law and the CSSF Regulation 12-02, where shares of the Fund are subscribed through an intermediary acting on behalf of his customers, the Fund / the AIFM or, where applicable, the respective proxy of the professionals shall put in place enhanced customer due diligence measures for this intermediary in order to ensure that all the obligations under said laws and regulations or at least equivalent obligations are complied with.

16. DETERMINATION OF THE NET ASSET VALUE

1) Calculation and Publication

The NAV in respect of each Class of Shares of each Sub-Fund shall be expressed in the currency in which the Shares of such class are denominated and shall be calculated on each Business Day (the "Valuation Day") (as defined hereinafter) by dividing the net assets of each Class of Shares and/or Sub-Fund (being the value of the portion of assets less the portion of liabilities attributable to such Class of Shares and/or Sub-Fund on any such Valuation Day) by the total number of Shares in the relevant Class of Shares and/or Sub-Fund then outstanding. The NAV per Share will be calculated with four (4) decimal places.

If, since the time of determination of the NAV on the relevant Valuation Day, there has been a material change in the valuations of the investments attributable to the relevant Sub-Fund, the Company may, in order to safeguard the interests of the Shareholders and of the Company, cancel the first valuation and carry out a second valuation. All subscription and redemption requests shall be treated on the basis of this second valuation.

Unless otherwise provided in a Sub-Fund's Appendix, the Sub-Funds' NAV is determined each Business Day for which the banks are fully open for business in Luxembourg (the "Valuation Day"), on the basis of the value of the underlying investments of the Company.

Liquid assets shall be valued at their fair value with interest accrued.

The value of all assets and liabilities not expressed in the reference currency of a Sub-Fund will be converted into the reference currency of such Sub-Fund at the rate of exchange prevailing in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its discretion, may permit some other method of valuation to be used, if it considers that such valuation better reflects the fair value of any asset of the Company.

The Net Asset Value per Share of each Class and the issue and redemption prices thereof are available at the registered office of the Company and the Luxembourg office of the Administrative, Corporate and Domiciliary Agent. The Board of Directors may from time to time in its discretion publish the Net Asset Value per Share of certain Classes and Sub-Funds in newspapers of international circulation.

In valuing total assets, the following rules will apply:

- (1) The value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Company may consider appropriate in such case to reflect the true value thereof.
- (2) The value of any securities, money market instruments and derivative instruments that are listed on an official stock exchange or traded on any other Regulated Market will, unless otherwise mentioned in the relevant Appendix, be based on the last available price on the principal market on which such securities, money market instruments or derivative instruments are listed or admitted for trading, as furnished by a recognized pricing service approved by the board of directors. Where such securities, money market instruments and derivative instruments are quoted or dealt in one or by more than one stock exchange or any other Regulated Market, the Directors shall make regulations for the order of priority in which stock exchanges or other Regulated Markets shall be used for the provision of prices of securities, money market instruments or derivative instruments.
- (3) If a security, money market instrument or derivative instrument is not traded or admitted on any official stock exchange or any Regulated Market, or if the last available price of securities, money market instruments and derivative instruments so traded or admitted does not reflect their true value, the Directors are required to proceed on the basis of their expected sales price, which shall be valued with prudence and in good faith.
- (4) Swaps contracts will be valued at the market value fixed in good faith by the Directors and according to generally accepted valuation rules that can be verified by auditors. Asset based swap contracts will be valued by reference to the market value of the underlying assets. Cash flow based swap contracts will be valued by reference to the net present value of the underlying future cash flows.
- (5) Each share or unit in an Open-ended Investment Fund will be valued at the last available net asset value (or bid price for dual priced Investment Funds) whether estimated or final, which is computed for such unit or shares on the same Calculation Day, failing which, it shall be the last net asset value (or bid price for dual priced Investment Funds) computed prior to the Calculation Day on which the Net Asset Value of the Shares in the Company is determined.
- (6) In respect of shares or units of an Investment Fund held by the Company, for which issues and redemptions are restricted and a secondary market trading is effected between dealers who, as main market makers, offer prices in response to market conditions, the Directors may decide to value such shares or units in line with the prices so established.
- (7) If, since the day on which the latest net asset value was calculated, events have occurred which may have resulted in a material change of the net asset value of shares or units in other Investment Funds held by the Company, the value of such shares or units may be adjusted in order to reflect, in the reasonable opinion of the Directors, such change of value.
- (8) The value of any security which is dealt principally on a market made among professional dealers and institutional investors shall be determined by reference to the last available price.
- (9) If any of the aforesaid valuation principles do not reflect the valuation method commonly used in specific markets or if any such valuation principles do not seem accurate for the purpose of determining the value of the Company's assets, the Directors may fix different valuation principles in good faith and in accordance with generally accepted valuation principles and procedures.
- (10) Any assets or liabilities in currencies other than the reference currency of the Sub-Funds or of the relevant Classes of Shares will be converted using the relevant spot rate quoted by a bank or other responsible financial institution.

- (11) In circumstances where the interests of the Company or its Shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets, as further described below under 2.6 "Market Timing and Frequent Trading Policy".

In order to ensure an adequate protection to the shareholders in the event of a NAV calculation error leading to a material impact on the NAV, the Company will apply the principles and the requirements as prescribed in the CSSF Circular 24/856 on investor protection in case of NAV calculation errors, non-compliance with investment rules and other types of errors at UCI level, dated March 28th, 2024..

The 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 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 (such as the right to participate in general meetings of Shareholders) directly against the Company or to be indemnified in case of Net Asset Value per Share calculation errors and/or non-compliance with investment rules and/or other errors at the level of the Fund. Investors who subscribe for Shares in the Company through financial intermediaries should therefore note that their rights (as financial beneficiaries rather than Shareholders) may be affected if compensation is paid out at the level of the Company in case of errors/non-compliance. Investors are advised to seek advice in relation to their rights which may be negatively impacted.

2) Temporary Suspension of the Calculation

In each Sub-Fund, the calculation of the NAV and the issue and redemption of Shares may be temporarily suspended:

- (a) during any period when any one of the stock exchanges or other principal markets on which a substantial portion of the assets of the Company attributable to such Sub-Fund, from time to time, is quoted or dealt in is closed (otherwise than for ordinary holidays) or during which dealings therein are restricted or suspended provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Sub-Fund quoted thereon; or
- (b) during any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, or the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors, disposal or valuation of the assets held by the Company attributable to such Sub-Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders, or if in the opinion of the Board of Directors the issue and, if applicable, redemption prices cannot fairly be calculated; or
- (c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the Company attributable to such Sub-Fund or the current prices or values on any stock exchanges or other markets in respect of the assets attributable to such Sub-Fund; or
- (d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Sub-Fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares of the Company cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange; or
- (e) when for any other reason, the prices of any investments owned by the Company attributable to such Sub-Fund cannot be promptly or accurately ascertained.

(f) in the event of the suspension of the calculation of the value of an important part of the underlying assets of a Sub-Fund.

(g) during any period when in the opinion of the Board of Directors of the Fund there exist unusual circumstances where it would be impracticable or unfair towards the Shareholders to continue dealing with shares of any Sub-Fund of the Fund; or

(h) as soon as the Board of Directors decide to liquidate a Sub-Fund or to merge it or if the Fund is being or may be wound-up or merged, on or following the date on which notice is given to the Shareholders at which a resolution to wind-up or to merge the Fund is to be proposed.

The issue, redemption and conversion of shares in the Sub-Fund(s) concerned will also be suspended during any such period where the Net Asset Value is not determined.

Any such suspension shall be notified to investors requesting issue or redemption of shares by the Fund at the time of the filing of the relevant application.

The suspension of the Net Asset Value calculation per Share of a Sub-Fund or of a Class of Shares shall have no effect on the calculation of the Net Asset Value, the issue, sale, redemption and conversion of shares of any other Sub-Fund or of any other Class of Shares for which the Net Asset Value calculation is not suspended.

Under exceptional circumstances, the Board of Directors may reserve the right to conduct the necessary sales of transferable securities before setting the share price at which Shareholders can apply to have their shares redeemed or converted. In this case, subscriptions, redemptions and conversion applications in process shall be dealt with on the basis of the Net Asset Value thus calculated after the necessary sales, which shall have been effected without delay.

The suspension of the calculation of the Net Asset Value of the Shares of the Company will be published by all the appropriate means if the duration of the suspension is to exceed a certain period.

Suspended subscription, redemption and conversion applications may be withdrawn by written notice provided that the Company receives such notice before the suspension ends.

Suspended subscriptions, redemptions and conversions shall be executed on the first Valuation Day following the resumption of Net Asset Value calculation by the Company, unless otherwise provided for by the Prospectus.

17. RIGHTS ON A WINDING UP

17.1 Dissolution and liquidation of the Company

The Company has been established for an unlimited period. However, the Company may be dissolved at any time by a resolution adopted by the general meeting of Shareholders, at which meeting one or several liquidators will be named and their powers defined.

The compulsory dissolution of the Fund may be ordered by Luxembourg competent courts in circumstances provided by the 2007 Law and the 1915 Law.

Liquidation will be carried out in accordance with the provisions of Luxembourg law. The net proceeds of liquidation corresponding to each Fund shall be distributed by the liquidators to the Shareholders of the relevant Fund in proportion to the value of their holding of Shares.

17.2 Termination and liquidation of Sub-Funds or Classes of Shares

At any time, the Board of Directors may decide the termination of any Sub-Fund or Class of Shares.

If and when the net assets of all Classes in a Sub-Fund are less than an amount as being sufficient from the Board of Directors perspective in order to manage in an efficient manner the assets of the Sub-Fund, or if any economic or political situation would constitute a compelling reason thereof, or if required in the interest of the Shareholders of the relevant Sub-Fund, the Board of Directors may decide to redeem all the Shares of that Sub-Fund. In any such event, Shareholders will be notified by redemption notice in accordance with Luxembourg law and will be paid the Net Asset Value of the Shares of the relevant Class held as at the redemption date, calculated on the Valuation Day at which such decision shall take effect. The notice will explain the reasons for and the process of the termination and liquidation.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraph, the general meeting of the Shareholders of any Sub-Fund or Share Class, as applicable, may, upon proposal from the Board of Directors, resolve to redeem all the Shares of the Sub-Fund or Share Class and have the Fund redeem compulsorily all the Shares of the relevant Sub-Fund or Share Class and refund to the Shareholders at the Net Asset Value per Share calculated on the Valuation Day at which such decision shall take effect. The convening notice will explain the reasons for and the process of the proposed termination and liquidation.

All Shares redeemed will generally be cancelled. Redemption proceeds which have not been claimed by investors upon the redemption will be deposited with the Depositary for a period of six months thereafter; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

The termination and liquidation of a Sub-Fund or Share Class will have no influence on the existence of any other Sub-Fund or Share Class. The decision to terminate and liquidate the last Sub-Fund existing in the Fund will result in the dissolution and liquidation of the Fund in accordance with the provisions of the Articles.

17.3 Merger of Sub-Funds or Classes of Shares

If and when the net assets of all Classes in a Sub-Fund are less than an amount as being sufficient from the Board of Directors perspective in order to manage in an efficient manner the assets of the Sub-Fund, or if any economic or political situation would constitute a compelling reason thereof, or if required in the interest of the Shareholders of the relevant Sub-Fund, the Board of Directors may decide to merge any Sub-Fund with one or more other Sub-Funds or merge any Sub-Fund into other collective investment undertakings governed by Luxembourg law or reorganise the Shares of a Sub-Fund into two or more classes or combine two or more Classes of Shares into a single Class provided that, in each case, it is in the interests of Shareholders of the relevant Sub-Funds.

Prior notice will be given to Shareholders of the Sub-Fund being merged, indicating the reasons for and the procedures of the merger.

Publication of the decision will be made as described above including details of the merger and will be made at least one (1) calendar month prior to the merger taking effect during which time Shareholders of the Sub-Fund or Classes of Shares to be merged may request redemption of their Shares free of charge.

17.4 Division of Sub-Funds

If and when the net assets of all Classes in a Sub-Fund are less than an amount as being sufficient from the Board of Directors perspective in order to manage in an efficient manner the assets of the Sub-Fund, or if any economic or political situation would constitute a compelling reason thereof, or if required in the interest of the Shareholders of the relevant Sub-Fund, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two or more separate Sub-Funds. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the two or more separate Sub-Funds resulting from the reorganisation. Such publication will be made at least one (1) month before the date on which the reorganisation becomes effective in order to enable Shareholders to request redemption or conversion of their Shares, free of charge, before the reorganisation becomes effective.

Any liquidation proceeds remaining unclaimed will be deposited in escrow at the "*Caisse de Consignation*". Amounts not claimed from escrow within the period fixed by law may be liable to be forfeited in accordance with the provisions of Luxembourg law.

18. MARKET TIMING AND LATE TRADING POLICY

The Company does not knowingly allow investments which are associated with market timing or late trading practices, as such practices may adversely affect the interests of all Shareholders. The Company may reject or cancel any subscription or conversion application in order to comply with the CSSF Circular 04/146.

For the purposes of this section, market timing is held to mean subscriptions into, conversions between or redemptions from the various Classes of Shares (whether such acts are performed singly or severally at any time by one or several persons) that seek or could reasonably be considered to appear to seek profits through arbitrage or market timing opportunities. Late trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (cut-off-time) on the relevant day and the execution of such order at the price based on the net asset value (NAV) applicable to such same day.

19. DISTRIBUTION POLICY

Upon the proposal made by the Board of Directors, the annual general meeting of the Shareholders of the Company shall determine, the amount of potential cash distributions to Shareholders.

In principle, the Company does intend to distribute neither its investment income nor the net capital gains realised. The Board of Directors shall therefore recommend the reinvestment of the results of the Company and as a consequence no dividend shall be paid to Shareholders.

The Board of Directors nevertheless reserves the right to propose the payment of a dividend and interim dividend at any time.

Dividend payments are restricted by law in that they may not reduce the net assets of the Company below the required minimum capital imposed by Luxembourg law.

Declared dividends not claimed within five (5) years of the due date will lapse and revert to the Company. No interest shall be paid on a dividend declared and held by the Company at the disposal of its beneficiary.

20. CHARGES AND EXPENSES

The Company will pay out of the assets of the relevant Sub-Fund all expenses payable by the Company which shall include but not be limited to the fees payable to the AIFM including performance fees, if any, fees and expenses payable to the Depositary and Paying Agent and its correspondents, Register and Transfer Agent and Administrative, Corporate and Domiciliary Agent as well as any other agent employed by the Company, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, fees and expenses for legal, accounting and auditing services, reporting and publishing expenses, including the costs of preparing, printing, advertising and distributing Prospectus, explanatory memoranda, reasonable fees and expenses for marketing and distribution, periodic reports or registration statements and the costs of any reports to the Shareholders of the Company, expenses incurred in determining the Sub-Fund's NAV, the cost of convening and holding Shareholders' meetings, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of publishing the issue and redemption prices, if applicable, interest, bank charges, currency conversion costs and brokerage, postage and telephone. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure rateably for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

These expenses will be amortised on a straight line basis over five (5) years from the date on which the Company commenced business. In their absolute discretion, the Directors may shorten the period over which such costs and expenses are amortised.

a) Formation and Launching Expenses of Additional Sub-Funds

The costs and expenses incurred in connection with the creation of a new Sub-Fund shall be written off over a period not exceeding five (5) years against the assets of such Sub-Fund only and in such amounts each year as determined by the Board of Directors on an equitable basis. The newly created Sub-Fund shall not bear a pro-rata of the costs and expenses incurred in connection with the formation of the Company and the initial issue of Shares, which have not already been written off at the time of the creation of the new Sub-Fund.

b) Fees of the AIFM

The AIFM shall be entitled to receive fees, payable at the end of each calendar quarter, of the average NAV of the relevant Sub-Fund. Moreover, the AIFM shall be entitled, as the case may be, to a performance fee payable under the terms and conditions set forth in each Sub-Fund Appendix.

c) Fees of the Depositary and Paying Agent

The Depositary and Paying Agent shall be entitled to receive out of the assets of each Sub-Fund fees calculated in accordance with customary banking practice in Luxembourg and payable quarterly in arrears. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for the charges of any correspondents.

d) Fees of the Corporate and Domiciliary Agent

The Corporate and Domiciliary Agent shall be entitled to receive out of the assets of each Sub-Fund a flat annual fee in compliance with Luxembourg business practice and payable, in advance, at the beginning of each year. In addition, the Corporate and Domiciliary Agent is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses.

e) Fees of the Administrative, Register and Transfer Agent

The Administrative, Register and Transfer Agent shall be entitled to receive out of the assets of each Sub-Fund a fee in compliance with Luxembourg business practice and payable quarterly in arrears.

In addition, the Administrative, Register and Transfer Agent is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses.

21. TAXATION

The following summary is based on the law and practice currently applicable in the Grand Duchy of Luxembourg and is subject to changes therein.

A. Taxation of the Company

The Company is not subject to any taxes in Luxembourg on income or capital gains. In addition, the only tax to which the Company in Luxembourg is subject, is the subscription tax ("taxe d'abonnement") at a rate of 0.01% per annum based on the net asset value of each Sub-Fund at the end of the relevant quarter, calculated and paid quarterly.

However, the following are exempt from the subscription tax:

- (a) the value of the assets represented by units held in other undertakings for collective investment, provided that such units have already been subject to the subscription tax provided for by Article 68 of the 2007 Law, Article 174 of the amended law of 17 December 2010 on undertakings for collective investment, or Article 46 of the amended law of 23 July 2016 on reserved alternative investment funds;
- (b) SIFs as well as individual compartments of SIFs with multiple compartments (i) that are authorised as short-term money market funds in accordance with Regulation (EU) 2017/1131 of the European

Parliament and of the Council of 14 June 2017 on money market funds, and (ii) that have obtained the highest possible rating from a recognised rating agency;

(c) SIFs whose securities or partnership interests are reserved for (i) institutions for occupational retirement provision or similar investment vehicles set up at the initiative of one or more employers for the benefit of their employees, and (ii) companies of one or more employers investing the funds they hold to provide retirement benefits to their employees. This exemption applies *mutatis mutandis* to individual compartments of a SIF with multiple compartments and individual classes created within a SIF or within a compartment of a SIF with multiple compartments;

(d) SIFs as well as individual compartments of SIFs with multiple compartments whose main objective is the investment in microfinance institutions;

(e) SIFs and individual compartments of SIFs with multiple compartments which are authorised as European long-term investment funds in accordance with Regulation (EU) 2015/760 of the European Parliament and of the Council of 29 April 2015 on European long-term investment funds.

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the countries of origin. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin.

B. Taxation of Shareholders

Shareholders are not normally subject to any capital gains, income, withholding, gift, estate, inheritance or other taxes in Luxembourg except for Shareholders domiciled, resident or having a permanent establishment or permanent representative in Luxembourg to which or to whom the Shares are attributable,, and except for certain former residents of Luxembourg and non-residents if owning more than ten percent (10%) of the share capital of the Company, disposing of it in whole or part within six (6) months of acquisition.

C. EU Tax Considerations

The OECD has developed a common reporting standard (the “CRS”) to achieve a comprehensive and multilateral automatic exchange of information (“AEOI”) on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the “Administration Cooperation Directive”) was adopted in order to implement the CRS among the Member States.

The Administration Cooperation Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account in the field of taxation, as amended or supplemented from time to time (the “CRS Law”). The CRS Law requires Luxembourg financial institutions to identify financial assets holders and establish if they are fiscally resident in an EU Member State other than Luxembourg or in a country with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the asset holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement (the "Multilateral Agreement") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

The Company reserves the right to refuse any application for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

The foregoing, which is a summary of the implications of the Administration Cooperation Directive and the CRS Law, is based on the current interpretation thereof and this section 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 possible tax and other consequences with respect to the implementation of CRS.

D. Other jurisdictions

Interest, dividend and other income realised by the Company on the sale of securities of non-Luxembourg issuers, may be subject to withholding and other taxes levied by the jurisdictions in which the income is sourced. It is impossible to predict the rate of foreign tax the Company will pay since the amount of the assets to be invested in various countries and the ability of the Company to reduce such taxes is not known.

The information set out above is a summary of those tax issues which could arise in Luxembourg and does not purport to be a comprehensive analysis of the tax issues which could affect a prospective Investor. It is expected that investors may be resident for tax purposes in many different countries. Consequently, no attempt is made in this Prospectus to summarise the tax consequences for each prospective investor of subscribing, converting, holding, redeeming or otherwise acquiring or disposing of Shares in the Company. These consequences will vary in accordance with the law and practice currently in force in an investor's country of citizenship, residence, domicile or incorporation and with his/her/its personal circumstances.

E. Future changes in applicable law

The foregoing description of Luxembourg tax consequences of an investment in and the operations of the Company is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Other legislation could be enacted that would subject the Company to income taxes or subject investors to increased income taxes.

THE TAX AND OTHER MATTERS DESCRIBED IN THIS PROSPECTUS DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS LEGAL OR TAX ADVICE TO PROSPECTIVE INVESTORS. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN COUNSEL REGARDING TAX LAWS AND REGULATIONS OF ANY OTHER JURISDICTION WHICH MAY BE APPLICABLE TO THEM.

22. MEETINGS AND REPORTS

Meetings

The Annual General Meeting of Shareholders of the Company shall be held in Luxembourg on the 3rd Monday of June of each year at 10.00 a.m. or, if such day is not a Business Day in Luxembourg, on the next Business Day. For all General Meetings of Shareholders notices shall be sent to registered

Shareholders by post at least eight (8) days prior to the meeting. If required, notices will be published in the *Recueil électronique des sociétés et associations* or “RESA”. Such notices will include the agenda and specify the place of the meeting. The legal requirements as to notice, quorum and voting at all General and Sub-Fund or Class Meetings are included in the Articles. Meetings of Shareholders of any given Sub-Fund or Class shall decide upon matters relating to that Sub-Fund or Class only.

The Company is not required to send the annual accounts, as well as the report of the approved statutory auditor and the management report, at the same time as the convening notice to the Annual General Meeting of Shareholders. Unless otherwise provided for in the convening notice to the Annual General Meeting of Shareholders, the annual accounts as well as the report of the approved statutory auditor (“*réviseur d’entreprises agréé*”) and the management report, will be available at the registered office of the Company.

The annual report shall be sent without any charges to Shareholders who will request it.

The convening notices to General Meetings of Shareholders may provide that the quorum and the majority at the General Meeting shall be determined according to the shares issued and outstanding at midnight (Luxembourg time) on the fifth (5th) day prior to the General Meeting of Shareholders (referred to as “Record Date”). The rights of a Shareholder to attend a General Meeting and to exercise a voting right attaching to his shares are determined in accordance with the shares held by this Shareholder at the Record Date.

Reports

The financial year of the Company ends on 31st December each year.

An audited annual report will also be prepared in accordance with Luxembourg GAAP and made available to the Shareholders in respect of each financial year.

General

Luxembourg law governs the Company.

Investors should note that all the regulatory protections provided by their local regulatory authority may not apply. Investors should consult their personal financial adviser for further information in this regard.

Investment in the Company may involve legal requirements, foreign exchange restrictions and tax considerations unique to each investor. The Company makes no representations with respect to whether any Shareholder is permitted to hold such Shares. Prospective investors should consult their own legal and tax advisers regarding such considerations prior to making an investment decision.

23. DOCUMENTS AVAILABLE

According to the article 23 of the AIFM Directive and the Greek AIFM Rules, and in accordance with this Issuing Document, shareholders may obtain the following information or copies of the following documents for inspection during usual business hours on any Business Day in Luxembourg at the registered office of the Company or upon request to the AIFM free of charge:

- (a) this Prospectus (in English language);
- (b) the Articles of Incorporation;
- (c) the last annual report (if available);
- (d) the alternative investment fund management agreement;
- (e) the AIFMD Depositary and Paying Agent Agreement;
- (f) the last NAV per Share;
- (g) the past performance of the Sub-Funds;
- (h) the description of the procedure put in place by the AIFM to ensure a fair/equal treatment of the Shareholders;
- (i) the description of any preferential treatment of Shareholders including information on the type of Shareholders entitled to benefit from preferential treatments or the right to benefit from preferential treatments, and where relevant, their legal or economic links with the Company or the AIFM;
- (j) the description of the modalities and frequencies of the communications to Shareholders of information required by applicable laws and/or regulations;
- (k) the description of the liquidity management; or
- (l) any other document or information required by the Law of 2013.

The AIFM shall communicate periodically the following information to the Shareholders, by e-mail and/or by post, in relation with the Sub-Fund in which they are invested:

- (m) the percentage of assets of the Company which are subject to special arrangements arising from their illiquid nature;
- (n) any new arrangement for managing the liquidity of the Company; and
- (o) the current risk profile of the Sub-Funds and the risk management systems employed by the AIFM to manage these risks.

In addition, the AIFM shall also disclose on a regular basis and, as the case may be, any change to the maximum level of leverage which the AIFM may employ on behalf of the Company as well as any right of the reuse of collateral or any guarantee granted under the leveraging arrangements and the total amount of leverage employed by the Company.

24. COMPLAINTS HANDLING

In accordance with the regulation applicable in Luxembourg, the Company has implemented and maintains effective and transparent procedures for the reasonable and prompt handling of complaints received from

shareholders. The information regarding those procedures shall be made available to shareholders free of charge upon request.

Shareholders have the right to complain free of charge and have the possibility to lodge their complaints at the registered office of the Company (534, Rue de Neudorf, L-2220 Luxembourg).

APPENDIX 1 – DIAS II – Global Opportunities Sub-Fund

INVESTMENT OBJECTIVE, STRATEGY AND RESTRICTIONS

1 - INVESTMENT OBJECTIVE AND STRATEGY

This Sub-Fund will seek long-term capital growth through exposure to diversified asset classes globally. These asset classes may include equities, equity related securities, debt securities, private credit, exposure in property, investment certificates on real assets such as art and others, private equity, cash, cash equivalents and money-market instruments.

In addition, the Sub-Fund may invest, (i) in covered bonds, hybrid capital instruments (such as, but not limited to convertible bonds, preferred stocks, structured notes linked to an equity index and equity default swaps) and asset-backed securities issued by banks and/or governmental or supra-national entities, (ii) ETF irrespective of asset class or geographical exposure in accordance with any CSSF approach. Moreover, the Sub-Fund may invest in units/shares of AIFs or other funds that invest in non-listed assets, such as funds that invest in private equity, venture capital, growth capital, mezzanine capital and multi-strategy private equity funds irrespective of their geographical exposure and other funds that invest in real assets.

The Sub-Fund will be a long-only fund.

The Sub-Fund is diversified across a range of industries and sectors.

The Sub-Fund may also hold liquid assets on an ancillary basis.

The Sub-Fund may use the techniques and instruments to achieve its investment objective and for the purpose of efficient portfolio management and for the purpose of providing protection against market and exchange risks such as but not limited to options on transferable securities; futures, options and swap contracts relating to financial instruments; forward purchase settlement transactions.

In accordance with article 6(a) of the Prospectus, the leverage of the Sub-Fund will not exceed 100% of the Fund's net asset value according to the gross and the commitment methods.

Under certain exceptional market conditions, the Company may invest temporarily up to 100% of its net assets in cash and cash equivalents, including money market instruments, if the Company/AIFM believes that it would be in the best interest of Shareholders and provided that diversification considerations are taken into account.

Sustainability related disclosures

The AIFM integrates sustainability risks into its investment decisions by means of ESG integration, as described in section 5 "Responsible Investment Policy" of the Prospectus. However, the AIFM for the Sub-Fund's underlying assets does not take into account the EU criteria for environmentally sustainable economic activities in the meaning of the Taxonomy Regulation.

Moreover, the Sub-Fund does not have a sustainable investment objective pursuant to SFDR.

2 - REFERENCE CURRENCY

The reference currency of the Sub-Fund is EUR. Any additional classes denominated in other currencies will be systematically hedged into the reference currency of the Sub-Fund.

3 – VALUATION DAY

The Valuation Day is the last Business Day of each month, provided that in any case where such Valuation Day would fall on a day observed as a bank holiday in Luxembourg, such Valuation Day shall then be the previous Business Day proceeding such holiday.

The Calculation Day is the first Business Day following the Valuation Day.

4 - SUBSCRIPTIONS

All applications for subscription shall be deemed to be received at the time they are received by the Register and Transfer Agent in Luxembourg.

Applications for subscription must indicate the name of the Sub-Fund, the monetary amount to be subscribed/or the number of Shares to be subscribed and the name under which the Shares are registered and any further information as may be required in the subscription application form.

Any subscription order must be received by the Register and Transfer Agent of the Company one (1) Business Day before the relevant Valuation Day before **12.00 noon** Luxembourg time (the “Subscription Deadline”). Applications for subscriptions received thereafter will be dealt with on the next following Valuation Day. The Directors may in their discretion waive this requirement.

The full subscription price, including any applicable subscription charge, must be received in immediately available funds by the Depositary or its agent no later than five (5) Business Days after the determination of the NAV.

Minimum Initial Subscription and Holding Amounts

The minimum initial subscription amount for Shares in the Sub-Fund is of EUR 100,000 while for further subscriptions subsequent to the initial one, there is no minimum subscription amount.

The subsequent minimum subscription is of 1 Share.

Subscription Charge

In addition to the Issue Price, the intermediary involved in the subscription procedure may charge the subscriber, for the benefit of such intermediary, a subscription fee which may not exceed three percent (3%) of the Issue Price.

5 - REDEMPTIONS

The Shares are redeemable on the last Business Day of each month at the request of Shareholders at a price based on the Net Asset Value per Share on the Valuation Day.

Any redemption order must be received by the Register and Transfer Agent of the Company one (1) Business Day before the relevant Valuation Day before **12.00 noon** Luxembourg time (the “Redemption Deadline”).

Applications for redemption received after such deadline will be dealt with on the next following Valuation Day.

Payment of Redemption Proceeds

Redemption proceeds are generally settled in cash as soon as reasonably practicable, and in any case within five (5) Business Days after the relevant Valuation Day.

The Company may delay such payment if such delay is reasonably necessary to prevent such redemption from having a material adverse impact on the Company.

Subject to the discretion of the Board of Directors, redemptions may wholly or partially be paid in kind with assets of the Company within thirty (30) calendar days after the relevant Valuation Day.

Redemption Charge

In case of redemption procedure, no redemption charge shall be levied.

6 – THE AIFM, MANAGEMENT FEE AND PERFORMANCE FEE

The AIFM shall be in charge of the investment management of the Sub-Fund pursuant to an alternative investment fund management agreement concluded between the AIFM and the Company.

The AIFM is entitled to receive an alternative investment fund management fee of maximum 1.5% of the quarterly average of the Net Asset Value of the Sub-Fund and payable quarterly in arrears.

The AIFM may receive a Performance Fee out of the Net Asset Value per Share of the Sub-Fund. The Performance Fee is accrued on each Valuation Day and calculated as follows: for each Crystallisation Period (as defined below), the Fee will be ten percent (10%) of the positive difference between the performance of the Net Asset Value per Share during the Crystallisation Period (after deduction of management fees and advisory fees if any) and the performance of the EUR003M Index plus 1% (the “Benchmark Rate”) over the Crystallisation Period excluding any impact due to the subscription, redemption or conversion applications received and dividend distributions (if any).

The time horizon over which the performance is measured and compared with that of the reference indicator, at the end of which the mechanism for the compensation for past underperformance (or negative performance) can be reset is the “Performance Reference Period”. The length of the Performance Reference Period is the whole life of the Sub-Fund.

The “Crystallisation Period” means a period starting on 1st January and ending on 31st December of each year. The first Crystallisation Period will start at the launch date of the Sub-Fund / Class and will end on December 31, 2013 and the reference Net Asset Value will be the one as at the launch date. In case of launch of a new Class in the course of the accounting year, the Performance Fee will be crystallised at the end of that accounting year.

The performance calculation will be performed on a High Water Mark basis. Furthermore, a Performance Fee once paid, will not be subject to reimbursement in the event of subsequent losses. A Performance Fee will only be paid in the case the Net Asset Value per Share of the Sub-Fund at the end of the Crystallisation Period exceeds:

- (i) the previous highest Net Asset Value per Share of the Sub-Fund in any preceding Crystallisation Period in respect of which the performance commission was the last calculated and paid (adjusted with subscriptions, redemptions or conversion applications received and dividend distributions, if any); and
- (ii) the Net Asset Value per Share which the Sub-Fund would have reached if the Net Asset Value per

Share as of the start of the Crystallisation Period had been invested during the Crystallisation Period at the Benchmark Rate (fixed at the start of the Crystallisation Period).
Any underperformance of the Sub-Fund must be recovered before any Performance Fee becomes payable with no limit as regard the applicable Performance Reference Period.

Please refer to the calculation examples in the table below:

	NAV per unit before performance fee*	High Water Mark	HWM exceeded	Benchmark Rate (EUR003M Index plus 1%)	NAV Perf.	Overperformance expressed in %	Performance fee rate	Performance fee per unit	NAV per unit after performance fee
Year 1	110.00	100.00	YES	3%	10%	7%	10%	0.70	109.30
Year 2	107.00	109.30	NO	-2%	-2%	0%	10%	-	107.00
Year 3	126.00	109.30	YES	8%	18%	10%	10%	0.98	125.02
Year 4	112.00	125.02	NO	1%	-10%	-11%	10%	-	112.00
Year 5	120.00	125.02	NO	5%	7%	2%	10%	-	120.00

*Launch NAV is 100

Terms of Payment:

The Performance Fee will be paid within ten (10) days following the Net Asset Value finalization at the end of the Crystallisation Period. If Shares are redeemed during the Crystallisation Period, the Performance commission accrued in respect of all Classes of Shares will be crystallised and the aggregate of all such crystallised amounts will be paid within ten (10) days following the Net Asset Value finalization at the end of the Crystallisation Period.

In case of termination of the alternative investment fund management agreement other than at a year end, Performance Fees shall be due through the effective termination and shall be pro-rated over the effective period of management.

In case of closure/merger of the Sub-Fund, Performance Fees, if any, should crystallise in due proportions on the date of the closure/merger. In case of merger of the Sub-Fund, the crystallisation of the Performance Fees of the merging sub-fund should be authorised subject to the best interest of investors of both the merging and the receiving sub-funds.

7 – ISIN CODE

ISIN Code : LU0871054077

APPENDIX 2 – DIAS II – Liquid Alternative Alpha Sub-Fund

INVESTMENT OBJECTIVE, STRATEGY AND RESTRICTIONS

1 - INVESTMENT OBJECTIVE AND STRATEGY

The Sub-Fund aims to generate attractive risk-adjusted returns by providing exposure to a diversified portfolio of hedge fund strategies while maintaining a strong focus on capital preservation and liquidity management. The investment strategy is designed to deliver an uncorrelated return profile through a combination of alternative investment exposure and high-quality fixed-income securities.

The Sub-Fund will achieve its alternative investment exposure via derivatives notionally tracking the performance of an actively managed portfolio of selected hedge fund strategies. These can include liquid alternative strategies developed and traded by hedge fund managers and implemented on managed accounts and 3rd party managed account platforms, including but not limited to Deutsche Bank's dbSelect platform. The active management of the portfolio of hedge fund strategies is performed by the Investment Manager of the Sub-Fund. This exposure will be facilitated via an unfunded Total Return Swap (TRS) arrangement, ensuring efficient capital deployment and operational flexibility.

In addition to the aforementioned allocation to hedge fund strategies, the Sub-Fund may also gain exposure to various Systematic Quantitative Investment Strategies (QIS), through unfunded TRS agreements on indices created by 3rd party banks, including Deutsche Bank. The allocation to these QIS indices will be actively managed by the Investment Manager of the Sub-Fund, providing an additional layer of diversification and return potential.

Under normal circumstances, it is generally expected that the Sub-Fund's total notional exposure to TRS agreements will be approximately equal to 100% of its Net Asset Value. In exceptional circumstances such percentage may be increased up to a maximum of 120 % of the Sub-Fund's Net Asset Value.

To maintain liquidity and mitigate credit risk, the Sub-Fund's assets will be invested in a portfolio of investment-grade fixed-income instruments with maturities of less than five years as well as in cash and other money-market instruments. A minimum of 50% of the fixed-income allocation will be directed toward US Treasury securities, ensuring a high level of credit quality and stability.

By combining alternative investment exposure—through both hedge fund strategies and Systematic Quantitative Investment Strategies—with a conservative fixed-income strategy, the Sub-Fund seeks to offer Well-Informed investors an efficient and well-diversified solution that balances return potential with risk control and liquidity management.

Sustainability related disclosures

The AIFM integrates sustainability risks into its investment decisions by means of ESG integration, as described in section 5 "Responsible Investment Policy" of the Prospectus. However, the AIFM for the Sub-Fund's underlying assets does not take into account the EU criteria for environmentally sustainable economic activities in the meaning of the Taxonomy Regulation.

Moreover, the Sub-Fund does not have a sustainable investment objective pursuant to SFDR.

2 - REFERENCE CURRENCY

The reference currency of the Sub-Fund is USD. Any additional classes denominated in other currencies will be systematically hedged into the reference currency of the Sub-Fund.

3 – BUSINESS DAY

Business Day is (i) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in London and New York City and on which TARGET2 (the Trans European Automated Real-time Gross settlement Express Transfer System) is open for the settlement of payments in EUR;

(ii) a day on which is a Business Day In Luxembourg;

and (iii) a day the Board of Directors determines that individual TRS can be technically unwound.

4 – VALUATION DAY

The Valuation Day is each day which is a Business Day.

The Calculation Day is the first Business Day following the Valuation Day.

5 - SUBSCRIPTIONS

All applications for subscription shall be deemed to be received at the time they are received by the Register and Transfer Agent in Luxembourg.

Applications for subscription must indicate the name of the Sub-Fund, the monetary amount to be subscribed/or the number of Shares to be subscribed and the name under which the Shares are registered and any further information as may be required in the subscription application form.

Any subscription order must be received by the Register and Transfer Agent of the Company one (1) Business Day before the relevant Valuation Day before **12.00 noon** Luxembourg time (the “Subscription Deadline”). Applications for subscriptions received thereafter will be dealt with on the next following Valuation Day. The Directors may in their discretion waive this requirement.

The full subscription price, including any applicable subscription charge, must be received in immediately available funds by the Depositary or its agent no later than one (1) Business Day after the determination of the NAV.

Minimum Initial Subscription and Holding Amounts

The minimum initial subscription amount for Shares in the Sub-Fund is the equivalent in USD of EUR 100,000 while for further subscriptions subsequent to the initial one, there is no minimum subscription amount.

The subsequent minimum subscription is of 1 Share.

Subscription Charge

In addition to the Issue Price, the intermediary involved in the subscription procedure may charge the subscriber, for the benefit of such intermediary, a subscription fee which may not exceed one percent (1%) of the Issue Price.

6 - REDEMPTIONS

The Shares are redeemable on the last Business Day of each month at the request of Shareholders at a price based on the Net Asset Value per Share on the Valuation Day.

Any redemption order must be received by the Register and Transfer Agent of the Company one (1) Business Day before the relevant Valuation Day before **12.00 noon** Luxembourg time (the “Redemption Deadline”).

Applications for redemption received after such deadline will be dealt with on the next following Valuation Day.

Payment of Redemption Proceeds

Redemption proceeds are generally settled in cash as soon as reasonably practicable, and in any case within five (5) Business Days after the relevant Valuation Day.

The Company may delay such payment if such delay is reasonably necessary to prevent such redemption from having a material adverse impact on the Company.

Subject to the discretion of the Board of Directors, redemptions may wholly or partially be paid in kind with assets of the Company within thirty (30) calendar days after the relevant Valuation Day.

Redemption Charge

In case of redemption procedure, no redemption charge shall be levied.

7 – THE AIFM, MANAGEMENT FEE AND PERFORMANCE FEE

The AIFM shall be in charge of the investment management of the Sub-Fund pursuant to an alternative investment fund management agreement concluded between the AIFM and the Company.

The AIFM is entitled to receive an alternative investment fund management fee of maximum 1.25 % p.a. calculated on the quarterly average of the Net Asset Value of the Sub-Fund and payable quarterly in arrears.

No performance fee will be charged to this Sub-Fund.

8 – ISIN CODE

ISIN Code : LU2116708863