ATLAS RESPONSIBLE INVESTORS SICAV

Société d'Investissement à Capital Variable Luxembourg

Sub-Fund "Atlas Responsible L/S Opportunities Fund"

PROSPECTUS

JANUARY 2023

INTRODUCTION

ATLAS RESPONSIBLE INVESTORS SICAV (the "Fund" or the "SICAV") is an open-ended investment company organized under the laws of the Grand Duchy of Luxembourg as a *Société d'Investissement à Capital Variable.*

The Fund is offering shares (the "Shares") of one or several separate sub-funds (individuallya "Sub-Fund", collectively the "Sub-Funds") on the basis of the information contained in this prospectus (the "Prospectus") and in the documents referred to herein. No person is authorised to give any information nor to make any representations concerning the Fund other than as contained in the Prospectus and in the documents referred to herein, and any purchase made by any person on the basis of statements or representations not contained in or inconsistent with the information and representations contained in the Prospectus shallbe solely at the risk of the purchaser. Neither the delivery of the Prospectus nor the offer, sale or issue of Shares shall under any circumstances constitute a representation that the information given in the Prospectus is correct as at any time subsequent to the date hereof. An Addendum or updated Prospectus shall be provided, if necessary, to reflect material changes to the information contained herein. Subscribers are therefore advised to contact the Fund in order to establish whether any subsequent Prospectus has been published.

The Fund draws the investors' attention to the fact that any investor will only be able to fullyexercise his shareholder rights directly against the Fund (notably the right to participate in general shareholders' meetings), if the investor is registered himself and in his own name in the shareholders' register. In cases where an investor invests in the Fund through an intermediary investing into the Fund in his own name but on behalf of the investor, it may not always be possible for the shareholder to exercise certain shareholder rights directly against the Fund. Investors are advised to take advice on their rights before subscription.

The distribution of the Prospectus is not authorised unless it is accompanied by the most recent annual and semi-annual reports of the Fund, if any. Such report or reports aredeemed to be an integral part of the Prospectus.

The Shares to be issued hereunder may be of several different classes which relate to several separate Sub-Funds of the Fund. For each Sub-Fund, the board of directors of the Fund (the "Board of Directors") may decide at any time to issue different classes of Shares (individually a "Class", collectively the "Classes") whose assets will be invested jointly according to the Sub-Fund's specific investment policy, but with specific features applicable to each class of Shares. Shares of the different Sub-Funds may be issued, redeemed and converted at prices computed on the basis of the net asset value (the "Net Asset Value") per Share of the relevant Class or Sub-Fund, as defined in the Articles of Incorporation of the Fund (the "Articles").

In accordance with the Articles, the Board of Directors may issue Shares in each Sub-Fund. A separate portfolio 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 Fund is an "umbrella fund" enabling investors to choose between one or more investment objectives by investing in one or more Sub-Funds. Investors may choose which Sub-Fund best suits their specific risk and return expectations as well as their diversification needs.

The Board of Directors may, at any time, create additional Sub-Funds, whose investment objectives may differ from those of the Sub-Funds then existing. Upon creation of new Sub-Funds, the Prospectus will be updated accordingly. The same applies in case of creation of classes of Shares.

The distribution of the Prospectus and the offering of the Securities may be restricted in certain jurisdictions. The Prospectus does not constitute an offer or solicitation in a jurisdiction where to do so is unlawful or where the person making the offer or solicitation is not qualified to do so or where a person receiving the offer or solicitation may not lawfully do so. It is the responsibility of any person in possession of the Prospectus and of any person wishing to apply for Securities to inform himself or herself of and to observe all applicable laws and regulations of relevant jurisdictions.

The Board of Directors has taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts the omission of which would make misleading any statement herein, whether of fact or opinion. The Board of Directors accepts responsibility accordingly.

Luxembourg - The Fund is registered pursuant to Part I of the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, as may be amended from time to time (the "Law of 2010"). However, such registration does not require any Luxembourg 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 unauthorised and unlawful.

European Union ("EU") - The Fund is an Undertaking for Collective Investment in Transferable Securities ("UCITS") for the purposes of Directive 2009/65/EC of the European Parliament and of the Council ("UCITS Directive") and the Board of Directors of the Fund proposes to market the Shares in accordance with the UCITS Directive in certain Member States of the EU. Prior to any subscription in a country in which the Fund is registered, prospective investors should check the Sub-Funds and Classes that are authorised to be marketed; they should also check the existence of any legal and foreign exchange constraints on the subscription, purchase, holding or sale of shares of the Fund. Investors are specifically advised to check the costs and other charges that may be invoiced by any paying agent situated in a jurisdiction in which the shares are offered and who carries out any subscription or redemption transaction.

United States of America ("USA") - The Shares have not been and will not be registered pursuant to the US Securities Act of 1933 (hereafter referred to as "the Act of 1933"), or pursuant to any law applicable in a US state, and the Shares may not, either directly or indirectly, be transferred, offered or sold in the United States of America (including its territories and possessions), to any US national (hereafter referred to as a "US Person"), as defined in "Regulation S" in the Act of 1933, as adopted by the U.S. Securities and Exchange Commission (SEC).

The Fund is not and will not be registered pursuant to the US Investment Company Act of 1940, its amendments, or any other law governing marketable securities. Any resale or transfer of Units / Shares in the United States of America or to a US Person may be construed as a breach of US law.

The offering of Shares has not been authorised by the SEC, a similar body within any US state, or any other US regulatory body, nor have said authorities given an opinion on or endorsed the merits of this offering, or the accuracy or appropriateness of the documents related to it. Any claim to the contrary is unlawful.

Person(s) wishing to buy or subscribe for Shares must first provide written certification that they are not a US Person.

The board of directors of the Fund has the powers to enforce restrictions:

(i) concerning the holding of Shares by a US Person and thus to order the compulsory redemption of said Shares; or
(ii) concerning the transfer of Shares to a US Person.

This power also extends to any person (a) who is considered to be in breach, directly or indirectly, of the laws and regulations of any country or governmental authority, or (b) who may, in the opinion of the board of directors of the Fund, have caused damages to the Fund that it would not otherwise have endured or suffered.

All Shareholders must immediately inform the Fund in the event that they become a US Person. Any Shareholder who has become a US Person shall no longer be authorised to buy new Shares , and they may be asked at any time to give up their Shares to a non-US Person.

The board of directors of the Fund reserves the right to impose the redemption of any Shares held, directly or indirectly, by a US Person or by any person where such holding is in breach of the law or the interests of the Fund.

Data protection

The Fund and Degroof Petercam Asset Services S.A. acting as Management Company (the "Controllers") jointly process information relating to several categories of identified or identifiable natural persons (including, in particular but not limited to, prospective or existing investors, their beneficial owners and other natural persons related to prospective or existing investors) who are hereby referred to as the "Data Subjects". This information has been, is and/or will be provided to, obtained by, or collected by or on behalf of, the Controllers directly from the Data Subjects or from other sources (including prospective or existing investors, intermediaries such as distributors, wealth managers and financial advisers, as well as public sources) and is hereby referred to as the "Data".

Any question, enquiry or solicitation regarding the Privacy Notice and the processing of Data by the Controllers in general may be addressed to dataprivacy_dpas@degroofpetercam.lu or to Degroof Petercam Asset Services S.A., 12, rue Eugène Ruppert, L – 2453 Luxembourg, Grand Duchy of Luxembourg for the attention of Data Privacy Officer.

Furthermore, Data Subjects are informed:

- that Data will be disclosed to several categories of recipients; that certain of these recipients (the "Processors") are processing the Data on behalf of the Controllers; thathe Processors include most of the service providers of the Controllers; and that the Processors will act as processors on behalf of the Controllers and may also process Data as controllers for their own purposes;

- that Data will be processed by the Controllers and the Processors for several purposes (the "Purposes") and that these Purposes include (i) the general holding, maintenance, management and administration of prospective and existing investment and interest in the Fund, (ii) enabling the Controllers and the Processors to perform their services for the Fund, and (iii) enabling the Controllers and the Processors to comply with legal, regulatory and/or tax (including FATCA/CRS) obligations;
- that Data may, and where appropriate will, be transferred outside of the EuropeanEconomic Area, including to countries whose legislation does not ensure an adequate level of protection as regards the processing of personal data;
- that any communication (including telephone conversations) (i) may be recorded by the Controllers and the Processors and (ii) will be retained for a period of 10 years from the date of the recording;
- that Data will not be retained for longer than necessary with regard to the Purposes, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods;
- that failure to provide certain Data may result in the inability to deal with, invest or maintain an investment or interest in, the Fund; and
- that Data Subjects have certain rights in relation to the Data relating to them, including the right to request access to such Data, or have such Data rectified or deleted, the right to ask for the processing of such Data to be restricted or to object thereto, the right to portability, the right to lodge a complaint with the relevant data protection supervisory authority, or the right to withdraw any consent after it was given.

By subscribing to the Shares, each investor consents to such processing of its personal data.

Shares of the various Sub-Funds must be subscribed solely on the basis of the information contained in the Key Investor Information Document ("KIID"). The KIID is a pre-contractualdocument that contains key information for investors. It includes appropriate information about the essential characteristics of each Class of Shares of a particular Sub-Fund.

If you are considering subscribing for Shares, you should first read the KIID carefully together with the Prospectus and its appendices, which include in particular information on the various Sub-Funds' investment policies, and you should also consult the Fund's last published annual and semi-annual reports, copies of which are available from local agents, if any, or from the entities marketing the Shares of the Fund and may be obtained upon request, free of charge, at the Fund's registered office.

DIRECTORY

Board of Directors:

Chairman	Mr Bertrand Gibeau, Independant Director
Directors	Mr Quentin Dumortier, Director, Atlas Responsible Investors SAS Mrs Maroussia Ermeneux, Director, Atlas Responsible Investors SAS
Registered Office:	12, rue Eugène Ruppert, L-2453 Luxembourg
Management Company:	Degroof Petercam Asset Services S.A. 12, rue Eugène Ruppert, L-2453 Luxembourg
Investment Manager:	Atlas Responsible Investors SAS 89 rue du Faubourg Saint Honoré 75008 Paris, France Chairman : Mr Quentin Dumortier General Managers: Mrs Maroussia Ermeneux Mrs Marie de Muizon
Depositary:	Banque Degroof Petercam Luxembourg S.A. 12, rue Eugène Ruppert, L-2453 Luxembourg
Domiciliary and Corporate Agent:	Degroof Petercam Asset Services S.A. 12, rue Eugène Ruppert, L-2453 Luxembourg
Main Distributor	Atlas Responsible Investors SAS 89 rue du Faubourg Saint Honoré 75008 Paris, France
Auditor:	PWC Luxembourg 2, Rue Gerhard Mercator L-2182 Luxembourg

CONTENTS

CONTENTS

GLOSSARY

Business Day	Any full day on which banks are open for business in Luxembourg City or in France.
EUR	The legal currency of the European Union Member States participating to the Economic Monetary Union.
Group of Companies	Companies belonging to the same body of undertakings, and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognized international accounting rules.
Member State	A member state of the European Union
Money Market Instruments	Instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time
OECD	The Organisation for Economic Co-operation and Development
Other Regulated Market	Market which is regulated, operates regularly and is recognized and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); (ii) on which the securities are dealt in at a certain fixed frequency; (iii) which is recognized by a state or by a public authority whichhas been delegated by that state or by another entity which is recognized by that state or by that public authority such as a professional association; and (iv) on which the securities dealt are accessible to the public.
Other State	Any State of Europe which is not a Member State, and any State of America, Africa, Asia and Oceania
Reference Currency	Currency denomination of the relevant Class or Sub-Fund
Regulated Market	A regulated market as defined in the Council Directive 2004/39/EC of 21 April 2004 on markets in financial instruments ("Directive 2004/39/EC"), namely a market which appears on the list of the regulated markets drawn up by each Member State, which functions regularly, is characterized by the fact that regulations issued or approved by the competent authorities define the conditions for the operation of the market, the conditions for access to the market and the conditions that must be satisfied by a financial instrument before it can effectively be dealt in on the market, requiring compliance with all the reporting and transparency requirements laid down by the Directive 2004/39/EC.
Regulatory Authority	The Commission de Surveillance du Secteur Financier or its successor in charge of the supervision of undertakings for collective investment in the Grand Duchy of Luxembourg.
Structured product	Transferable securities issued by first class financial institutions aiming at restructuring the investment characteristics of certain other investments (the "underlying assets"). As such, financial institutions issue structured products whose performance is linked to that of the underlying assets. The underlying assets must be in line with the investment policy and the investment objective of the relevant Sub-Fund. Furthermore, risks resultingout of the exposure to those underlying assets may not exceed the investment limits as detailed in this prospectus.
Transferable Securities	- Shares and other securities equivalent to shares; - bonds and other forms of securitised debt (debt securities); - any other negotiable securities which carry the right to acquire any such transferable securities by subscription or exchange, with the exclusion of techniques and instruments

U.S. person	Means the term "U.S. Person" as defined by: - Regulation S, as modified from time to time, of the US Securities Act of 1933, as amended or by any other regulation or law which shall come into force in the United States of America and shall replace, in the future, Regulation S or the US Securities Act of 1933, and/or - any other law, rule, regulation issued from time to time by any competent authority in the United States of America to do so may have an impact on the meaning of U.S. Person as defined above, for the avoidance of doubt this shall cover, but is not limited to, the Foreign Account Tax Compliance Act and the Hiring Incentives to Restore Employment Act, as the same may be amended, completed or replaced from time to time.
UCI	Undertaking for collective investment
Value at Risk (VaR)	Value at Risk (VaR) provided a measure of the potential loss that could arrive over a given time interval under normal market conditions, and at a given confidence level.

PART A: FUND INFORMATION

INVESTMENT OBJECTIVES, POLICIES, TECHNIQUES, AND INVESTMENT RESTRICTIONS

I. INVESTMENT OBJECTIVES AND POLICIES

The investment objective of the Fund is to manage the assets of each Sub-Fund for the benefit of their shareholders within the limits set forth under "Investment Restrictions". In order to achieve the investment objective, the assets of the Fund will be invested in transferable securities or other assets permitted by law.

Each Sub-fund may (a) use financial derivative instruments for investment and hedging purposes, and (b) exploit the techniques and instruments relating to transferable securities and money market instruments for the purpose of efficient portfolio management, under the conditions and within the limits laid down by law, regulation and administrative practice, as well as under sections II "Investment Restrictions" and III "Techniques and Instruments relating to transferable securities and money market instruments".

When used in the description of the Sub-Funds, the term "principally" must be understood as equivalent to at least half and the terms "mainly" as equivalent to at least two-thirds. These notions of "principally" and "mainly" may apply to the type of financial assets, the geographical or industrial sector, the amount of stock market capitalisation of companies, the quality of issuers or the investment currency. Use of these notions in the description of the investment policy of the Sub-Funds indicates a minimum threshold defined as an objective by the Board of Directors and not as a constraint. The Sub-Funds may therefore temporarily derogate from these minimum limits to take account of special market situations or when cash is held pending investment opportunities. Sub-Fund(s) may therefore temporarily depart from these minimum limits, for example (i) to take account of particular market situations, (ii) as a result of available cash pending investment opportunities, or (iii) in the event of capital movements (subscriptions or redemptions) followed by purchases or sales of securities temporarily impacting a Sub-Fund due to possible differences in accounting records. It is also specified that Sub-Fund(s) may temporarily derogate from the minimum limits and/or other investment restrictions applicable to them, including a total or partial liquidation of the underlying assets, in the event of (i) liquidation, (ii) merger with another Sub-Fund or another structure, and/or (iii) a change in the investment objectives and/or policy. This temporary derogation must be concomitant with the aforementioned events and may be applicable up to five working days before and/or after the date defined for the said events.

II. INVESTMENT RESTRICTIONS

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments of each Sub-Fund, the reference currency of each Sub-Fund and the course of conduct of the management and business affairs of the Fund.

Except to the extent that more restrictive rules are provided for in connection with a specific Sub-Fund in Part B of the Prospectus, the investment policy shall comply with the rules and restrictions laid down hereafter.

Where a UCITS comprises more than one Sub-Fund, each Sub-Fund shall be considered as a separate UCITS for the purpose of the present section.

For best understanding, the following concepts are defined hereafter:

A. Investments in the Sub-Funds shall comprise one or more of the following:

(1) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;

(2) Transferable Securities and Money Market Instruments dealt in on an Other Regulated Market in a Member State;

(3) Transferable Securities and Money Market Instruments admitted to official listing on a Regulated Market in an Other State or dealt in on an Other Regulated Market in an Other State;

(4) Recently issued Transferable Securities and Money Market Instruments, provided that:

- the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market or on an Other Regulated Market as described under (1)-(3) above;
- such admission is secured within one year of issue;

(5) Units of UCITS authorised according to Directive 2009/65/EC and/or other UCIs within the meaning of Article 1, paragraph (2) of Directive 2009/65/EC, whether situated in a Member State or in an Other State, provided that:

- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Regulatory Authority to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
- the level of protection for unitholders in the other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of Directive 2009/65/EC;
- the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
- no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their management regulations or instruments of incorporation, be invested in aggregate in units of other UCITS or other UCIs;

(6) Deposits with a credit institution which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the Regulatory Authority as equivalent to those laid down in Community law;

(7) Financial derivative instruments including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:

- the underlying consists of instruments covered by this Section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Regulatory Authority; and

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

(8) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- issued or guaranteed by a central, regional or local authority or by a central bankof a Member State, the European Central Bank, the EU or the European Investment Bank, an Other State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong; or
- issued by an undertaking any securities of which are dealt in on RegulatedMarkets or on other Regulated Markets referred to in (1), (2) or (3) above; or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Regulatory Authority to be at least as stringent as those laid down by Community law; or
- issued by other bodies belonging to the categories approved by the Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitization vehicles which benefit from a banking liquidity line.

B. Each Sub-Fund may however:

(1) Invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to above under A (1) through (4) and (8).

(2) Hold cash and cash equivalents on an ancillary basis; however, if justified by exceptional market conditions, each Sub-Fund may invest up to 100% of its net assets in cash and cash equivalents, term deposits, debt securities and money market instruments dealt in on a Regulated Market and whose maturity does not exceed 12 months, monetary UCITS and UCIs. In general terms, each Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under this PartA, Paragraph II. There is no restriction so as to the currency of these securities. Term deposits and liquid assets may not exceed 49% of the Sub-Fund’s net assets; term deposits and liquid assets held by any counterparty including the Depositary may not exceed 20% of the Sub-Fund’s net assets.

(3) Borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed to constitute “borrowings” for the purpose of this restriction.

(4) Acquire foreign currency by means of a back-to-back loan.

C. In addition, the Fund shall comply in respect of the net assets of each Sub-Fund with the following investment restrictions per issuer:

(a) **Risk Diversification rules**

For the purpose of calculating the restrictions described in (1) to (5) and (8) hereunder, companies which are included in the same Group of Companies are regarded as a single issuer.

To the extent an issuer is a legal entity with multiple sub-funds where the assets of a sub- fund are exclusively reserved to the investors in such sub-fund and to those creditors whose claim has arisen in connection with the creation, operation and liquidation of that sub-fund, each sub-fund is to be considered as a separate issuer for the purpose of the application of the risk spreading rules described under items (1) to (5), (7) to (9) and (12) to (14) hereunder.

- ***Transferable Securities and Money Market Instruments***

(1) No Sub-Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:

(i) upon such purchase more than 10% of its net assets would consist of Transferable Securities or Money Market Instruments of one single issuer; or

(ii) the total value of all Transferable Securities and Money Market Instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

(2) A Sub-Fund may invest on a cumulative basis up to 20% of its net assets in Transferable Securities and Money Market Instruments issued within the same Group of Companies.

(3) The limit of 10% set forth above under (1)(i) may be increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).

(4) The limit of 10% set forth above under (1)(i) may be increased up to 25% in respect of qualifying debt securities issued by a credit institution which has its registered officein a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will beapplied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.

(5) The securities specified above under (3) and (4) are not to be included for purposes of computing the ceiling of 40% set forth above under (1) (ii).

(6) **Notwithstanding the ceilings set forth above, each Sub-Fund is authorized to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any other Member State of the Organization for Economic Cooperation and Development ("OECD"), by the Federative Republic of Brazil, by the Republic of Singapore, by the Special Administrative Region of Hong-Kong or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Sub-Fund.**

(7) Without prejudice to the limits set forth hereunder under (b), the limits set forth in (1) may be raised to a maximum of 20% for investments in shares and/or debt securities issued by the same body when the aim of the Sub-Fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognized by the Regulatory Authority, on the following basis:

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

The limit of 20% may be raised to 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

(8) A Sub-Fund may not invest more than 20% of its assets in deposits made with the same body.

- ***Financial Derivative Instruments***

(9) The risk exposure to a counterparty in an OTC derivative transaction may not exceed 10% of the Sub-Fund's net assets when the counterparty is a credit institution referredto in A (6) above or 5% of its net assets in other cases.

(10) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in (1) to (5), (8), (9), (13) and (14). When the Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to thelimits set forth in (1) to (5), (8), (9), (13) and (14).

(11) When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of (A) (7) (ii) and (D) (1) above as well as with the risk exposure and information requirements laid down in the Prospectus.

- ***Units of Open-Ended Funds***

(12) No Sub-Fund may invest more than 20% of its assets in the units of a single UCITS or other UCI.

Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net assets of the relevant Sub-Fund.

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

A Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs shall disclose in Part B of the Prospectus the maximum level of the management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or other UCIs in which it intends to invest. In its annual report the Fund shall indicate the maximum proportion of management fees charged both to the Sub- Fund itself and to the UCITS and/or other UCIs in which it invests.

- ***Combined limits***

(13) Notwithstanding the individual limits laid down in (1), (8) and (9) above, a Sub-Fund may not combine, where this would lead to investment of more than 20% of its net assets in a single issuer, any of the following:

- investments in Transferable Securities or Money Market Instruments issued bythat body,
- deposits made with that body, and/or
- exposures arising from OTC derivative transactions undertaken with that body.

(14) The limits set out in (1), (3), (4), (8), (9) and (13) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with (1), (3), (4), (8), (9) and (13) above may not exceed a total of 35% of the net assets of the Fund.

(b) **Limitations on Control**

(15) No Sub-Fund may acquire such amount of shares carrying voting rights which would enable the Fund to exercise a significant influence over the management of the issuer.

(16) The Fund may not acquire (i) more than 10% of the outstanding non-voting shares of any one issuer; (ii) more than 10% of the outstanding debt securities of any one issuer; (iii) more than 10% of the Money Market Instruments of any one issuer; or (iv) more than 25% of the outstanding shares or units of any one UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of debt securities or of the Money Market Instruments or the net amount of the instruments in issue cannot be calculated.

The ceilings set forth above under (15) and (16) do not apply in respect of:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- Transferable Securities and Money Market Instruments issued by a publicinternational body of which one or more Member State(s) are member(s);

(iii) - Shares in the capital of a company which is incorporated under or organized pursuant to the laws of an Other State provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investments policy the restrictions set forth under C, items (1) to (5), (8), (9) and (12) to (16); and

- Shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country wherethe subsidiary is located, in regard to the redemption of shares at the request of shareholders.

Finally, the Fund shall comply in respect of the assets of each Sub-Fund with the following investment restrictions:

(1) No Sub-Fund may acquire commodities or precious metals or certificates representative thereof.

(2) No Sub-Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.

(3) No Sub-Fund may use its assets to underwrite any securities.

(4) No Sub-Fund may issue warrants or other rights to subscribe for Shares in such Sub- Fund.

(5) A Sub-Fund may not grant loans or guarantees in favour of a third party, provided thatsuch restriction shall not prevent each Sub-Fund from investing in non-fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).

(6) The Fund may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under A, items (5), (7) and (8).

Notwithstanding anything to the contrary herein contained:

(a) The ceilings set forth above may be disregarded by each Sub-Fund when exercising subscription rights attaching to securities in such Sub-Fund's portfolio.

(b) If such ceilings are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its shareholders.

While ensuring observance of the principle of risk spreading, the Fund may derogate to the limits set forth above for a period of 6 months following the date of its authorisation.

The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Fund are offered or sold.

D. Financial Derivative Instruments

1) General

As specified in A (7) above, the Fund may in respect of each Sub-Fund invest in financial derivative instruments, including but not limited to financial futures contracts, options (on equities, interest rates, indices, bonds, currencies, commodity indices or other instruments), forward contracts (including foreign exchange contracts), swaps (including foreign exchange swaps, commodity index swaps, interest rate swaps, and swaps on baskets of equities), credit derivatives (including credit default derivatives, credit default swaps and credit spread derivatives), warrants and structured financial derivative instruments such as credit-linked and equity linked securities contracts for differences (CFDs) and any other derivative instruments traded over the counter. No geographical or other restriction applies to the selection of the assets underlying these financial derivative instruments, provided the underlying assets are instruments that are consistent with the relevant Sub-Fund's investment policy, such as transferable securities, interest rates, forward exchange rates, currencies and financial indices (in accordance with Article 50(1) g) of Directive 2009/65/EC and Article 9 of European Directive 2007/16/EC).

In this respect, a Sub-Fund may, for example, use CFDs to obtain synthetic short purchase or sale positions, in order to exploit with more efficiency the long term trends by including companies adversely impacted or to hedge out undesired factor exposures such as cyclicality, seasonality, interest rate risk and other specific factor risks.

CFDs are over-the-counter financial contracts that provide exposure to fluctuations (positive or negative depending on the direction of the transaction) in different asset classes without having to own or borrow the underlying financial instruments. These contracts provide that the seller will pay the buyer the difference between the actual value of the asset and the value of the asset at the time the contract is concluded. CFDs do not require that the relevant asset be bought or delivered, but simply allow the amount of the asset's change in price to be collected or paid. These transactions are an arbitrage technique that enables the Sub-Fund to reduce its exposure to market risk or to specific sector-based risk. The risk generated by one or more exposures to a fall in the price of securities should not be viewed in isolation but in consideration of the overall portfolio and the Sub-Fund's long positions in similar securities. Therefore, the risk associated with a sale of securities in this context is not absolute, but should be seen as a relative risk.

Each Sub-Fund may invest in financial derivative instruments for hedging purposes. Moreover, and unless stated otherwise in the relevant investment policy in "Part B: Specific Information", the use of financial derivative instruments may be an integral partof any Sub-Fund's investment policy.

Investment in financial derivative instruments will be done within the limits laid down in restriction C. (9) to (11) above. The use of financial derivative instruments may not cause theFund to stray from the investment objectives of each Sub-Fund as set out in "Part B: Specific Information".

2) Global Exposure

The global exposure relating to financial derivative instruments is calculated taking into account the current value of the underlying assets, counterparty risk, future market movements and the time available to liquidate the positions.

The global exposure relating to financial derivative instruments may be calculated through the VaR methodology or the commitment approach.

a) VaR Methodology

Certain Sub-Funds may apply a VaR approach to calculate their global exposure, and this will be specified for each applicable Sub-Fund in “Part B: Specific Information” of the Prospectus.

VaR is a means of measuring the potential loss to a Sub-Fund due to market risk and is expressed as the maximum potential loss at a 99% confidence level over a 1 month time horizon. The holding period relating to financial derivative instruments, for the purpose of calculating global exposure, is 1 month.

Sub-Funds using the VaR approach disclose their expected level of leverage in “Part B: Specific Information” of the Prospectus. In this context leverage is a measure of the aggregate derivative usage and is calculated as the sum of the notional exposure of the financial derivative instruments used, without the use of netting arrangements. As the calculation neither takes into account whether a particular financial derivative instrument increases or decreases investment risk, nor takes into account the varying sensitivities of the notional exposure of the financial derivative instruments to market movements, this may not be representative of the level of investment risk within a Sub-Fund.

VaR is calculated using an absolute or relative approach:

The absolute VaR approach calculates a Sub-Fund’s VaR as a percentage of the Net Asset Value of the Sub-Fund and is measured against an absolute limit of 20% as defined by the ESMA Guidelines 10-788. Absolute VaR is generally an appropriate approach in the absence of an identifiable reference portfolio or benchmark, for instance for funds using an absolute return target.

The relative VaR approach is used for Sub-Funds where a derivative free benchmark or reference portfolio is defined reflecting the investment strategy which the Sub-Fund is pursuing. The relative VaR of a Sub-Fund is expressed as a multiple of the VaR of a benchmark or reference portfolio and is limited to no more than twice the VaR on the comparable benchmark or reference portfolio. The reference portfolio for VAR purposes, as amended from time to time, may be different from the benchmark as stated in “Part B: Specific Information”, if any.

b) Commitment Approach

Unless otherwise specified in “Part B: Specific Information”, the Sub-Funds calculate their global exposure resulting from the use of financial derivative instruments on a commitment basis, thereby aggregating the market value of the equivalent position of underlying assets. Such Sub-Funds will make use of financial derivative instruments in a manner not to materially alter a Sub-Fund's risk profile over what would be the case if financial derivative instruments were not used.

The Fund shall ensure that the global exposure of each Sub-Fund relating to financial derivative instruments does not exceed the total net assets of that Sub-Fund.

The Sub-Fund's global exposure shall consequently not exceed 200% of its total net assets. Inaddition, this global exposure may not be increased by more than 10% by means of temporary borrowings (as referred to in section B. (3) above) so that the Sub-Fund's overall risk exposure may not exceed 210% of any Sub-Fund's total net assets under any circumstances.

E. Master-Feeder Structure

Each Sub-Fund may act as a feeder fund (the “**Feeder**”) of a separate UCITS or of a sub-fund of such UCITS (the “**Master**”), which shall neither itself be a feeder fund nor hold units/shares of a feeder fund. In such a case the Feeder shall invest at least 85% of its assets in shares/units of the Master.

The Feeder may not invest more than 15% of its assets in one or more of the following:

(a) ancillary liquid assets in accordance with Article 41 (2), second paragraph of the Law of 2010;
(b) financial derivative instruments, which may be used only for hedging purposes, in accordance with article 41 (1) g) and article 42 (2) and (3) of the Law of 2010;
(c) movable and immovable property which is essential for the direct pursuit of the Fund's business.

When a Sub-Fund qualifying as a Feeder invests in the shares/units of a Master, the Master may not charge subscription or redemption fees on account of the Sub-Fund's investment in the shares/units of the Master.

Should a Sub-Fund qualify as a Feeder, a description of all remuneration and reimbursement of costs payable by the Feeder by virtue of its investments in shares/units of the Master, as well as the aggregate charges of both the Feeder and the Master, shall be disclosed in the Specific Information relating to such Sub-Fund as described under Part B below. In its annual report, the Fund shall include a statement on the aggregate charges of both the Feeder and the Master.

Should a Sub-Fund qualify as a Master fund of another UCITS (the "**Feeder**"), the Feeder fund will not be charged any subscription fees, redemption fees or contingent deferred sales charges, conversion fees, from the Master.

F. Cross Sub-Funds' investments

A Sub-Fund of the Fund (the "Investor Sub-Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Fund (each a "Target Sub-Fund"), without being subject to the requirements of the Luxembourg law of 10 August 1915 on commercial companies, as amended (the "Law of 1915"), with respect to the subscriptions, acquisition and/or the holding by a company of its own shares, under the conditions however that:

- the Target Sub-Fund does not, in turn, invest in the Investor Sub-Fund invested in this Target Sub-Fund; and
- no more than 10% of the assets that the Target Sub-Funds whose acquisition is contemplated may be invested pursuant to their management regulations or their instruments of incorporation in units of other UCIs; and
- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Investor Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these securities are held by the Investor Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purpose of verifying the minimum threshold of the net assets imposed by the Law of 2010.

III. TECHNIQUES AND INSTRUMENTS RELATING TO TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS

AS OF THE DATE OF THIS PROSPECTUS, AND UNTIL DECIDED OTHERWISE BY THE BOARD OF DIRECTORS, IT HAS BEEN DECIDED, FOR ALL SUB-FUNDS, NOT TO USE TECHNIQUES AND INSTRUMENTS INVOLVING TRANSFERABLE SECURITIES AND MONEY MARKET INSTRUMENTS, SUCH AS SECURITIES LENDING AND BORROWING, SELL/BUY-BACK TRANSACTIONS AND REPURCHASE/REVERSE REPURCHASE TRANSACTIONS.

SUB-FUNDS OF THE SICAV WILL NOT USE ANY "SECURITIES FINANCING TRANSACTION" AND/OR WILL NOT INVEST IN "TOTAL RETURN SWAP CONTRACTS", AS THESE TERMS ARE DEFINED BY THE REGULATION (EU) 2015/2365 FROM THE EUROPEAN PARLIAMENT AND COUNCIL DATED 25 NOVEMBER 2015 RELATIVE TO THE TRANSPARENCY OF SECURITIES FINANCING TRANSACTIONS AND REUSE.

IV. RISK FACTORS

Investing in the Fund and its Sub-Funds involves risks, including in particular those associated to market fluctuations and the risks inherent in any investment in financial assets. Investments may also be affected by changes to the rules and regulations governing exchange controls or taxation, including withholding tax, or by changes to economic and monetary policies.

No guarantee can be given that the Fund's and Sub-Funds' objectives will be achieved andthat investors will recover the amount of their initial investment.

Past performance is not an indicator for future results or performance.

The conditions and limits laid down in sections II and III above are intended however to ensure a certain portfolio diversification so as to reduce such risks.

The Sub-Funds are exposed to various risks, depending on their respective investmentpolicies. The main risks to which Sub-Funds may be exposed are listed below.

Equity risk

The risks associated with investments in equity (and similar instruments) include significant fluctuations in prices, negative information about the issuer or market and the subordinationof a company's shares to its bonds. Moreover, these fluctuations are often amplified in the short term.

Interest rate risk

The value of an investment may be affected by interest rate fluctuations. Interest rates may be influenced by several elements or events, such as monetary policy, the discount rate, inflation, etc.

The investor's attention is drawn to the fact that an increase in interest rates results in a decrease in the value of investments in bonds and debt instruments.

Liquidity Risk

There is a risk that investments made by the Sub-Funds may become illiquid due to an over-restricted market (often reflected by a very broad bid-ask spread or by substantial price movements), if their "rating" declines or if the economic situation deteriorates; consequently, it may not be possible to sell or buy these investments quickly enough to prevent or minimize a loss in these sub-funds.

Taxation Risk

The value of an investment may be affected by the application of tax laws in various countries, including withholding tax, changes in government, economic or monetary policy inthe countries concerned. As such, no guarantee can be given that the financial objectives willactually be achieved.

Counterparty Risk

This risk relates to the quality or the default of the counterparty with which the Management Company negotiates, in particular involving payment for/delivery of financial instruments and the signing of agreements involving forward financial instruments. This risk is associated with the ability of the counterparty to fulfil its commitments (for example: payment, delivery and reimbursement). This risk also relates to efficient portfolio management techniques and instruments. If counterparty does not live up to its contractual obligations, it may affect investor returns.

Risk related to discretionary management

The discretionary management style applied to the Fund is based on the selection of stocks. There is a risk that the Fund might not be invested in best-performing securities at all times. The Fund may therefore not achieve its performance objective. Moreover, the net asset value of the Fund may post a negative performance.

Operational & Custody Risk

Some markets (emerging markets) are less regulated than most of the developed countries regulated markets; hence, the services related to custody and liquidation for the funds on such markets could be riskier. Operational risk is the risk of contract on financial markets, the risk of back-office operations, custody of securities, as well as administrative problems that could cause a loss to the sub funds. This risk could also result from omissions and inefficient securities processing procedures, computer systems or human errors.

Currency Risk

A Sub-Fund may hold assets denominated in currencies other than its reference currency. It may be affected by changes in exchange rates between the reference currency and these other currencies or by changes to exchange control regulations. If the currency in which an asset is denominated appreciates against the Sub-Fund's reference currency, the security's equivalent value in the reference currency will also appreciate. Conversely, a depreciation in the currency will result in a fall in the security's equivalent value in the reference currency.

Exchange rate fluctuations may also occur between the trade date for a transaction and the date on which the currency is acquired to meet settlement obligations.

When the Management Company is willing to hedge the currency exchange risk of a transaction, there is no guarantee that such operation will be completely effective.

The Fund and investors agree to bear these risks.

Low Interest Rate Consequence

A very low level of interest rates may affect the return on short term assets held by monetary funds which may not be sufficient to cover management and operating costs leading to there a structural decrease of the net asset value of the Sub-Fund.

Small Cap, Specialised or Restricted Sectors Risk

Sub-funds investing in small caps or specialised or restricted sectors are likely to be subjectto a higher than average volatility due to a high degree of concentration, greater uncertainty because less information is available, there is less liquidity, or due to greater sensitivity to changes in market conditions.

Smaller companies may find themselves unable to generate new funds to support their growth and development, they may lack vision in management, or they may develop products for new, uncertain markets.

The Fund and investors agree to bear these risks.

Derivatives Risk

In order to hedge (hedging derivative investments strategy) and/or to leverage the yield of the Sub-Fund (trading derivative investment strategy), the Sub-Fund is allowed to use derivative investments' techniques and instruments in the context of a Sub-Fund's overall investment policy and under the circumstances set forth in Section II and III of Part A of the prospectus (in particular, warrants on securities, agreements regarding the exchange of securities, rates, currencies, inflation, volatility and other financial derivative instruments, contracts for difference [CFDs], futures and options on securities, rates or futures)

The investor's attention is drawn to the fact that these financial derivative instruments include leveraging. Because of this, the volatility of these Sub-Funds is increased.

Risk related to investments in other UCITS and UCIs

Such investments expose a Sub-Fund to the risks related to financial instruments held by anysuch UCI / UCITS in their portfolios. However certain risks are directly linked to the holding ofunits/shares of UCI / UCITS. Some UCI / UCITS may be leveraged either by using financial derivatives instruments of through borrowing. Use of leverage increases the volatility of the value of such UCI / UCITS and thus the risk of losing capital. Investments made in units or shares of any such UCI / UCITS may also entail a higher liquidity risk than a direct investment in a portfolio of transferable securities. To the contrary, investments made in units or shares of any such UCI / UCITS gives a Sub-Fund a flexible and efficient way to access to several professional management styles and also gives a certain diversification of its investments.

A Sub-Fund mainly investing through UCI / UCITS will ensure that its portfolio of UCI / UCITS shows proper liquidity profile so that it can in turn faces its own liquidity duty. The way such target UCI / UCITS are selected will take into account the liquidity profile of such UCI / UCITS and any given Sub-Fund mainly investing in open-ended UCI / UCITS will ensure that such target UCI / UCITS have a liquidity profile to that of the Sub-Fund.

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

It should be noted that the investment in other UCITS and/or other UCIs may entail a duplication of certain fees and expenses. The aggregated management fees (including investment management and performance fees) charged both to the Sub-Fund and to the other UCITS and/or other UCIs may normally not exceed 5%.

Commodity Market Risk

Commodity markets may experience significant, sudden price variations that have a direct effect on the valuation of shares and securities that equate to the shares in which a sub-fundmay invest and/or indices that a Sub-Fund may be exposed to.

Moreover, the underlying assets may evolve in a markedly different way from traditional securities markets (equity markets, bond markets etc.).

Concentration Risk

Sub-Funds which invest in a concentrated portfolio may be subject to greater volatility thanthose Sub-Funds with a more diversified portfolio.

Credit risk

This is the risk that may derive from the rating downgrade or the default of a bond issuer to which the Sub-Funds is exposed, which may therefore cause the value of the investments to go down. Such risks relate to the ability of an issuer to honor its debts.

Downgrades of an issue or issuer rating may lead to a drop in the value of bonds in which the Sub-Funds have invested.

The aforementioned information is not exhaustive. It is not intended to, and does not, constitute legal advice. If in doubt, potential investors should read the Prospectus carefullyand consult their own professional adviser(s) as to the implications of subscribing for or otherwise dealing in the

Shares.

V. SPECIFIC INFORMATION RELATING TO REGULATION (EU) 2019/2088 OF THE EUROPEAN PARLIANT AND OF THE COUNCIL OF 27 NOVEMBER 2019 ON SUSTAINABILITY RELATED FINANCIAL DISCLOSURE IN THE FINANCIAL SECTOR

SFDR and sustainability risks

Regulation (EU) 2019/2088 of 27 November 2019 on sustainability-related disclosures in the financial services sector (“SFDR" or the “Regulation”) governs transparency requirements regarding the integration of sustainability risks into investment decisions, the consideration of adverse sustainability impacts and the disclosure of environmental, social and governance ("ESG") information relating to sustainable development.

Sustainability risk means the occurrence of an ESG event or situation which could potentially or actually have a material adverse effect on the value of the investment of a fund. Sustainability risks can either represent their own risk or have an impact on other risks and can contribute significantly to risks such as market risks, operational risks, liquidity risks or counterparty risks. Sustainability risks can have an impact on long-term risk-adjusted returns for investors. Sustainability risk assessment is complex and may be based on ESG data that is difficult to obtain and incomplete, estimated, outdated or otherwise materially inaccurate. Even when they are identified, there is no guarantee that these data will be properly evaluated.

These sustainability risks are currently being addressed by Degroof Petercam Asset Services acting as Management Company in charge of the risk management of the Fund in accordance with the policy on sustainability risk integration published on the website of Degroof Petercam Asset Services: www.dpas.lu.

The Management Company may take into account the negative impact of investment decisions on sustainability factors as defined in the Regulation. At this stage, the Management Company does not take into account such negative impacts where, in view of the investment policy of the Fund's sub-funds, it is not certain at the date of this prospectus that qualitative and quantitative data relating to sustainability indicators are publicly available for all issuers and financial instruments concerned.

The Management Company, the Manager(s) are currently working on improving their data collection processes to align with the Taxonomy Regulation and ensure the accuracy and adequacy of the published sustainability information. Subsequent updates to the prospectus may be made as appropriate.

The way in which sustainability risks are integrated by Atlas Responsible Investors SAS, to whom the Management Company of the SICAV has delegated the discretionary management of the SICAV's sub-funds in the investment decisions, are described in the responsible and sustainable investment policy, which can be accessed via the website www.atlasinvest.info.

According to SFDR, the sub-funds can be classified into 3 categories:

- Sub-funds that have sustainable investment as their objective (referred to as "Article 9" sub-funds): sustainable investment is defined as an investment in an economic activity that contributes to an environmental objective, measured for example by means of key resource efficiency indicators relating to the use of energy, renewable energy, raw materials, water and land, waste production and greenhouse gas emissions or effects on biodiversity and the circular economy, or an investment in an economic activity that contributes to a social objective, in particular an investment that contributes to the fight against inequality or promotes social cohesion, social inclusion and labour relations, or an investment in human capital or economically or socially disadvantaged communities, provided that such investments do not materially prejudice any of these objectives and that the companies in which the investments are made apply good governance practices, in particular with regard to sound management structures, employee relations, remuneration of competent staff and compliance with tax obligations.

- Sub-funds promoting, among other aspects, environmental or social aspects or a combination of these aspects, provided that the companies in which investments are made apply good governance practices (referred to as "Article 8" sub-funds).

- Sub-funds for which sustainability risks are either integrated taking into account the assessment of the likely impact of sustainability risks on the performance of financial products or are not relevant (referred to as "Article 6" sub-funds).

Sustainability risk is the risk of probability of occurrence of an environmental, social or governance event that could lead to a realized or potential material loss on the value of the sub-fund as a result of that event.

The classification and sustainability risk of the SICAV's sub-funds are as follows:

Sub-fund	Classification	Sustainability risk (*)
Atlas Responsible L/S Opportunities Fund	Article 9	**Low.** Sustainability considerations are an inherent part of the sub-fund's investment process, as the sub-fund aims to achieve an environmental and social objective through its investment selection. Potential sustainability risks are therefore mitigated by a strict sustainability screening process (quantitative and/or qualitative process), the application of exclusion filters and the monitoring of the "Best-in-class" approach, which integrates social and environmental aspects and thereby ensures that all portfolio investments aim to promote best social and environmental practices.

As the SFDR classification may change over time, the Prospectus will be updated accordingly. Additional information is provided in the sub-fund section in Part B of the Prospectus.

Alignment with the Taxonomy

Given the different interpretations in different Member States as to what constitutes a "sustainable" investment, the European Commission considered that a common taxonomy was necessary.

Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to promote sustainable investment and amending the SFDR ("Taxonomy Regulation") establishes a classification system (or taxonomy) that provides companies with a common language for determining whether or not a given economic activity should be considered "environmentally sustainable". The Taxonomy Regulation also establishes disclosure requirements that complement SFDR and Directive 2014/95/EU with respect to activities that contribute to an environmental objective.

In particular, the Taxonomy Regulation provides for six environmental objectives:

1. Climate change mitigation ;
2. Adaptation to climate change;
3. Sustainable use and protection of water and marine resources;
4. Transition to a circular economy;
5. Pollution prevention and control;
6. Protection and restoration of biodiversity and ecosystems.

An economic activity is considered environmentally sustainable when that economic activity :

- makes a substantial contribution to one or more of the six environmental objectives
- does not cause significant harm to any of the environmental objectives ("do no significant harm" or "DNSH" principle)
- is carried out in compliance with the minimum safeguards set out in Article 18 of the Taxonomy Regulation.

The Management Company, the Manager(s) are currently improving their data collection to align with the Taxonomy Regulation to ensure the accuracy and adequacy of their sustainability reporting under the Taxonomy Regulation. Subsequent updates to the prospectus will be made accordingly where appropriate.

As the Regulation classification may change over time, the Prospectus will be updated accordingly.

For the so-called “article 9” sub-funds, additional information is provided in the sub-fund’s annex.

VI. THE SHARES

The Fund may issue Shares of different Classes reflecting the various Sub-Funds which the Board of Directors may decide to open. Within a Sub-Fund, classes of Shares may be defined from time to time by the Board of Directors so as to correspond to (i) a specific distribution policy, such as entitling to distributions or not entitling to distributions, and/or (ii) a specific sales and redemption charge structure, and/or (iii) a specific management or advisory fee structure, and/or (iv) a specific distribution fee structure, and/or (v) specific types of investors entitled to subscribe the relevant classes of Shares, and/or (vi) a specific currency, and/or (vii) any other specific features applicable to one Class.

The availability of such classes of Shares in each Sub-Fund shall be disclosed in Part B of the Prospectus for each Sub-Fund individually.

As set forth in this Part A in the section “Determination of the Net Asset Value” sub-section 1) “Calculation and Publication”, each Sub-Fund shall only be responsible for the liabilities which are attributable to such Sub-Fund.

Shares in any Sub-Fund may be issued on a registered basis only. This will be indicated in the specific information concerning the relevant Sub-Fund(s) contained in Part B of the Prospectus. Shares may also be issued in the form of dematerialised shares. They are represented by an entry in a securities account in the name of their owner or holder with an authorised account holder or a provider of settlement services.

Registered Shares will be registered in the register of shareholders.

A holder of registered Shares shall receive a written confirmation of his or her or its shareholding.

A holder of dematerialised Shares requesting the exchange of his or her or its dematerialisedShares for registered Shares or requesting the exchange of his or her or its certificates for certificates in other denominations or a holder of registered Shares requesting the exchange of his or her or its registered Shares for dematerialised Shares shall bear the costs for such exchange.

All Shares must be fully paid-up in cash or in kind; they are of no par value and carry no preferential or pre-emptive rights. Each Share of the Fund to whatever Sub-Fund it belongsis entitled to one vote at any general meeting of shareholders, in compliance with Luxembourg law and the Articles.

Fractional registered Shares may be issued to one thousandth of a Share, and such fractionalShares shall not be entitled to vote but shall be entitled to a participation in the net results and in the proceeds of liquidation attributable to the Shares in the relevant Sub-Fund on a pro rata basis.

If the Shares of a Sub-Fund are listed on the Luxembourg Stock Exchange, it will be specified in Part B of the Prospectus.

VII. PROCEDURE FOR SUBSCRIPTION, CONVERSION AND REDEMPTION OF SHARES

Subscription of Shares

After the Initial Subscription Period of a class of Shares, if any, of a Sub-Fund (as defined in Part B of the Prospectus), the subscription price per Share in the relevant class of Shares or Sub-Fund (the "Subscription Price") is the total of the Net Asset Value per Share and the sales charge as stated in Part B of the Prospectus. The Subscription Price is available for inspection at the registered office of the Fund.

Subscriptions in any class of Shares or in any Sub-Fund may be subject to a minimum investment amount and/or a minimum holding requirement as stated in Part B of theProspectus, as the case may be.

Investors whose applications are accepted will be allotted Shares issued on the basis of the Net Asset Value per Share determined as of the Valuation Day (as defined in this Part A inthe section "Determination of the Net Asset Value" sub 1) "Calculation and Publication") following receipt of the subscription form provided that such application is received by the Fund within the relevant time limit as stated in Part B of the Prospectus. Applicationsreceived by the Fund after the relevant time limit will be dealt with on the following Valuation Day.

Investors may be required to complete a purchase application for Shares or other documentation satisfactory to the Fund, indicating that the purchaser is not a U.S. Person or nominee thereof. Subscription forms containing such representation are available from the Fund.

Payments for Shares will be made in the Reference Currency of the relevant class of Sharesor Sub-Fund.

Payments for subscriptions must be made within the time limits set out for each Sub-Fund inPart B of the Prospectus.

The Fund reserves the right to postpone applications for which there is sufficient doubt that the relating payment would be received by the Depositary within the relevant time limits.

If payment for a subscription order is received after the relevant time limit as stated above, the Board of Directors or its agent may process the request by (i) applying an increase which notably reflects interest owed at the usual market rates; or (ii) cancelling the Share allotment, as the case may be accompanied by a request for compensation for any lossowing to failure to make payment before the stipulated time limit.

The Fund may agree to issue Shares as consideration for a contribution in kind of securitiesor other permitted assets, in compliance with the conditions set forth by Luxembourg law, inparticular the obligation, if applicable, for the Auditors of the Fund to deliver a valuation report and provided that such securities comply with the investment policy and restrictions of the relevant Sub-Fund. Any costs incurred in connection with a contribution in kind of securities shall be borne by the relevant shareholders.

The Fund 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.

Certificates or written confirmations of shareholding (as appropriate) will be sent to shareholders within the time period set out for each Sub-Fund in Part B of the Prospectus.

No Shares in any Sub-Fund will be issued during any period when the calculation of the Net Asset Value per Share in such Sub-Fund is suspended by the Fund, pursuant to the powers reserved to it by article 12 of the Articles.

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.

Money Laundering Prevention

In order to contribute to the fight against money laundering and terrorist financing, the Fundwill 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 obliging investors to prove their identity to the Fund. Subscriptions will be considered valid and acceptable by the Fund only if the subscription form is sent together with:

- in the case of natural persons, a copy of an identification document (passport or identity card), or
- in the case of corporate entities, a copy of the corporate documents (articles of incorporation and a recent extract from the trade register, authorized signatures list,list of shareholders holding directly or indirectly more than 25% of the share capital or the voting rights of the investor, directors' list,…) and a copy of the identification documents (passport or identity card) of the beneficiaries and of the persons authorized to give instructions to the Registrar and Transfer Agent.

Such documents must be duly certified by a public authority (public notary, police, consulate, embassy) of the country of residence.

Such obligation is absolute, unless

a) the subscription form is sent (i) by a financial intermediary residing in any of the Member States of the European Union, the European Economic Area or any other country which impose equivalent requirements to those laid down by the Law of 12 November 2004 on the fight against money laundering and terrorist financing as amended, or (ii) by a branch or a subsidiary of financial intermediaries located in another country, if the parent company of this branch or subsidiary is located in any of these countries and if both the legislation of these countries and the parent company internal rules impose the application of rules relating to anti-money laundering and terrorist financing to this branch or subsidiary.

b) The subscription form is sent directly to the Fund and the subscription is paid by:

   1) a wire transfer from a financial intermediary residing in any of these countries,
   2) a cheque drawn on the subscriber's personal account in a bank residing in one of these countries or a bank cheque issued by a bank residing in one of these countries.

However, the Board of Directors must obtain from its distributors, financial intermediaries ordirectly from the subscriber, at first demand, a copy of the identification documents as indicated above.
Before accepting a subscription, the Fund may undertake additional investigations in accordance with national and international rules in force concerning anti-money laundering and terrorist financing.

Conversion of Shares

Shareholders have the right, subject to the provisions hereinafter specified, to convert Shares from one Sub-Fund for Shares of another Sub-Fund and to convert Shares of a given class of Shares to Shares of the same class of Shares of another Sub-Fund (if applicable). The Board of Directors may refuse to accept a conversion application if it is detrimental to the interests of the Fund, the Sub-Funds and the classes of Shares concerned or the relevant shareholders.

The rate at which Shares of any class of Shares or Sub-Fund shall be converted will be determined by reference to the respective Net Asset Values of the relevant classes of Shares or Sub-Funds, calculated as of the Valuation Day following receipt of the documents referred to below.

Conversions of Shares in any class of Shares or Sub-Fund may be subject to a fee based onthe respective Net Asset Value of the relevant Shares as stated in Part B of the Prospectus, as the case may be. However, this amount may be increased if the subscription fee applied to the original class of Shares or Sub-Fund was less than the subscription fee applied to the classof Shares or Sub-Fund in which the Shares will be converted. In such cases, the conversion fee may not exceed the amount of the difference between the subscription rate applied to the class of Shares or Sub-Fund in which the Shares will be converted and the subscription rate applied to the initial subscription. This amount will be payable to the Main Distributor.

Shares may be tendered for conversion on any Valuation Day.

All terms and notices regarding the redemption of Shares shall equally apply to the conversion of Shares.

No conversion of Shares will be effective until the following documents have been received atthe registered office of the Fund from the shareholder a duly completed request for conversion of Shares.

Fractions of registered Shares will be issued on conversion to one thousandth of a Share.

Certificates or written confirmations of shareholding (as appropriate) will be sent to shareholders within the time period set out for each Sub-Fund in Part B of the Prospectus, together with the balance resulting from such conversion, if any.

In converting Shares of a class of Shares or Sub-Fund for Shares of the same class of Shares ofanother Sub-Fund or of another Sub-Fund, a shareholder must meet the applicable minimum initial investment requirements imposed by the acquired Sub-Fund, if any.

If, as a result of any request for conversion, the investment held by any shareholder in a class of Shares or Sub-Fund would fall below the minimum amount, if any, indicated in Part B ofthe Prospectus in the section “Minimum Investment” under the specific information for each Sub-Fund, the Fund may treat such request as a request to convert the entire shareholding ofsuch shareholder.
Shares in any class of Shares or Sub-Fund will not be converted in circumstances where the calculation of the Net Asset Value per Share in the relevant classes of Shares or Sub-Funds is suspended by the Fund pursuant to article 12 of the Articles.

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

Redemption of Shares

Each shareholder of the Fund may at any time request the Fund to redeem on any Valuation Day all or any of the Shares held by such shareholder in any of the classes of Shares or Sub- Funds.

Shareholders desiring to have all or any of their Shares redeemed should apply in writing to the registered office of the Fund.

Redemption requests should contain the following information (if applicable): the identity and address of the shareholder requesting the redemption, the number of Shares to be redeemed, the relevant class of Shares or Sub-Fund, whether the Shares are issued with or without a Share certificate, the name in which such Shares are registered and details as to whom payment should be made. Share certificates in proper form (if any) and all necessary documents to complete the redemption should be enclosed with such request.

Shareholders have to take due care and bear responsibility that the certificates of the Sharesto be redeemed are received in proper form at the registered office of the Fund.

Shareholders whose requests for redemption are accepted will have their Shares redeemed on any Valuation Day provided that the requests have been received by the Fund within the relevant time limit as stated in Part B of the Prospectus. Requests received by the Fund after the relevant time limit will be dealt with on the following Valuation Day.

Shares will be redeemed at a price based on the Net Asset Value per Share in the relevant class of Shares or Sub-Fund determined on the first Valuation Day following receipt of the redemption request, potentially decreased by a redemption fee, as stated in Part B of the Prospectus, as the case may be.

The redemption price shall be paid within the time limits set out for each Sub-Fund in Part B of the Prospectus.

Payment will be made by transfer bank order to an account indicated by the shareholder, at such shareholder's expense and risk.

Payment of the redemption price will be made in the Reference Currency of the relevant class of Shares or Sub-Fund.

The redemption price may be higher or lower than the price paid at the time of subscription or purchase.
Shares in any class of Shares or Sub-Fund will not be redeemed if the calculation of the Net Asset Value per Share in such class of Shares or Sub-Fund is suspended by the Fund pursuantto article 12 of the Articles.

Notice of any such suspension shall be given in all the appropriate ways to the shareholders who have made a redemption request which has been thus suspended. In the case of suspension of dealings in Shares, the request will be dealt with on the first Valuation Day following the end of such suspension period.

If as a result of any request for redemption, the investment held by any shareholder in aclass of Shares or Sub-Fund would fall below the minimum amount indicated in Part B of the Prospectus, if any, the Fund may treat such request as a request to redeem the entire shareholding of such shareholder in such class of Shares or Sub-Fund.

Furthermore, if on any Valuation Day redemption requests pursuant to Article 8 and conversion requests pursuant to article 9 of the Articles relate to more than 10 percent ofthe net assets of a specific Sub-Fund, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred proportionally for such periodas the Board of Directors considers to be in the best interests of the Sub-Fund. On the Valuation Days during such period, these redemption and conversion requests will be met in priority to later requests.

Under special circumstances including, but not limited to, default or delay in payments due to the relevant Sub-Fund from banks or other entities, the Fund may, in turn, delay all or part of the payment to shareholders requesting redemption of Shares in the Sub-Fundconcerned. The right to obtain redemption is contingent upon the Sub-Fund having sufficientliquid assets to honour redemptions.

The Fund may also defer payment of the redemption of a Sub-Fund's Shares if raising the funds to pay such redemption would, in the opinion of the Board of Directors, be unduly burdensome to such Sub-Fund. The payment may be deferred until the special circumstances have ceased; redemption could be based on the then prevailing Net Asset Value per Share.

If the value of the net assets of any Sub-Fund or Class on a given Valuation Day has decreased to an amount of EUR 10 million or the equivalent in any other Reference Currency respectively such amount determined by the Board of Directors to be the minimum level for such Class to be operated in an economically efficient manner, or in case of a significant change of the economic or political situation or in order to proceed to an economic rationalization, the Board of Directors may, at its discretion, elect to redeem all, but not less than all, of the Shares of such Sub-Fund or Class then outstanding at the Net Asset Value per Share in such Sub-Fund or Class (taking into account actual realization prices of investments and realization expenses), calculated on the Valuation Day at which such decision shall take effect. The Fund shall provide at least 30 days' prior written notice of redemption to all holders of the Shares to be so redeemed. Redemption proceeds corresponding to Shares not surrendered at the date of the compulsory redemption of the relevant Shares by the Fund may be kept with the Depositary (as defined hereinafter) during a period not exceeding six months as from the date of such compulsory redemption; after this delay, these proceeds shall be kept in safe custody at the *Caisse de Consignation*. In addition, if the net assets of any Sub-Fund do not reach or fall below the above mentioned level at which the Board of Directors considers management possible, the Board of Directors may decide the merger of one Sub-Fund or Class with one or several other Sub-Funds or Classes of the Fund in the manner described in this Part A in the section "General Information" sub 4) "Closure of Sub-Funds and/or Classes".

The Articles contain at article 10, provisions enabling the Fund to compulsorily redeem Shares held by U.S. persons.

The Fund shall have the right to redeem compulsorily, without prior notice, any holding of Shares which is held by any person:

- who in the opinion of the Board of Directors, may be in breach or contravention of any applicable law, regulation or requirement in any jurisdiction;
- where such redemption is, in the opinion of the Board of Directors, necessary or desirable for the compliance by its services providers or the Fund with any applicable law, regulation, or requirement in any jurisdiction;
- who (otherwise than as a result of depreciation in the value of his holding) holds Shares in value less than the minimum investment stated in the relevant Sub-Fund's appendix;
- who, in the opinion of the Board of Directors, may result in the Fund, Sub-Fund(s) or their services providers to lose its restricted status with any regulatory authority in any jurisdiction, or may result in the offer of Shares to become subject to any authorisation, recognition, approval or registration requirements under any applicable law or regulation, in any jurisdiction which it would not otherwise be required to comply;
- who, in the opinion of the Board of Directors, may cause a detrimental effect on the tax status of the Fund or Sub-Fund(s) in any jurisdiction which they might not otherwise have incurred or suffered;
- who may be harmful or injurious to the business or reputation of the Fund, Sub- Fund(s), the Investment Manager, the Fund's service providers or any of their associates.

Protection against Late Trading and Market Timing practices

The Fund respectively the Central Administration ensures that the practices of Late Trading and Market Timing will be eliminated in relation to the distribution of Shares of the Fund. The cut-off times mentioned under the sections "Subscriptions and Subscription Fee", "Redemptions" and "Conversions" set out for each Sub-Fund in Part B of the Prospectus will be observed rigidly. The investors do not know the Net Asset Value per Share at the time of their request for subscription, redemption or conversion.

VIII. DETERMINATION OF THE NET ASSET VALUE

Calculation and Publication

The Net Asset Value per Share of each class of Shares in respect of each Sub-Fund shall be determined in the Reference Currency of that class of Shares or Sub-Fund.

The Net Asset Value per Share of each class of Shares in a Sub-Fund shall be calculated as of any Valuation Day (as defined hereinafter) by dividing the net assets of the Fund attributableto such class of Shares in that Sub-Fund (being the value of the portion of assets less the portion of liabilities attributable to such class of Shares on any such Valuation Day) by the total number of Shares in the relevant class of Shares then outstanding.

If, since the time of determination of the Net Asset Value per Share on the relevant Valuation Day (as defined hereinafter), there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Sub-Fund are dealt in or quoted, the Fund may, in order to safeguard the interests of the shareholders and the Fund, cancel the first valuation and carry out a second valuation. All subscription, redemption and conversion requests shall be treated on the basis of this second valuation.

The Net Asset Value per Share of each class of Shares of the various Sub-Funds is determined on the day specified for each Sub-Fund in Part B of the Prospectus (the "Valuation Day") on the basis of the value of the underlying investments of the relevant Sub-Fund, determined as follows:

(a) The value of any cash on hand or on deposit, bills and demand notes payable and accounts receivable, prepaid expenses, cash dividends and interest declaredor accrued as aforesaid and not yet received is 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 is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.

(b) The value of each security or other asset which is quoted or dealt in on a stock exchange will be based on its last available price in Luxembourg on the stock exchange which is normally the principal market for such security.

(c) The value of each security or other asset dealt in on any other Regulated Market that operates regularly, is recognized and is open to the public will be based on its last available price in Luxembourg.

(d) In the event that any assets are not listed nor dealt in on any stock exchange or on any other Regulated Market, or if, with respect to assets listed or dealt in on any stock exchange or on any other Regulated Market as aforesaid, the price as determined pursuant to sub-paragraph (b) or (c) is not representative of the fair market value of the relevant assets, the value of such assets will be based on thereasonably foreseeable sales price determined prudently and in good faith.

(e) Units or shares of undertakings for collective investment (including share issued by the Sub-Funds of the Fund held by another Sub-Fund of the Fund) will be valued at their last determined and available net asset value or, if such price is not representative of the fair market value of such assets, then the price shall bedetermined by the Board of Directors on a fair and equitable basis.

(f) The liquidating value of futures, spot, forward or options contracts not traded onstock exchanges nor on other Regulated Markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on stock exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on stock exchanges and Regulated Markets on which the particular futures, spot, forward or options contracts are traded by the Fund; provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable. Swaps will be valued at their market value.

(g) The value of money market instruments not traded on stock exchanges nor on other Regulated Markets and with a remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less will be valued by the amortized cost method, which approximates market value.

(h) Interest rate swaps will be valued at their market value established by reference to the applicable interest rate curve.

(i) All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors.

The net proceeds from the issue of Shares in the relevant Sub-Fund are invested in the specific portfolio of assets constituting such Sub-Fund.

The Board of Directors shall maintain for each Sub-Fund a separate portfolio of assets. As between shareholders, each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund.

As regard to relations among the shareholders themselves and between the shareholders and third parties, each Sub-Fund shall be considered as a separate entity and shall only be responsible for the liabilities which are attributable to such Sub-Fund.

The value of all assets and liabilities not expressed in the Reference Currency of a class of Shares or Sub-Fund will be converted into the Reference Currency of such class of Shares or Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day.

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

The Net Asset Value per Share and the issue, redemption and conversion prices for the Shares in each Sub-Fund may be obtained during business hours at the registered office of the Fund, and will be published in such newspapers as determined for each Sub-Fund in Part B of the Prospectus, as the case may be.

Temporary Suspension of the Calculation

In each Sub-Fund, the Fund may temporarily suspend the calculation of the Net Asset Value per Share and the issue, redemption and conversion of Shares:

a) during any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Fund attributable to such Sub-Fund from time to time are quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;

b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Board of Directors as a result of which disposal or valuation of assets owned by the Fund attributable to such Sub-Fund would be impracticable;

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 such Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Sub-Fund;

d) during any period when the Fund 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 cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;

e) when for any other reason the prices of any investments owned by the Fund attributable to such Sub-Fund cannot promptly or accurately be ascertained;

f) upon the notification or publication of (i) a convening notice to a general meeting of shareholders for the purpose of resolving the dissolution and liquidation of the Fund or the notice informing the shareholders of the decisions of the Board of Directors to liquidate one or several Sub-Funds or (ii) as far as such suspension is justified by the need of protection of the shareholders, a notice informing the shareholders of the decision of the Board of Directors to merge one or several Sub-Funds;

g) during any period when the market of a currency in which a substantial portion of the assets of the Fund is denominated is closed otherwise than for ordinary holidays, or during which dealings therein are suspended or restricted;

h) during any period when political, economic, military, monetary or fiscal circumstances which are beyond the control and responsibility of the Fund prevent the Fund from disposing of the assets, or determining the Net Asset Value of the Fund in a normal and reasonable manner;

i) during any period when the calculation of the net asset value per unit or share of a substantial part of undertakings for collective investment the Fund is investing in, is suspended and this suspension has a material impact on the Net Asset Value per Share in a Sub-Fund;

j) regarding a feeder Sub-Fund, if its master UCITS temporarily suspends the repurchase, redemption or subscription of its units or shares, whether as its own initiative or at the request of its competent authorities, within the same period of time as the master UCITS.

Notice of the beginning and of the end of any period of suspension shall be given by theFund to all the shareholders by way of publication and may be sent to shareholders affected, i.e. having made an application for subscription, redemption or conversion of Shares forwhich the calculation of the Net Asset Value has been suspended.

Any application for subscription, redemption or conversion of Shares is irrevocable except in case of suspension of the calculation of the Net Asset Value per Share in the relevant Sub- Fund, in which case shareholders may give notice that they wish to withdraw their application. If no such notice is received by the Fund, such application will be dealt with on the first Valuation Day following the end of the period of suspension.

IX. DISTRIBUTION POLICY

The Fund's principal investment objective is to achieve long term capital growth.

Consequently, no dividend is expected to be paid to the shareholders of the different Sub- Funds.

The Board of Directors reserves however the right to propose the payment of a dividend at any time. The dividend and interim dividends shall be paid on the dates and in the places determined by the Board of Directors.

In any event, no distribution may be made if, as a result, the Net Asset Value of the Fund would fall below EUR 1,250,000.

Dividends not claimed within five years of their due date will lapse and revert to the relevantSub-Fund.

X. CHARGES AND EXPENSES

General

The Fund pays out of the assets of the relevant Sub-Fund all expenses payable by the Fund which shall include but not be limited to formation expenses, fees payable to its Management Company, Investment Managers and Advisors, including performance fees, if any, expenses incurred by the Fund or the Investment Manager in obtaining investment research, if any, fees and expenses payable to its Auditors and accountants, Depositary and correspondents, Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent, Listing Agent, any Paying Agent, any permanent representatives in places of registration, as well as any other agent employed by the Fund, the remuneration (if any) of the Directors and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with Board meetings, fees and expenses for legal and auditing services, marketing and communication fees, any fees and expenses involved in registering and maintaining the registration of the Fund with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the costs of preparing, printing, translating, advertising and distributing prospectuses and KIID, explanatory memoranda, periodical reports or registration statements, share certificates, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, expenses in relation of the development of the Fund i.e. "marketing costs", setting up costs and all other operating expenses, including the cost of buying and selling assets, interest, bank and brokerage charges postage, telephone and communication charges and winding-up costs. The Fund may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateable for yearly or other periods.

In the case where any liability of the Fund cannot be considered as being attributable to a particular Sub-Fund, such liability shall be allocated to all the Sub-Funds prorata to their Net Asset Values or in such other manner as determined by the Board of Directors acting in goodfaith.

Expenses incurred in connection with the incorporation of the Fund including those incurredin the preparation and publication of the first Prospectus, as well as the taxes, duties and any other publication expenses, have been estimated at EUR 15,000 and may be amortizedover a maximum period of five years.

Expenses incurred in connection with the creation of any additional Sub-Fund shall be borne by the relevant Sub-Fund and will be written off over a period of five years. Hence, the additional Sub-Funds shall not bear a pro rata of the costs and expenses incurred in connection with the creation of the Fund and the initial issue of Shares, which have not already been written off at the time of the creation of the new Sub-Funds.

Fees of the Management Company

The Management Company is entitled to receive from each Sub-Fund the following fee:

- 0.07% per annum on the average net assets of the relevant Sub-Fund up to EUR 50 million;
- 0.06% per annum on the average net assets of the relevant Sub-fund above EUR 50 million;
- 0.05% per annum on the average net assets of the relevant Sub-fund above EUR 100 million;
- 0.04% per annum on the average net assets of the relevant Sub-fund above EUR 250 million;
- with a minimum of EUR 20,000 per annum per Sub-Fund.

Fees are payable quarterly in arrears and calculated on the average net assets of the Sub-Fund for the relevant quarter.

Fees of the Administrative Agent, Registrar andTransfer Agent

The Management Company also acting as the Administrative Agent, Registrar and Transfer Agent is entitled to receive from each Sub-Fund the following fee:

- 0.05% per annum on the average net assets of the Sub-Fund up to EUR 50 million;
- 0.04% per annum on the average net assets of the Sub-fund above EUR 50 million;
- 0.02% per annum on the average net assets of the Sub-fund above EUR 100 million;
- 0.01% per annum on the average net assets of the Sub-fund above EUR 250 million;
- with a minimum of EUR 20,000 per annum per Sub-Fund.

Fees are payable quarterly in arrears and calculated on the average net assets of the Sub-Fund for the relevant quarter.

Starting with the fourth share class in any Sub-Fund, the Management Company will also receive an annual flat-rate fee of EUR 2,000 per active share class in any Sub-Fund concerned chargeable to the relevant Sub-Fund, to be split among all the active share classes of the Sub-Fund and proratized to the assets of each share class concerned.

In relation to the calculation of the performance fee, the Management Company will also receive an annual flat-rate fee of EUR 2,000 per Sub-fund, payable quarterly in arrears.

With respect to the handling of subscription / redemption / conversion orders, the Management Company will also receive 25 EUR per subscription / redemption / conversion request.

In addition, it is entitled to be reimbursed by the Fund for its reasonable out-of-pocket expenses and disbursements.

Fees of the Domiciliary and Corporate Agent

The Management Company, also acting as Domiciliary and Corporate Agent is entitled to receive from the SICAV, and for the SICAV as a whole, an annual fee of EUR 10,000 (including the organization of two physical board meetings, plus VAT if applicable).

In addition, it is entitled to be reimbursed by the Fund for its reasonable out-of-pocket expenses and disbursements.

Investment Manager's fees and expenses

An investment management fee is payable to the Investment Manager by the Management Company at the charge of the Sub-Fund, in remuneration for its services. Such fees are set in the relevant Sub-Fund's annex and are payable monthly in arrears and calculated on the average net assets of the Sub-Fund in the respective class of shares for the relevant month.

The Investment Manager is further entitled to be reimbursed by the Management Company at the charge of the SICAV, the expenses paid to third party services providers by the Investment Manager for the access to and use of computer databases necessary to the day- to-day management of the SICAV, such reimbursements to be capped at EUR 50,000 per year for the SICAV as a whole and prorated to the net assets of each Sub-Fund. It will be the Board's responsibility to decide whether and when this provision should be applied, depending of the asset under management of the SICAV.

Fees of the Depositary

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee calculated in accordance with customary banking practice in Luxembourg as a percentage per annum of the average quarterly Net Asset Value thereof during the relevant quarter and payable quarterly in arrears.

They are currently paid at the following rate per Sub-Fund:

- 0.055% per annum on the average net assets of the relevant Sub-Fund up to EUR 50 million;
- 0.045% per annum on the average net assets of the relevant Sub-Fund from EUR 50 million to EUR 100 million;
- 0.035% per annum on the average net assets of the relevant Sub-Fund above EUR 100 million;
- With an annual minimum of EUR 10,000 per Sub-Fund;

Fees are payable quarterly in arrears and calculated on the average net assets of the Sub-Fund for the relevant quarter.

In addition, it is entitled transaction fees ranging from EUR 15 to EUR 250 per investmenttransaction and increased by any VAT payable thereon.

XI. DEPOSITARY

Banque Degroof Petercam Luxembourg S.A. has been appointed as depositary of the Fund (hereinafter the 'Depositary') within the meaning of article 33 of the Law of 2010.

Banque Degroof Petercam Luxembourg S.A. is a société anonyme incorporated under the laws of Luxembourg. It was incorporated in Luxembourg on 29 January 1987 for an indefinite term under the name of Banque Degroof Luxembourg S.A. Its registered office is located at 12 Rue Eugène Ruppert, L-2453 Luxembourg, and it has engaged in the banking business since its incorporation.

The Depositary performs its duties pursuant to a depositary agreement entered into for an indefinite term between Banque Degroof Petercam Luxembourg S.A. and the Fund (the "Depositary Agreement").

Pursuant to this agreement, Banque Degroof Petercam Luxembourg S.A. also acts as paying agent with respect to provide financial servicing for the Fund's shares.

The Depositary performs its duties and tasks as prescribed by Luxembourg laws and particularly the duties set out in articles 33 to 37 of the Law of 2010.

The Depositary shall act honestly, fairly, professionally, independently and solely in the interest of the Fund and the investors of the Fund.

The Depositary shall not carry out activities with regard to the Fund or the Management Company on behalf of the Fund, that may create conflicts of interest between the Fund, the shareholders, the

Management Company. An interest is a source of a benefit of any kind whatsoever and a conflict of interest is a situation in which the interest of the Depositary during performance of its activities conflicts with the interest of the Fund, the shareholders and/or the Management Company.
The Depositary may provide the Fund, directly or indirectly, with a wide range of banking services in addition to the depositary services.

The provision of additional banking services, as well as the capital links between the Depositary and some service providers and/or governing bodies of the Fund, may lead to potential conflicts of interests between the Depositary and the Fund.

Situations that may give rise to a potential conflict of interest during performance of the Depositary's activities may include the following:

- the probability that the Depositary will make a financial gain or avoid a financial loss,at the Fund's expense;
- the Depositary's interest while its performs its activities is not the same as the Fund's interest;
- financial or other reasons exist that might encourage the Depositary to act in the interest of a client rather than in the interest of the Fund;
- the Depositary receives or will receive a benefit in connection with the performance of its activities, other than its usual fees, from a counterparty other than the Fund;
- the Depositary and the Management Company are linked, directly or indirectly, to Banque Degroof Petercam S.A. and some members of the staff of Banque Degroof Petercam S.A. are members of the Management Company's board of directors;
- the Depositary delegates the safekeeping of certain assets of the Fund to a numberof sub-custodians;
- the Depositary may provide additional banking services beyond the depositaryservices.

The Depositary may perform these activities provided it has put in place functional and organisational barriers to separate performance of its tasks as Depositary from its other potentially conflictual tasks, and the potential conflicts of interest are duly and properly identified, managed, monitored and disclosed to the Fund shareholders.

In order to identify, prevent and minimise conflicts of interest that may arise, the conflict of interest procedures and measures put in place by the Depositary include practical measures to ensure that if a conflict of interest arises the Depositary's interest is not unfairly prioritised.

Especially, none of the staff of Banque Degroof Petercam Luxembourg S.A., performing or participating in the safekeeping, oversight and/or cash flow monitoring functions can be a member of the Board of the Fund.

The Depositary publishes on the following website, the list of delegates and sub-delegatesit uses.

The selection and monitoring process of sub-custodians is handled in accordance with the Law of 2010. The Depositary monitors any potential conflicts of interests that may arise with sub-delegates. At present, the Depositary confirms that no situation of conflicts of interest with any delegates or sub-delegates could be identified.

When, despite the measures in place to identify, prevent and minimize conflicts of interest that may arise with the Depositary, such a conflict arises, the Depositary shall at all times comply with its legal and contractual obligations to the Fund. If a conflict of interest was likely to significantly and adversely affect the Fund or the shareholders of the Fund and cannot be resolved, the Depositary shall duly inform the Fund, which will take appropriate action.

Updated information relating to the Depositary may be obtained by shareholders upon request.

XII. DOMICILIARY AND CORPORATE AGENT, ADMINISTRATIVE AGENT, REGISTRAR AND TRANSFER AGENT

The Management Company has been appointed as the domiciliary and corporate agent (the "Domiciliary and Corporate Agent") for the Fund. In such capacity, it will be responsible forall corporate agency duties required by Luxembourg law, and in particular for providing and supervising the mailing of statements, reports, notices and other documents to the shareholders, in compliance with the provisions of, and as more fully described in, the agreement mentioned hereinafter.

The Management Company has been appointed as the administrative agent (the "Administrative Agent") for the Fund. In such capacity, it will be responsible for all administrative duties required by Luxembourg law, and in particular for the bookkeeping and the calculation of the Net Asset Value per Share of any class of Shares within each Sub-Fund, in compliance with the provisions of, and as more fully described in, the agreement mentioned hereinafter.

The Management Company has been appointed as the registrar (the "Registrar Agent") and transfer agent (the "Transfer Agent") for the Fund, which will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions andconversions and accepting transfers of funds, for the safekeeping of the register of shareholders of the Fund, the delivery of Share certificates, if requested, the safekeeping of all non-issued Share certificates of the Fund, for accepting Share certificates tendered for replacement, redemption or conversion, in compliance with the provisions of, and as more fully described in, the agreement mentioned hereinafter.

The rights and duties of the Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent are governed by an agreement entered into for an unlimited period of time and which may be terminated at any time by the Management Company or the Fund on giving a three months' prior written notice.

XIII. MANAGEMENT COMPANY

The Fund is managed by the Board of Directors which has the overall responsibility for the management and administration of the Fund, its Sub-Funds and Classes, for authorizing the establishment of Sub-Funds and Classes, and for setting and monitoring their investment policies and restrictions.

For the implementation of the investment policy of each Sub-Fund and the management of their assets, the administration and the marketing of the Fund, the Board of Directors has appointed a management company established under the Chapter 15 of the Law of 2010, Degroof Petercam Asset Services S.A. (the "Management Company"). For this purpose, the Fund and the Management Company have entered into a Collective Portfolio Management Agreement.

The Management Company is a company incorporated in Luxembourg as a société anonyme on 20 December 2004. Its corporate capital amounts to EUR 2 million. Its registered office is at 12, rue Eugène Ruppert, L-2453 Luxembourg. Its articles of incorporation were lastly modified on April 1st, 2016, and were lastly published in the "*Mémorial C, Recueil desSociétés et Associations*" (the "*Mémorial*") N° 1124, on April 15th, 2016. The main purpose of the Management Company is the management of UCITS and AIFs including the investment management, the administration and the marketing of UCITS and AIFs.

For the purpose of a more efficient conduct of its duties, the Management Company may delegate to third parties, on its behalf and under its responsibility, the power to carry outone or more of its functions. If one or more of the Management Company's functions are so delegated, it will be specified in Part B of the Prospectus.

Its management board is composed as follows:
- Mrs. Sylvie Huret;
- Mrs. Sandra Reiser;
- Mrs. France Colas; and
- Mr. Frank Van Eylen.

Its supervisory board is composed as follows:
- Mrs. Annemarie Arens;
- Mr. Frédéric Wagner; and

- Mr. Gautier Bataille; and
- Mr. Peter de Coensel.

XIV. INVESTMENT MANAGER AND INVESTMENT ADVISOR

In order to carry out the policy of any Sub-Fund, the Management Company may delegate at the charge of the Fund the investment management function to one or more investment managers for each Sub-Fund, as specified in Part B of the Prospectus (individually the "Investment Manager" and collectively the "Investment Managers") as the case may be.

The Investment Manager provides the Management Company with advice, reports andrecommendations in connection with the management of the assets of the relevant Sub- Fund(s) and shall advise the Management Company as to the selection of the securities and other assets constituting the portfolios of the relevant Sub-Fund(s) and has discretion, on a day-to-day basis and subject to the overall control and responsibility of the Management Company, to purchase and sell securities and otherwise to manage the relevant Sub-Fund's portfolio.

In addition, the Management Company and/or the Investment Manager(s) may be assisted at the charge of the Fund by one or more investment advisors for each Sub-Fund, as specified in Part B of the Prospectus (individually the "Investment Advisor" and collectively the "Investment Advisors"). An Investment Advisor may so be designated to provide investment advice on any particular category of assets of any Sub-Fund when it is considered that such an investment Advisor has specific knowledge and skills in the contemplated assets. The Management Company nor the Investment Manager as the case may be, will never be bound by the advice provided by the Investment Advisor as the case may be.

The appointment of an Investment Manager and/or of an Investment Advisor will be indicated in the specific information concerning the relevant Sub-Fund(s) contained in Part B of the Prospectus.

XV. DISTRIBUTORS

The Management Company may decide to appoint at any time distributors and/or nominees (the "Distributors") to assist it in the distribution and the placement of Shares of the Fund.

The Distributors will carry out activities of marketing, placement and sale of Shares of the Fund. They will intervene in the relationship between the investors and the Fund in collecting subscription orders of Shares. They will be authorised to receive subscription and redemption orders from investors and shareholders on behalf of the Fund, and to offer Shares at a price based on the applicable Net Asset Value per Share.

The Distributors shall transmit to the Registrar and Transfer Agent of the Fund any application for the issue and/or redemption of Shares.

The Distributors will also be entitled to receive and execute the payment of the issue and redemption orders of Shares.

In the context of Distributors acting as nominees on behalf of investors, each Distributor shall be entered into the register of shareholders held by the Fund and not the clients who have invested in the Fund. The terms and conditions of the distribution agreements will provide, among others, that a client who has invested in the Fund through a Distributor shall at all times be entitled to require the transfer of the legal title to the Shares to be registered in such client's own name, whereupon that client shall be entered in the register of shareholders upon receipt of proper instructions from the Distributor.

Investors shall nevertheless retain the possibility to invest directly in the Fund, without investing via the Distributor.

The Management Company will conclude distribution agreements with Distributors providedthat they are professionals in the financial sector and established in any of the Member States of the European Union, the

European Economic Area or any other country which impose equivalent requirements within the meaning of the Law of 12 November 2004 on thefight against money laundering and terrorist financing, as amended. The Distributors so appointed will be mentioned in the annual and semi-annual reports of the Fund.

In accordance with an agreement entered into with the Management Company, terminable by either party giving not less than three months' prior notice to the other parties, ATLAS RESPONSIBLE INVESTORS SAS will also be acting as “Main Distributor” of the Fund. ATLAS RESPONSIBLE INVESTORS SAS is a limited liability company incorporated under the laws of France and having its principal office at 89 rue du Faubourg Saint Honoré, 75008 Paris, France.

XVI. 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 Fund in Luxembourg

The Fund is not liable to any Luxembourg tax on profits or income. The Fund is, however, liable in Luxembourg to a tax of 0.05% per annum of its Net Asset Value, such tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Funds at the end of the relevant calendar quarter. No stamp duty or other tax is payable in Luxembourg on the issue of Shares. No Luxembourg tax is payable on the realised capital appreciation of the assets of the Fund. The portion of assets which are invested in units or shares of UCIs shall be exempt from such tax as far as those UCIs are already submitted to this tax in Luxembourg.

General

Dividends and interest received by the Fund on its investments may be subject to non-recoverable withholding or other taxes in the countries of origin.

B. Luxembourg Taxation of shareholders

Automatic Exchange of Information

European Directive 2014/107/EU of 9 December 2014 (the ‘Directive’) amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation, like other international agreements, such as those that have been or will be adopted in connection with the information exchange standard developed by the OECD (more generally known as the ‘Common Reporting Standard’ or ‘CRS’), require participating jurisdictions to obtain information from their financial institutions and to exchange such information as from 1 January 2016.

Pursuant, in particular, to the Directive, investment funds, which are considered to be Financial Institutions, are required to collect specific information intended to properly identify their Investors.

In addition, the Directive requires that the personal and financial data[1] of each Investor who is:
- an individual or legal entity considered to be a reportable person[2], or
- a passive non-financial entity (NFE)[3] with controlling persons who are reportablepersons[4],

be reported by the Financial Institution to the competent local Tax Authorities, which will, in turn, forward such information to the Tax Authorities of the country(ies) in which the Investor resides.

If the Fund’s shares are held in an account with a financial institution, such institution will be responsible for reporting the required information.
Consequently, the Fund, whether directly or indirectly (i.e. through an intermediary appointed for such purpose):
- may, at any time, request and obtain from any Investor updates to the documents andinformation already provided, as well as any additional document or information for any purpose whatsoever;
- is required by the Directive to report all or some of the information provided by Investors in connection with their investment in the Fund to the competent local Tax Authorities.

The Investor is hereby informed of the potential risk of an inaccurate and/or erroneous exchange of information in the event the information he provides ceases to be accurate or complete. In the event of a change that impacts the information provided, the Investor shall promptly inform the Fund (or any intermediary it appoints for such purpose) and furnish, if necessary, a new certificate within 30 days *from the event that causes the information to become inaccurate or incomplete.*

The mechanisms and scope of this information exchange regime may change over time. EachInvestor is recommended to consult his own tax adviser to determine the impact that theCRS provisions may have on an investment in the Funds.

In Luxembourg, under the Act of 2 August 2002 relating to the protection of individuals in relation to the processing of personal data, the Investor has a right to access and rectify dataabout him that are reported to the Tax Authorities. These data are kept by the Fund (or any intermediary it appoints for such purpose) in accordance with the provisions of that Act.

Notes:
[1]*Including, but not limited to, name, address, country of residence, tax identification number, date and place of birth, bank account number, the amount of income generated, the proceeds from sales, redemptions or refunds, and the value of the 'account' during the calendar year or upon the closure thereof.*

[2]*An individual or legal entity who is not a resident of the country in which the Fund is incorporated and who is a resident of a participating country. The list of countries that participate in the automatic exchange of information may be viewed on the following website:* http://www.oecd.org/tax/automatic-exchange/

[3]*Non-Financial Entity, i.e. an Entity that is not a Financial Institution under the Directive.*

[4]*An individual or legal entity who is not a resident of the country in which the Fund is incorporated and who is a resident of a participating country. The list of countries that participate in the automatic exchange of information may be viewed on the following website: http://www.oecd.org/tax/automatic-exchange/*

Foreign Account Tax Compliance Act ("FATCA")

The Foreign Account Tax Compliance Act (FATCA), which forms part of the US Hiring Incentives to Restore Employment (HIRE) Act, was enacted in the US in 2010 and took effect on 1 July 2014. The Act requires that foreign financial institutions (FFIs), that is financial institutions established outside of the US, report information on financial accounts held by specified US persons or non-US entities with one or more controlling person that is a specified US person (together referred to as "US reportable accounts") to the US tax authorities (Internal Revenue Service, IRS) every year. A withholding tax of 30% is also levied on revenue from a US source paid to FFIs that do not comply with the requirements ofFATCA ("non participating FFIs").

On 28 March 2014, the Grand Duchy of Luxembourg signed an intergovernmental agreement with the US ("Luxembourg IGA"). Funds that are considered FFIs are required to comply with the Luxembourg IGA as introduced into national law following its ratification rather than comply directly with the FATCA regulations as issued by the US government.

Pursuant to the Luxembourg IGA, funds are required to collect specific information identifying their investors and all intermediaries (nominees) acting on behalf of such investors. Funds will be required to report information they have about US reportable accounts and non-participating FFIs to the Luxembourg tax authorities, which will in turn relay that information automatically to the IRS.

Funds must comply with the provisions of the Luxembourg IGA as introduced into national law following its ratification in order to be considered compliant with FATCA and to be exempt from the 30% withholding tax levied on US investments whether real or considered as such. To guarantee such compliance, the fund or any authorised agent may

a. seek information or additional documentation, including US tax forms (Forms W-8 / W- 9) and a GIIN (Global Intermediary Identification Number), where necessary, or any other documentary evidence of the identification of a shareholder, intermediary, or their respective status pursuant to FATCA, and
b. report information specifically related to a shareholder and its account to the Luxembourg tax authorities if it is considered a US reportable account pursuant to the Luxembourg IGA, or if the account

is believed to be held by a non-participating FFI pursuant to FATCA, and

c. where required, arrange for the deduction of US withholding tax applicable to payments made to certain shareholders, in accordance with FATCA.

Notions and terms related to FATCA should be interpreted and understood with reference to the definitions of the Luxembourg IGA and the texts ratifying this agreement under national law, and solely on a secondary basis according to the provisions of the FATCA Final Regulations as issued by the US government (www.irs.gov).

The Fund may be required as part of its compliance with the FATCA to disclose to the US tax authorities via the Luxembourg tax authorities personal information related to specified US persons, non-participating foreign financial institutions (FFIs), and passive non-financial foreign entities (NFFEs) with one or more controlling person that is a specified US person.

In the event of doubt concerning their status under FATCA or the implications of FATCA or the IGA in terms of their personal situation, investors are recommended to consult their financial, legal or tax advisor before subscribing for shares in the Fund.

DIRECTIVE 2018/822/EU - "DAC 6”

The 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, also known as "DAC 6", came into force on 25 June 2018.

Luxembourg transposed it into national law on 25 March 2020. In view of the COVID-19 pandemic, the EU Council adopted on 24 June 2020 the possibility to postpone the initial notification dates of the declarations by 6 months. Consequently, in Luxembourg, the initial date of effect of the DAC 6 Directive of 1 July 2020 has been replaced by the date of 1 January 2021.

The primary objective of the DAC 6 Directive is to ensure that Member States obtain information on "potentially aggressive" cross-border tax arrangements, i.e. arrangements which are set up in different jurisdictions which allow taxable profits to be shifted to more favourable tax regimes or which have the effect of reducing the taxpayer's overall tax base.

As a result, from 1 January 2021, any intermediary (i.e. any person who designs, markets or organises a reportable cross-border device, makes it available for implementation or manages its implementation (Article 3(21)) is obliged to notify, by way of a declaration, within 30 days of the first steps in the implementation of the structure, any potentially aggressive cross-border arrangement, according to the identified hallmark (i.e. a characteristic or feature of a cross-border device that indicates a potential risk of tax evasion, [...] (Article 3(20)).

The Management Company is a potential intermediary within the meaning of DAC 6 andmay be required to report cross-border arrangements that have one or more hallmarks.

The DAC 6 Directive applies to any arrangement implemented on or after 25 June 2018, dateon which the Directive came into force.

As a transitional measure, where the first step for the implementation of a cross-border arrangement was taken between 25 June 2018 and 30 June 2020 and between 1 July 2020
and 31 December 2020, such arrangement had to be declared by 28 February 2021 and 31 January 2021 respectively at the latest.

Shareholders, as taxpayers, are likely to be secondarily responsible for the reporting of cross-border arrangements falling within the scope of the DAC 6 Directive and should therefore consult their tax advisors for further information.

** ** ** **

The above provisions are based on current law and practices and are subject to change. Theyare not exhaustive and do not constitute legal or tax advice.

The Fund recommends to potential shareholders that they should obtain information and, if necessary, advice regarding the laws and regulations applying to the subscription, purchase, holding, redemption and sale of Shares in their country of origin, residence or domicile.

XVII. GENERAL INFORMATION

1. Corporate Information

The Fund was incorporated for an unlimited period of time on 23 May 2022 and is governed by the Law of 1915 and by the Law of 2010.

The registered office of the Fund is established at 12, rue Eugène Ruppert, L-2453 Luxembourg.

The Fund is recorded at the Luxembourg Trade and Company Register ("*Registre de Commerce et des Sociétés*") under the number B267909.

The Articles have been published in the *Recueil Electronique des Sociétés et Associations ("RESA")* of 27 May 2022, and have been filed with the *Luxembourg Business Register*. Any interested person may inspect these documents at the Luxembourg Business Registers website www.lbr.lu. Copies of the updated Articles are available, free of charge and on request, at the registered office of the Fund.

The minimum capital of the Fund as provided by law, which must be achieved within 6 months from the date on which the Fund has been authorized as an undertaking for collective investment under Luxembourg law, is EUR 1,250,000. The capital of the Fund is represented by fully paid-up Shares of no par value. The initial capital of the Fund has been set at EUR 30,000 divided into 300 fully paid-up Shares of no par value.

The Fund is open-ended which means that it may, at any time on the request of the shareholders, redeem its Shares at prices based on the applicable Net Asset Value per Share of the relevant Sub-Fund.

In accordance with the Articles, the Board of Directors may issue Shares in each Sub-Fund. A separate portfolio 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 Fund is an"umbrella fund" enabling investors to choose between one or more investment objectivesby investing in one or more Sub-Funds.

The Board of Directors of the Fund may from time to time decide to create further Sub- Funds; in that event, the Prospectus will be updated and amended so as to include detailed information on the new Sub-Funds.

The share capital of the Fund will be equal, at any time, to the total value of the net assets ofall the Sub-Funds.

The Articles, at article 10, contain provisions enabling the Fund to restrict or prevent the ownership of Shares by U.S. persons.

2. Meetings of, and Reports to, shareholders

The convocation of shareholders to attend the general meetings will be conducted accordingto the forms and delays described in Luxembourg law and the Articles of Association of the Fund. Such notices will indicate the time and place of the general meeting and the conditions of admission, the agenda and the requirements of Luxembourg law regarding the necessary quorum and majority.
If the Articles are amended, such amendments shall be filed with the Luxembourg Trade and Company Register and published in the *RESA*.

The Fund publishes annually a detailed audited report on its activities and on the management of its assets; such report shall include, inter alia, the combined accounts relating to all the Sub-Funds, a detailed description of the assets of each Sub-Fund and a report from the Auditors. The first audited annual report will be as of 31 December 2022.

The Fund shall further publish semi-annual unaudited reports, including, inter alia, a description of the investments underlying the portfolio of each Sub-Fund and the number of Shares issued and redeemed since the last publication. The first unaudited semi-annual report will be as of 30 June 2023.

The aforementioned documents will be available within four months for the annual reports and two months for the semi-annual reports of the date thereof and copies may be obtainedfree of charge by any person at the registered office of the Fund.

The accounting year of the Fund commences on the first of January and terminates on the thirty first of December of the same year.

The annual general meeting shall be held within four months of the end of each accounting year in accordance with Luxembourg law in Luxembourg City at the Fund's registered office or any other address in the Grand Duchy of Luxembourg, at a place specified in the convening notice.

The shareholders of any Sub-Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund.

Subject to complying with the conditions stipulated in laws and regulations in force in Luxembourg, notices convening general meetings of shareholders may specify that the applicable quorum and majority shall be determined by reference to the shares issued and incirculation on a certain date and time preceding the general meeting (the "Registration Date"), it being understood that the right of a shareholder to participate in the general meeting of shareholders and the voting rights attached to the shareholder's share(s) shall be determined according to the number of shares held by the shareholder on the Registration Date.

The combined accounts of the Fund shall be maintained in EUR being the currency of the share capital, and prepared in accordance with the Luxembourg Generally Accepted Accounting Principles. The financial statements relating to the various separate Sub-Funds shall also be expressed in the relevant Reference Currency for the classes of Shares or Sub-Funds.

3. Dissolution and Liquidation of the Fund

a. Introduction

The Fund may be dissolved on a compulsory or voluntary basis.

The Fund shall, after the dissolution, be deemed to exist for the purpose of liquidation. In case of a voluntary liquidation, the Fund remains subject to the supervision of the CSSF.

After the close of liquidation, the sums and assets not claimed by a shareholder will be deposited in escrow at the *Caisse de Consignation* on behalf of the persons entitled thereto. Amounts not claimed from escrow within the statute of limitation period shall be liable to beforfeited in accordance with the provisions of Luxembourg law.

b. Voluntary liquidation

Should the Fund be voluntarily liquidated, its liquidation will be carried out in accordance with the provisions of the Law of 2010 and the Law of 1915. Such laws specify the procedure to be followed and the steps to be taken.

The Fund may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements applicable for amendments to the Articles.

Moreover, if the capital of the Fund falls below two-thirds of the minimum capital, i.e. currently EUR 1,250,000 the Board of Directors must submit the question of the dissolution of the Fund to the general meeting of shareholders for which no quorum will be requiredand which will decide by a simple majority of the shares represented at the meeting. If the capital of the Fund falls below one quarter of the required minimum, the Board of Directors must submit the question of the dissolution of the Fund to the general meeting of shareholders for which no quorum will be required; dissolution may be decided by the shareholders holding one quarter of the shares represented at the meeting. The meeting must be convened so that it is held within a period of forty days as from ascertainment that the net assets have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

Liquidation shall be carried out by one or several liquidators who may be physical persons or legal entities duly approved by the CSSF and appointed by the general meeting of shareholders which shall determine their powers and their compensation.

c. Compulsory liquidation

Should the Fund be compulsorily liquidated, its liquidation will be carried out exclusively in accordance with the provisions of the Law of 2010. Such law specifies the procedure to be followed and the steps to be taken.

4. Closure of Sub-Funds and/or Classes

In the event that for any reason the value of the net assets in any Sub-Fund or Class has decreased to an amount determined by the Board of Directors to be the minimum level for such Class to be operated in an economically efficient manner, or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would have material adverse consequences on the investments of that Sub-Fund or Class or in order to proceed to an economic rationalization, the Board of Directors may decide to compulsorily redeem all the Shares issued in such Sub-Fund or Class at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses) calculated on the Valuation Day at which such decision shall take effect. The Fund shall serve a notice to the holders of the relevant Shares at least thirty days prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of the redemption operations: registered holders shall be notified in writing. Unless it is otherwise decided in the interests of, or to keep equal treatment between the shareholders, the shareholders of the Sub-Fund or Class concerned may continue to request redemption or conversion of their Shares free of charge (but taking into account actual realization prices of investments and realization expenses) prior to the effective date for the compulsory redemption.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the Depositary for a period of nine months thereafter; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

All redeemed Shares may be cancelled.

5. Mergers of the Fund and/or Sub-Funds

a. Merger decided by the Board of Directors

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the Fund or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders, as follows:

Merger of the Fund

The Board of Directors may decide to proceed with a merger of the Fund, either as receivingor absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the "**New UCITS**"); or
- a sub-fund thereof,

and, as appropriate, to redesignate the Shares of the Fund as shares of this New UCITS, or ofthe relevant sub-fund thereof as applicable.

In case the Fund is the receiving UCITS (within the meaning of the Law of 2010), solely the Board of Directors will decide on the merger and effective date thereof.

In case the Fund involved in a merger is the absorbed UCITS (within the meaning of the Law of 2010), and hence ceases to exist, the general meeting of the shareholders has to approve, and decide on the effective date of such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes cast at such meeting.

Merger of the Sub-Funds

The Board of Directors may decide to proceed with a merger of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing Sub-Fund within the Fund or another sub-fund within a New UCITS(the "**New Sub-Fund**"); or
- a New UCITS,

and, as appropriate, to redesignate the Shares of the Sub-Fund concerned as shares of theNew UCITS, or of the New Sub-Fund as applicable.

b. Merger decided by the Shareholders

Notwithstanding the provisions under section above "Merger decided by the Board of Directors", the general meeting of shareholders may decide to proceed with a merger (within the meaning of the Law of 2010) of the Fund or of one of the Sub-Funds, either as receiving or absorbed UCITS or Sub-Fund, subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the shareholders, as follows:

Merger of the Fund

The general meeting of the Shareholders may decide to proceed with a merger of the Fund, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a new sub-fund thereof.

The merger decision shall be adopted by the general meeting of shareholders with (a) a presence quorum requirement of at least one half of the share capital of the Fund; and (b) a majority requirement of at least two-thirds of the votes validly cast.

Merger of the Sub-Funds

The general meeting of the shareholders of a Sub-Fund may also decide to proceed with a merger of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with (a) a presence quorum requirement of at least one half of the share capital of the Fund; and (b) a majority requirement of at least two-thirds of the votes validly cast.

c. Rights of the shareholders and costs

In all the merger cases under sections above, the shareholders will in any case be entitled to request, without any charge other than those retained by the Fund or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their shares, or, where possible, to convert them into units or shares of another UCITS pursuing a similar investment policy and managed by the management company or by any other company with which the management company is linked by common management or control, or by substantial director indirect holding, in accordance with the provisions of the Law of 2010.

Any cost associated with the preparation and the completion of the merger shall neither be charged to the Fund nor to its shareholders.

6. Amendments to the rights attached to Classes of Shares

In the event that for any reason the value of the net assets of any Class of Shares within a Sub-Fund has decreased to, or has not reached, an amount determined by the Board of Directors to be the minimum level for such Class to be operated in an economically efficient manner or in order to proceed to an economic rationalization, the Board of Directors may decide to amend the rights attached to any Class of Shares so as to include them in anyother existing Class of Shares and redesignate the Shares of the Class or Classes concernedas Shares of another Class. Such decision will be subject to the right of the relevant shareholders to request, without any charges, the redemption of their Shares or, where possible, the conversion of those Shares into Shares of other Classes within the same Sub- Fund or into Shares of same or other Classes within another Sub-Fund.

PART B: SUB-FUND INFORMATION

1. Name

The name of the Sub-Fund is "**Atlas Responsible L/S Opportunities Fund**" (hereafter referred to as the"Sub-Fund").

2. Specific Investment Policy and Investment Restrictions

INFORMATION ABOUT THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS IS AVAILABLE IN THE ANNEX TO THIS PROPSECTUS ON PAGE 63.

Investment Objective

The investment objective of the Sub-Fund is to achieve, over the recommended holding period, a positive absolute return irrespective of market movements by following an active equity long/short investment strategy.

The Sub-Fund invests in issuers that aim to have tangible positive impact through their products, processes and services, and participate to the realization of Atlas Sustainable Investment Goals (as defined below), in line with the United Nations Sustainable Development Goals.

The Sub-Fund has reduction in carbon emissions as a transversal objective, and therefore invests in issuers that aim to align with the long-term global warming trajectory of the Paris Agreement adopted under the United Nations Framework Convention on Climate Change EU on 5 October 2016 (hereafter referred to as the "Paris Agreement").

Reference indicator

The Sub-Fund's objective is to achieve absolute performance and no benchmark will be used to achieve its investment objective. As such, the Sub-Fund does not seek to follow or replicate the performance of a benchmark.

Investment Strategy

The Long/Short equity investment strategy will combine:

- Long equity exposure through direct long positions on the equity markets or through synthetic positions with the use of over-the-counter contracts for difference (CFD),
- Short equity exposure through synthetic positions with the use of CFDs or single name listed options, and
- Hedging instruments to manage the global exposure of the portfolio through listed equity index futures and options (single name or indices), as well as spots and forex forwards.

Issuers are incorporated under the laws of, and/or have their registered office in, and/or derive the predominant part of their economic activity from developed markets (as defined by MSCI). Up to 10% of the Sub-Fund's net assets may be invested in issuers outside of the developed markets.

Except the above-mentioned geographical criteria and investment universe specified here below, the choice of investments will neither be limited by an economic sector nor in terms of currencies in which investments will be denominated.

100% of the Sub-Fund's:

- direct long equity positions will be aligned within Atlas Sustainable Investment Goals, and
- long equity exposure will go through a climate filter so that the Investment Manager can build a portfolio made of companies with a trajectory aligned with Paris Agreement.

Rigorous fundamental due diligence and risk management are at the core of the Investment Manager's strategy and allow a concentrated approach to Sub-Fund's portfolio construction. Investment opportunities are thoroughly researched with particular emphasis given to the assessment of fundamental value, management quality, corporate governance and to the development of an impact thesis.

Risk management plays a critical role in the investment strategy and is performed both at individual position level and at the broader portfolio level to address areas of unwanted risk exposure and manage the general portfolio's performance and volatility across market cycles.

The Sub Fund's investment strategy is of a bottom-up, fundamental nature. Macro views are a driver of investments to a limited extent, though they are generally an important driver of hedging decisions and general portfolio risk mitigation decisions.

Past performance is no guarantee of future performance. No assurance can be given that the objectives of the investment policy will be achieved.

Definition of the investment universe:

The Investment Manager only selects issuers that contribute to Atlas Sustainable Investment Goals, aligned with the United Nations Sustainable Development Goals and defined as follow (hereafter referred to as the "Atlas Sustainable Investment Goals"):

1. **Clean Mobility:** Integrate renewable energy and e-mobility in the future of transportation;
2. **Energy Transition**: Transform the global energy sector from fossil-based to zero-carbon;
3. **Financial Inclusion**: Provide access to responsible and affordable financial products and services;
4. **Health & Wellness**: Pursue physical and emotional well-being;
5. **Knowledge & Education**: Facilitate access to education, skills, and training for all;
6. **Resource Efficiency**: Manage materials and resources to minimize waste, improve circularity and protect natural capital and biodiversity;
7. **Responsible Consumption**: Offer products and services which have a positive social impact, minimise impact on the environment or enhance circular economy;
8. **Smart Cities**: Leverage data and technology to create efficiencies, reduce pollution, and enhance quality of life in urban areas;
9. **Sustainable Food**: Produce and distribute safe and healthy food, made from sustainable agriculture;
10. **Tech for Good**: Use technology to address social, economic, and environmental challenges while fostering collaboration; and,
11. **Water Conservation**: Protect water resources and reduce water usage while preserving quality of water.

Issuers can be defined as contributors to Atlas Sustainable Investment Goals if they:

- Contribute by nature to the ecological transition or to social progress through the products, processes and services they sell, and
- Are environmental and/or social leaders in their business practices on the most material issues for their activity.

In addition, their contributions must:

- Be substantial,
- Not significantly harm other environmental objectives (DNSH),
- Be exercised in compliance with a minimum of human and labour rights guarantees (in accordance with the below Social performance indicator).

The Sub-Fund's investment strategy relies on the Investment Manager's proprietary ratings, based on extra-financial data provided by external data providers to identify companies that contribute positively to solving sustainability issues in each sector. An initial ESG filter selects the "Best in Class" companies for each theme and is complemented by a climate filter. The Investment Manager intends to build a low-carbon portfolio, with a maximum of companies' climate trajectories aligned with the Paris Agreement.

The Investment Manager's proprietary rating ensures that a minimum performance threshold is achieved on the main environmental dimensions (climate, energy, water, waste, biodiversity) to comply with the Do No Significant Harm principle, when relevant extra-financial data is available.

When extra-financial data is not readily available to perform rigorous analysis on a specific issuer, the issuer is subject to further scrutiny and will be screened out, in case any specific ESG risk is found.

Following the initial ESG data filters, in-depth qualitative analysis of the company's ESG strategy and the impact of their business model is conducted by the Investment Manager using human judgement to go beyond extra-financial data. In particular, emphasis is placed on the analysis of the ability of a company's products and services to bring sustainability solutions to its sector and have a positive impact.

Performance indicators covering environmental, social and corporate governance dimensions, are analyzed including but not limited to:

- **Environment**: greenhouse gas emissions; water and energy performance; waste management; impact on biodiversity.
- **Social**: health and safety; compensation policy; inclusion and diversity policies, respect for human rights in workplace and value chains.
- **Governance**: remuneration policies; tax policies; composition of governance bodies; business ethics and non-violation of the UN Global Compact Principles and OECD Guidelines for Multinationals.

Several activities are excluded from the investment universe as they do not inherently contribute to the achievement of Atlas Sustainable Investment Goals. Companies in the following sectors considered as controversial due to their negative environmental and/or social impact are de facto excluded from the Sub-Fund's investment universe:

- **Energy**: fossil fuels, thermal coal, oil sands and Arctic drilling ,
- **Health and addiction**: Tobacco & Cannabis, alcohol, gambling,
- **Agriculture**: non- sustainable palm oil, agrochemicals,
- **Human Rights**: pornography, controversial weapons, controversial medical practices, and
- **Business Ethics**: violations of the UN Global Compact Principles and OECD Multinational Guidelines.

The detailed exclusion list as well as relevant revenue thresholds (sector by sector)are detailed in "Atlas Responsible Investment Charter", available on www.atlasinvest.info /regulatory-information/.

<u>Investment categories:</u>

Long positions fall within three categories of "ESG leaders":

- **Pioneers** are large and mature companies which have historically paved the way on sustainability in their industry and are leading the transformation of their sector. These companies have early adopted ESG in their business practices and are pioneering innovation to adapt their products, processes and/or services to social and environmental needs.
- **Enablers** are companies which enable large corporates' transformation by solving some of their value chain challenges: B2B, innovative and often sustainability-native. Enablers provide business solutions for major companies to solve some social or environmental challenges of their value chains.
- **Disruptors** are companies which have developed new business models: sustainable by design, challenging existing consumption and production models with disruptive innovation addressing major sustainability stakes. Disruptors are often recently listed companies which address new consumption of production needs and are creating new markets. Purpose is embedded in their products, services or processes.

Short positions fall within three categories of "ESG Laggards":

- Companies with activities from Atlas exclusion universe, which by definition do not contribute to the Sustainable Investment Goals;
- Companies which fall in the bottom 25% of Atlas ESG internal scoring system, and/or for which no credible transition path is foreseen;

- Companies with major social, governance or environmental controversies (either current or upcoming).

Under normal market conditions, the Sub-Fund's equity exposure will at all times represent at least 50% of the Sub-Fund's gross assets value. The Investment Manager aims to screen 100% of investments on the long side to be « sustainable » with a best-in-class ESG score on the Sustainable Investment Goal to which they contribute, which takes into account the materiality of the main ESG stakes of the related industry.

Cash Management:

The investment strategy and the use of CFDs to build exposure to the equity markets may lead to the Sub-Fund being invested in eligible assets other that those referred to in the core policy, such as debt instruments (such as those issued by state issuers, green bonds, money market instruments, and/ or time deposits). The allocation will be done either directly or indirectly (up to 10% of the Sub-Fund's net assets) through other UCITS and/or UCIs, including UCITS/UCIs which are established as Exchange Traded Funds, whose investment policy is in line with that of the Sub-Fund.

Initial and variation margins relating to financial derivative instruments will be considered as collateral received or posted.

Ancillary liquid assets (i.e. bank deposits at sight) will be limited to 20% of the Sub-Fund's net assets. This limit shall only be temporarily waived, upon decision of the Board of Directors, for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such waiving is justified having regard to the interests of the investors.
Up to 100% of the Sub-Fund's net assets may be invested in negotiable debt securities and money market instruments, under very specific market conditions such as the 2008 Lehman Brothers bankruptcy. The Sub-Fund is not intended to be exposed to credit risk. It may invest in investment grade public debt securities denominated in Euro (e.g. treasury bills issued by European states whose default risk is considered the lowest by the Investment Manager).

Vote and engagement:

Voting and shareholder engagement is considered by the Sub-Fund as an additional impact lever. This commitment can be expressed through:

- **Dialogue**, to encourage management to make progress on specific ESG concerns, through Atlas constructivist approach. Atlas team can engage with companies either alone or by building coalitions, or by participating in investor campaigns on targeted ESG issues, such as climate action or human rights.
- **Vote**, through the exercise of voting rights at annual general assemblies.

The Sub-fund's approach is described in the Voting and Shareholder Engagement Policy available on www.atlasinvest.info /regulatory-information/. Investor's attention is drawn to the fact that active voting can and will be only performed on long direct equity position.

Impact reporting:

The impact performance of the Sub-Fund is featured in an annual impact report reflecting the ESG quality of investments and the results of engagement actions re. its main environmental objective (climate change mitigation and adaptation). In particular the Investment Manager monitors the Sub-Fund's overall ESG scores as well as its carbon footprint, the percentage of portfolio alignment with Paris Agreement trajectory and the average portfolio temperature.

The Sub-Fund sets performance indicators for its impact report in relation to the six environmental objectives related to Article 9 of the European Taxonomy Regulation (i.e. Regulation (EU) 2020/852), namely: climate change mitigation; climate change adaptation; sustainable use and protection of water and marine resources; transition to a circular economy; prevention and reduction of pollution; protection and restoration of biodiversity and ecosystems (the last four not being defined by the regulator as at the date of this Prospectus).

For the Sub-Fund, the environmental aspects making up these six environmental objectives are placed at the heart of the ESG analysis of issuers. This work to evaluate the contribution of issuers to the main environmental objectives, in particular the battle against climate change, requires a sector-based appraisal based on a heterogeneous data set and complex realities with multiple interdependencies. Investment Manager's ESG analysis also anticipated the entry into force of the criteria fixed by the EU and developed its own analysis framework, which will also rely on external expertise from established extra-financial data providers. This will enable a systematic evaluation of the contribution of an issuer's activities to various environmental objectives defined by the Investment Manager and in line with the European Taxonomy Regulation. Following publication of the technical criteria for the two environmental objectives linked to climate change in the European Taxonomy Regulation (i.e. mitigation and adaptation) by the group of experts created at the European level, the Investment Manager aims to integrate its criteria into its existing analysis framework. Such an analysis covering the entire scope of affected issuers is only possible with effective publication of certain data by these key issuers, allowing a detailed appraisal of their contribution to be made. But it should be noted that, at present, only a small number of companies in the world provide the minimum data required for a rigorous evaluation of their alignment with the European Taxonomy Regulation. As a result, the weakness of data enabling an accurate appraisal of the criteria enacted in the European Taxonomy Regulation means that it is still not possible to define a minimum percentage of alignment with the European Taxonomy Regulation for the Sub-Fund.

SFDR Classification:

The Sub-Fund strategy pursues sustainable investment objectives structured around the Sustainable Development Goals (with reduction in carbon emissions as a transversal objective) and is classified SFDR 9.

The "Do No Significant Harm" principle applies only to those investments underlying the Sub-Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

3. Global exposure

The Sub-Fund calculate its global exposure resulting from the use of financial derivative instruments on a commitment basis, thereby aggregating the market value of the equivalent position of underlying assets. The Sub-Fund will make use of financial derivative instruments in a manner not to materially alter the Sub-Fund's risk profile over what would be the case if financial derivative instruments were not used.

The Sub-Fund's global exposure shall not exceed 100% of its total net assets.

4. Risk Profile

The main investment risks the Sub-Fund is exposed to are:

- equity risk
- credit risk
- risk related to investments in other UCITS and UCIs
- liquidity risk
- risk related to discretionary management
- taxation risk
- counterparty risk
- currency risk
- derivatives risk
- durability risk

In addition, notwithstanding the case that short positions are only entered into via derivative financial instruments, short sales of securities are associated with the risk of a loss exceedingthe amount invested. Short-selling theoretically involves an unlimited risk of loss as there is no upper limit to the price increase of the relevant equity until the time the short position is cleared. A short sale can, for example, lead to a sudden substantial loss if a takeover bid is made for the company in question at a considerable premium to the market price of the stock.

For hedging purposes and to increase growth of the net assets of the Sub-Fund, the Sub- Fund may also use derivative financial instruments (“derivatives”) within the limits set out to Section (II) (F) of Part A. The above derivatives may be acquired if the underlying are securities or money-market instruments, financial indices, interest rates, exchange rates or currencies. The objective of this is to use derivative financial instruments to take advantage of fluctuations in the respective markets to optimise returns. For hedging purposes and to increase the growth in value of its net assets, the Sub-Fund may enter into transactions in options, financial futures, spots and forex forwards. In contrast with conventional securities, the leverage effect associated with such securities may have a substantially stronger effect - both positive and negative - on the value of the net assets of the respective Sub-Fund.

Financial futures that are used for a purpose other than hedging are also associated with significant opportunities and risks, as only a fraction of the contract value (margin) must be delivered immediately.

For a detailed analysis of the risks, please refer to section Risk Factors of Part A of the Prospectus.

No guarantee can be given that the Sub-Fund’s objective will be achieved and that investors will recover the amount of their initial investment.

5. Profile of targeted investors

The Sub-Fund is oriented towards investors sensible to responsible investing who aim at allocating capital in the economic development of companies with activities aligned with the UN Sustainable Development Goals and having their registered office or primary business activities in Developed Markets and who wish to benefit from the long-term earnings opportunities by investing in this Sub-Fund while accepting high price fluctuations. The recommended holding period should be at least five years.

6. Distribution Policy

Since the Sub-Fund’s principal investment objective is the capital growth, no dividend is expected to be paid to the shareholders.

However, the distribution of dividends may be proposed by the Board of Directors to the general meeting of shareholders at any time.

7. Form and classes of shares

I EUR	Denominated in EUR, open to all institutional investors (including professionals of the finance industry) approved by the Investment Manager
I USD	Denominated in USD, hedged against EUR, open to all institutional investors (including professionals of the finance industry) approved by the Investment Manager
I GBP	Denominated in CHF, hedged against EUR, open to all institutional investors (including professionals of the finance industry) approved by the Investment Manager
I CHF	Denominated in GBP, hedged against EUR, open to all institutional investors (including professionals of the finance industry) approved by the Investment Manager
R EUR	Denominated in EUR and open to all investors
R USD	Denominated in USD, hedged against EUR, open to all investors
R GBP	Denominated in CHF, hedged against EUR, open to all investors
R CHF	Denominated in GBP, hedged against EUR, open to all investors
P EUR	Denominated in EUR and open to Atlas Responsible Investors management team
P USD	Denominated in USD, hedged against EUR, open to Atlas Responsible Investors management team
P GBP	Denominated in GBP, hedged against EUR, open to Atlas Responsible Investors management team
P CHF	Denominated in CHF, hedged against EUR, open to Atlas Responsible Investors management team

Shares are issued in registered form only. Written confirmations of shareholding will be normally sent to shareholders within five Business Days following the relevant Valuation Day.

The Shares may not be offered for subscription by the Fund in certain countries where the Fund is registered for public distribution. In such cases, eligible investors wishing to subscribe for Shares which are not offered for subscription by the Fund may apply to the Registrar and Transfer Agent in Luxembourg in order to subscribe for the relevant class of shares.

I USD / R USD / P USD, I GBP / R GBP / P GBP and I CHF / R CHF / P CHF share classes, respectively denominated in USD, GBP, and CHF, are managed in such a way as to hedge them against the foreign exchange rate risk linked to the EUR currency. In this respect the hedging technique is performed by the Management Company and based on a periodic roll-over of forward agreements, under the supervision of the Board of Directors of the Fund.

For these hedged share classes, the Sub-Fund pays to the Management Company a hedging management fee in remuneration for its services with respect to its currency overlay program. Such fee is up to 0.01% per month and per concerned share class on the average net assets of each concerned share class during the relevant month. Such fee is payable quarterly.

8. ISIN Code

Classes of shares	ISIN
I EUR	LU2462472262
I USD	LU2480422141
I CHF	LU2480422570
I GBP	LU2480422653
R EUR	LU2462472346
R USD	LU2480422224
R CHF	LU2480422810
R GBP	LU2480422737
P EUR	LU2462472429
P USD	LU2480422497
P CHF	LU2480423032
P GBP	LU2480422901

9. Initial Subscription Period and Price

The Sub-Fund will be launched following to a decision of the Board of Directors.

10. Minimum Investment and holding requirement

The minimum initial investment and holding requirement per investor in the Sub-Fund is as follows:

Classes of shares	Initial subscription	Subsequent subscription	Holding requirement
I EUR	EUR 1,000,000	EUR 200,000	N/A
I USD	USD 1,000,000	USD 200,000	N/A
I CHF	CHF 1,000,000	CHF 200,000	N/A
I GBP	GBP 1,000,000	GBP 200,000	N/A
R EUR	EUR 100	EUR 100	N/A
R USD	USD 100	USD 100	N/A
R CHF	CHF 100	CHF 100	N/A
R GBP	GBP 100	GBP 100	N/A
P EUR	EUR 100,000	EUR 100,000	N/A
P USD	USD 100,000	USD 100,000	N/A
P CHF	CHF 100,000	CHF 100,000	N/A
P GBP	GBP 100,000	GBP 100,000	N/A

The Board of Directors may set and waive, at its sole discretion, the minimum initial subscription amounts, the minimum holding requirement and the minimum subsequent subscription amount, as set out above.

11. Subscriptions and Subscription Fee

After the Initial Subscription Period, the subscription price corresponds to the Net Asset Value per Share on the relevant Valuation Day. **No subscription fee** shall be levied.

In order to be dealt with on the basis of the Net Asset Value per Share established for a Valuation Day, duly completed and signed subscription forms must be received by the Registrar and Transfer Agent no later than noon, Luxembourg time, on the Business Day preceding such Valuation Day. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received by the Sub-Fund no later than 2 Business Days after the relevant NAV Calculation Day (as defined under point 14.) for the account of the Fund referencing the Sub- Fund.

The corresponding Shares will be issued only upon receipt of the payment.

12. Redemptions

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than noon, Luxembourg time, on the Business Day preceding such Valuation Day. Redemption requests received after this time and date will take effect on the next following Valuation Day.

The redemption price shall be the Net Asset Value per Share on the relevant Valuation Day. **No redemption fee** shall be levied.

The redemption price shall normally be paid 2 Business Days following the applicable NAV Calculation Day (as defined under point 14.).

13. Reference Currency

The Sub-Fund is denominated in EUR.

14. Frequency of the Net Asset Value calculation and Valuation Day

For the purpose of this Part B, Section 14, a Valuation Day means each Business Day.

For each Valuation Day, there is a corresponding Net Asset Value which is dated that Valuation Day and calculated and published on the next Business Day following that Valuation Day ("NAV Calculation Day") on the basis of the prices on that Valuation Day.

15. Investment Manager

In accordance with an agreement entered into with the Management Company in the presence of the Fund, terminable by either party giving not less than three months' prior notice to the other parties, ATLAS RESPONSIBLE INVESTORS SAS is acting as Investment Manager. ATLAS RESPONSIBLE INVESTORS SAS is a limited liability company incorporated under the laws of France and having its principal office at 89 rue du Faubourg Saint Honoré, 75008 Paris, France.

16. Summary of Fees:

<table>
<tr><th>Share Class name</th><th>Investment Manager Fee*</th><th>Performance fee</th><th>Management Company Fee**</th><th>Administrative Fee</th><th>Depositary Fee**</th></tr>
<tr><td>I EUR</td><td rowspan="4">Max. 1.50% p.a.</td><td rowspan="6">Yes, 20% (see below for details)</td><td rowspan="6">maximum 0.07% per annum, subject to a minimum annual fee of</td><td rowspan="6">maximum 0.05% per annum, subject to a minimum annual fee of €20,000 per Sub-Fund** +</td><td rowspan="6">Up to 0.055% of the Net Asset Value with a minimum</td></tr>
<tr><td>I USD</td></tr>
<tr><td>I CHF</td></tr>
<tr><td>I GBP</td></tr>
<tr><td>R EUR</td><td rowspan="2">Max. 2.25% p.a.</td></tr>
<tr><td>R USD</td></tr>
</table>

R CHF			€20,000 per Sub-Fund	annual fee of EUR 2,000 per active share class (starting with the fourth share class) + annual fee of EUR 2,000 for performance fee calculation	annual fee of EUR 10,000
R GBP					
P EUR	Max. 0.10% p.a.				
P USD					
P CHF					
P GBP					

** payable monthly in arrears and calculated daily on the average net assets of the Sub-Fund in the respective class of shares for the relevant month.*
*** payable quarterly in arrears and calculated daily on the average net assets of the Sub-Fund for the relevant quarter.*

In addition, the Investment Manager is entitled to receive from the net assets of the relevant Share Class of the relevant Sub-Fund a performance-based incentive fee (the "**Performance Fee**") based on a high-on-high model whereby the performance fee may only be charged if the Net Asset Value per Share (the "**NAV**") exceeds the NAV at which the performance fee was last crystallised.

The performance reference period, which is the period at the end of which the past losses can be reset, corresponds to the whole life of the Class. No reset of past losses for performance fees calculation purpose is foreseen.

The Performance Fee is calculated over a time period ("**Calculation Period**") which begins on the last Business Day of each calendar year (and, in the case of the first reference Period, the launch date of the relevant Class of Shares) and ends on the last Business Day of the following calendar year. The crystallisation frequency is yearly and occurs on the last Business Day of each calendar year. For Share Classes launched in the course of a Calculation Period, the first Calculation Period shall last at least 12 months and will end on the last Business Day of the following calendar year.

Throughout the Calculation Period, the Performance Fee is calculated and accrued separately per relevant Share Class within the Sub-fund on each Valuation Day, using the methodology described below.

For all classes the applicable performance fee rate is set to 20% of the difference between the NAV and the High Water Mark (as defined below) multiplied by the number of outstanding shares on the relevant Valuation Day. Performance fee is calculated after deducting all expenses and fees (to the exclusion of any accrued unpaid Performance Fee) and including subscriptions (subject to the below), redemptions and dividend distributions during the relevant Calculation Period.

In case of subscription, the Performance Fee calculation is adjusted to avoid that this subscription impacts the amount of performance fee accruals. To perform this adjustment, the performance of the relevant NAV against the High Water Mark until the Valuation Day applicable to the subscription date is not taken into account in the Performance Fee calculation. This adjustment amount is based on the product of the number of subscribed Shares by the positive difference between the NAV and the High Water Mark at the Valuation Day applicable to the subscription. This cumulated adjustment amount is used in the Performance Fee calculation until the end of the relevant Calculation Period and is adjusted in case of subsequent redemptions during the same period.

In relation to any relevant Share Class, a High Water Mark (the "**HWM**") is defined as the maximum between the following two figures:

- The last NAV on which a Performance Fee has been calculated at the end of a Calculation Period and;
- The launch price of each Share Class

The HWM will be decreased by the dividends paid to Shareholders.

Should during the Calculation Period, the relevant NAV fall below the HWM, and for as long as the relevant NAV remain below the HWM:

- any existing accrual is written-off,
- there will be no new accrual of Performance Fee.

At the end of the Calculation Period:

If an accrual for Performance Fees is accrued at the end of the Calculation Period in the statement of operations of any Class of Share, it becomes payable to the Investment Manager on such yearly basis. The **new HWM will be set** to the NAV of the Class of Share as of the end of the relevant Calculation Period, net of Performance Fees paid (as calculated on the same Valuation Day).

If no Performance Fees is accrued at the end of the Calculation Period in the statement of operations of any Class of Share, **no new HWM will be set** and the HWM shall remain the same for the next Calculation Period.

For the avoidance of doubt, no Performance Fee shall be accrued in case of negative performance.

If on any Valuation Day a Shareholder redeems its Shares, it will bear any accrued but yet unpaid Performance Fee relating to the proportion of redeemed Shares which **shall be definitely accrued and paid at the end of the Calculation Period** to the Investment Manager.

When a Share Class is closed (e.g. in case of full redemption, merger, liquidation, transfer), **any Performance Fee accrued as of the relevant Valuation Day will be paid** to the Investment Manager after the end the Calculation Period.

On termination date of any Investment Management Agreement with an Investment Manager entitled to a Performance Fee**, any Performance Fee accrued as of such termination date will be paid** to the Investment Manager.

Example (based on a performance fee rate of 20%):

	NAV before PF	**HWM per Share Class**	**NAV performance**	**PF**	**NAV after PF**
Year 1:	110,0	100,0	10,0%	2,0	108,0
Year 2:	105,0	108,0	-2,8%	0,0	105,0
Year 3:	113,0	108,0	4,6%	1,0	112,0

(PF = Performance Fee)

Year 1:
The NAV performance against the HWM is positive (10%), and generates a performance fee equal to 2. The HWM is set at 108 for the next Calculation Period.

Year 2:
The NAV performance against the HWM is negative (-2,8%), and no performance fee is calculated. The HWM remains unchanged.

Year 3:
The NAV performance against the HWM is positive (4,6%), and generates a performance fee equal to 1. The HWM is set at 112 for the next Calculation Period.

17. Listing on Stock Exchange

The Shares of the Sub-Fund will not be listed on the Luxembourg Stock Exchange.

18. Publication of the Net Asset Value per Share

The Net Asset Value per Share and the issue, redemption and conversion prices of the Shares of the Sub-Fund will be available at the registered office of the Fund will be available on Bloomberg, Morningstar or such other support, website or newspapers if so decided by the Directors.

19. Taxation

The Sub-Fund is liable to a tax of 0.05% or 0,01% per annum of its Net Asset Value (*taxe d'abonnement*) depending on the investors type, such tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Fund at the end of the relevant calendar quarter.

AVAILABLE DOCUMENTS

1. Available documents

Copies of the following documents may be obtained, free of charge, during usual business hours on any Business Day in Luxembourg at the registered office of the Fund and may also be consulted on www.dpas.lu and on www.atlasinvest.info :

(i) the Prospectus;
(ii) the KIIDs;
(iii) the latest published annual and semi-annual reports;
(iv) the Articles.

Subscription form may be obtained, free of charge from the Fund's registered office on request.

Information regarding procedure on clients' complaints handling and a brief description of the strategy put in place by the Management Company for determining when and how voting rights attached to instruments held in the Fund's portfolio are to be exercised, may be consulted from the Management Company's website www.dpas.lu.

The Management Company applies a remuneration policy (the « Policy ») within the meaning of article 111bis of the Law of 2010 and in accordance with the principles laid downin article 111ter of the Law of 2010.

The Policy aims among others to prevent risk taking which is incompatible with a sound and effective risk management, with the business strategy, the objectives, the values and the interests of the Management Company or the Fund, with the interests of the shareholders ofthe Fund, to avoid potential conflicts of interests and to decorrelate the decisions relating to control operations, from the performances obtained. The Policy includes an assessment of performance set in a multi-year framework appropriate to the holding period recommended to the investors of the Fund in order to ensure that the assessment process is based on the long-term performance of the Fund and its investment risks. The variable remuneration component is also based on a number of other qualitative and quantitative factors. The Policy contains an appropriate balance of fixed and variable components of the total remuneration.

This Policy is adopted by the board of directors of the Management Company, who is also responsible for its implementation and supervision. The Policy applies to any kind of benefit paid by the Management Company, as well as to any amount paid directly by the Fund itself, including performance fees (if any), and to any transfer of shares of the Fund, made in favour of a category of staff covered by the Policy.

The general principles of the Policy are reviewed by the board of directors of the Management Company at least annually and are based on the size of the Management Company and/or on the size of the UCITS it manages.

The details of the up-to-date Policy are available on the website www.dpas.lu. A hard copy will be made available free of charge upon request.

2. Official language

The official language of the Prospectus and of the Articles is English. However, the Board of Directors, the Depositary, the Domiciliary and Corporate Agent, the Administrative Agent, the Registrar and Transfer Agent may, on their own behalf and on behalf of the Fund, consider it essential that these documents be translated into the languages of the countries in which the Fund's shares are offered and sold. In case of any discrepancies between the English text and any other language into which the prospectus is translated, the English text will prevail.

INFORMATION ABOUT THE ENVIRONMENTAL OR SOCIAL CHARACTERISTICS OF THE SUB-FUND(S)

ANNEX III

Template pre-contractual disclosure for the financial products referred to in Article 9, paragraphs 1 to 4a, of Regulation (EU) 2019/2088 and Article 5, first paragraph, of Regulation (EU) 2020/852

Product name:
Atlas Responsible L/S Opportunities Fund

Legal entity identifier:
3912003XV6Y0QRX51C17

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Sustainable investment objective

Sustainable investment objective

☒ **Yes**	☐ **No**
☒ It will make a minimum of **sustainable investments with an environmental objective:**65%	☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments
☒ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☒ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☐ with a social objective
☒ It will make a minimum of **sustainable investments with a social objective:**15%	☐ It promotes E/S characteristics, but **will not make any sustainable investments**

All the long equity investments in the Sub-Fund pursue an enviromental or social objective in line with Atlas eleven sustainable investment goals. Given the nature of the long/short equity strategy, the Sub-Fund also uses financial instruments that do not qualify as sustainable investments as per the SFDR definition, such as hedging financial products and ancillary liquid assets. These instruments may represent up to 20% of the Sub-Fund net assets.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

What is the sustainable investment objective of this financial product?

The Sub-Fund invests in issuers that aim to have tangible positive impact through their products, processes and services, and participate to the realization of one or several of "Atlas Sustainable Investment Goals", in line with the United Nations Sustainable Development Goals.

The philosophy of the Investment Manager is based on the conviction that incorporating core sustainability trends in business models will unlock untapped growth opportunities, while contributing positively to transforming the current system towards a fairer and more sustainable capitalism.

The environmental objective of the Sub-Fund is to focus on climate change mitigation and climate change adaptation as stated in Article 9 or Regulation (EU) 2020/852.

The Sub-Fund has reduction in carbon emissions as a transversal objective and therefore aim to invest in issuers that align with the long-term global warming trajectory of the Paris Agreement adopted under the United Nations Framework Convention on Climate Change EU on October 5th 2016 (here after referred to as the "Paris Agreement").

No benchmark has been designated for the purpose of attaining the carbon emission objective. All holdings of the portfolio will be strictly monitored to assess their contribution to reducing carbon emissions in line with the Paris Agreement. The Investment Manager will rely on all available reliable information to cope with the request of the methodology as set out in the Commission Delegated Regulation (EU) 2020/2018.

To assess the climate trajectory of issuers, the Investment Manager uses a number of extra financial indicators related to climate such as for instance GHG emissions reduction targets, CDP ratings, SBTI assessments or MSCI Implied Temperature Rise. The Sub-Fund aims at investing, on the long side, in issuers that on an average basis have a climate trajectory in line with the Paris Agreement.

The social objective is to invest in issuers that contribute through their products and services to Atlas sustainable investment goals related to "Health and Wellness", "Financial Inclusion" and "Knowledge and Education".

In addition, for all issuers the Sub-Fund invest in we assess the commitment to human rights and to inclusion and diversity with selected key performance indicators.

In addition to the sustainable objective, the Sub-Fund also achieves a positive absolute return irrespective of market movements by following an active equity long/short investment strategy.

- ***What sustainability indicators are used to measure the attainment of the sustainable investment objective of this financial product?***

  The main sustainability indicators of this Sub-Fund are:

  1) Absolute reduction of GHG emissions scope 1+2 (target & annual performance)
  2) Intensity reduction of GHG emissions scope 1+2 (target & annual performance)
  3) When data available, scope 3 GHG emissions disclosure and target
  4) 2050 net zero targets (reduction targets milestones & net-zero trajectory)

  For Investments with a social objective, the Investment Manager assesses the products and services ability to answer a social need and have a positive impact on health, education, financial inclusion andaffordability of basic products and services.

  As a transversal social objective the Investment Manager assesses the issuers on their leaderhip on :

  - Commitments to human rights in the workplace and in the value chain;

  - Gender diversity in management.

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

- ***How do sustainable investments not cause significant harm to any environmental or social sustainable investment objective?***

The investment manager defines issuers as contributors to its Sustainable Investment Goals if they:

- Contribute by nature to the ecological transition or to social progress through the products and services they sell
- Are environmental and/or social leaders in their business practices on the most material issues for their business.

In addition, their contributions must be:

- Substantial
- Do No Significant Harm to other environmental objectives (DNSH)
- Exercised in compliance with a minimum of human and labour rights guarantees.

- *How have the indicators for adverse impacts on sustainability factors been taken into account*

Below is the list of the 14 mandatory PAI indicators taken into account in Atlas ESG Research phase. The Investment Manager will aim to report on each of the PAI if reliable data is available from the issuers.

- Climate and environmental indicators: GHG emissions (Scope 1, 2, 3 and total), Carbon footprint, GHG intensity of investee companies, Share of non-renewable energy consumption and production, Exposure to companies active in the fossil fuel sector, Share of non-renewable energy consumption and production, Energy consumption intensity per high impact climate sector, Activities negatively affecting biodiversity sensitive areas, Emissions to water, Hazardous waste ratio

1) Social and Governance indicators : Violations of UN Global Compact principles and OECD Guidelines for Multinational Enterprises, Lack of processes and compliance mechanisms to monitor compliance with UN Global Compact principles and OECD Guidelines for Multinational Enterprises, Unadjusted gender pay gap, Board gender diversity, Exposure to controversial weapons

Depending on the activity (services, products or processes) offered by the issuer, the industry it operates into, the Investment Manager will place more emphasis on the deemed more relevant or material PAI indicators as per the Sustainable Investment Goal aimed at, or on the contrary rule out some PAI indicators that could be irrelevant. The Sub-Fund having reduction in carbon emissions as a transversal objective, PAI indicators related to GHG emissions and carbon footprint will be taken into account in any case.

In addition to the 14 mandatory PAI indicators, the investment manager also considers water usage and recycling as an optionnal environmental PAI indicator and it considers lack of a supplier code of conduct as an optionnal social PAI indicator.

The Investment Manager addresses these adverse impacts by using several combined strategies including:

- Exclusion of companies that are involved in certain unsustainable activities (including Fossil Fuels and Controversial Weapons - see list of exclusion).
- Integrating sustainability risk ratings in our ESG proprietary scoring system and screening companies that do not live up to minimum standards based on international norms and conventions and/or companies (score and level of risk of controversy as per MSCI ESG research).
- Engaging with companies to discuss these adverse impacts so that they commit to improve corporate behavior and thus reduce the adverse impact.

- *How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights?*

  The Investment Manager pursues eleven "Sustainable Investment Goals" for the strategy of the Sub-Fund. The Investment Manager has defined an Investment Process that include, among other criterias, business ethics and human rights as fundamental criteria, and is strictly applied to the Sub-Fund. The existence of a Business Ethics policy and the commitment to the OECD Guidelines for Multinational Enterprises and to the UN Guiding Principles on Business and Human Rights is controled for each issuer. Controversies are constantly monitored and divestment will be considered would a severe controversy related to business ethics or human rights occur. The Investment Manager's Sustainable Investment Charter can be found at www.atlasinvest.info

Does this financial product consider principal adverse impacts on sustainability factors?

☒ Yes

The investment manager considers PAI, as listed above, in the initial phase of its investment process during the ESG Research. Each security will be analysed in order to make an impact thesis which is based on determining how adverse impacts may negatively affect the balance sheet of companies. The objective of the ESG research is to define an investable universe of sustainability leaders therefore companies with high risks on PAI are excluded from the investment universe.

☐ No

What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

Rigorous fundamental due diligence and risk management are at the core of the Investment Manager's strategy and allow a concentrated approach to Sub-Fund's portfolio construction. Investment opportunities are thoroughly researched with particular emphasis given to the assessment of fundamental value, management quality, corporate governance and to the development of an impact thesis.

The Sub-Fund's aims to provide direct long equity positions that contribute to "Atlas Sustainable Investment Goals" which are aligned with the United Nations Sustainable Development Goals and defined as follow:

1) Clean Mobility: Integrate renewable energy and e-mobility in the future of transportation;
2) Energy Transition: Transform the global energy sector from fossil-based to zero-carbon;
3) Financial Inclusion: Provide access to responsible and affordable financial products and services;
4) Health & Wellness: Pursue physical and emotional well-being;
5) Knowledge & Education: Facilitate access to education, skills, and training for all;
6) Resource Efficiency: Manage materials and resources to minimize waste, improve circularity and protect natural capital and biodiversity;
7) Responsible Consumption: Offer products and services which have a positive social impact, minimise impact on the environment or enhance circular economy;
8) Smart Cities: Leverage data and technology to create efficiencies, reduce pollution, and enhance quality of life in urban areas;
9) Sustainable Food: Produce and distribute safe and healthy food, made from sustainable agriculture;

10) Tech for Good: Use technology to address social, economic, and environmental challenges while fostering collaboration; and,

11) Water Conservation: Protect water resources and reduce water usage while preserving quality of water.

The Sub-Fund's investment strategy relies in the first ESG research phase on the Investment Manager's proprietary ratings, based on extra-financial data provided by external providers to identify companies that contribute positively to solving sustainability issues in each sector. The initial ESG filter selects the "Best in Class" companies for each theme and is complemented by a climate filter. The Investment Manager intends to build a portfolio, with a maximum of companies' climate trajectories aligned with the Paris Agreement.

The Investment Manager's proprietary rating ensures that a minimum performance threshold is achieved on the main environmental dimensions (climate, energy, water, waste, biodiversity) to comply with the Do No Significant Harm principle, when relevant extra-financial data is available.

When extra-financial data is not readily available to perform rigorous analysis on a specific issuer, the issuer is subject to further scrutiny and will be screened out, in case any specific ESG risk is found.

Following the initial ESG data filters, in-depth qualitative analysis of the company's ESG strategy and the impact of their business model is conducted by the Investment Manager using human judgement to go beyond extra-financial data. In particular, emphasis is placed on the analysis of the ability of a company's products and services to bring sustainability solutions to its sector and have a positive impact.

Performance indicators covering environmental, social and corporate governance dimensions, are analyzed including but not limited to:

- Environment: greenhouse gas emissions; water management, energy performance; waste management; impact on biodiversity.
- Social: health and safety; compensation policy; inclusion and diversity policies, respect for human rights in workplace and value chains.
- Governance: remuneration policies; tax policies; composition of governance bodies; business ethics and non-violation of the UN Global Compact Principles and OECD Guidelines for Multinationals.

Several activities are excluded from the investment universe as they do not inherently contribute to the achievement of Atlas Sustainable Investment Goals. Companies in the following sectors considered as controversial due to their negative environmental and/or social impact are de facto excluded from the Sub-Fund's investment universe:

- Energy: fossil fuels, thermal coal, oil sands and Arctic drilling ,
- Health and addiction: Tobacco & Cannabis, alcohol, gambling,
- Agriculture: non- sustainable palm oil, agrochemicals,
- Human Rights: pornography, controversial weapons, controversial medical practices, and
- Business Ethics: violations of the UN Global Compact Principles and OECD Multinational Guidelines.

● ***What are the binding elements of the investment strategy used to select the investments to attain the sustainable investment objective?***

All investments that do not pertain to the investment manager's exclusion policy (detailed just above) go through a two-phase ESG research:

A proprietary screening with an internal score based on extra financial data provided by external providers such as MSCI ESG and CDP.

Followed by a qualitative analysis based on human judgment on the company ESG performance -both in its business practices and through the impact of its business model - to select the companies which qualify as "best-in-class".

The outcome of our ESG research is an investment universe of securities which , contributes to Sustainable Investment Goal. An impact thesis is available for each company in the portfolio covering both its positive impact and potential PAI. The main binding elements of the strategy are the exclusion list and the investment manager's commitment to focus on the best-in-class companies within its investment universe on the long side.

From an environmental perspective, the Sub-Fund has reduction in carbon emissions as a transversal objective and therefore aim to invest in issuers that align with the long-term global warming trajectory of the Paris Agreement adopted under the United Nations Framework Convention on Climate Change EU on October 5th 2016.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- ***What is the policy to assess good governance practices of the investee companies?***

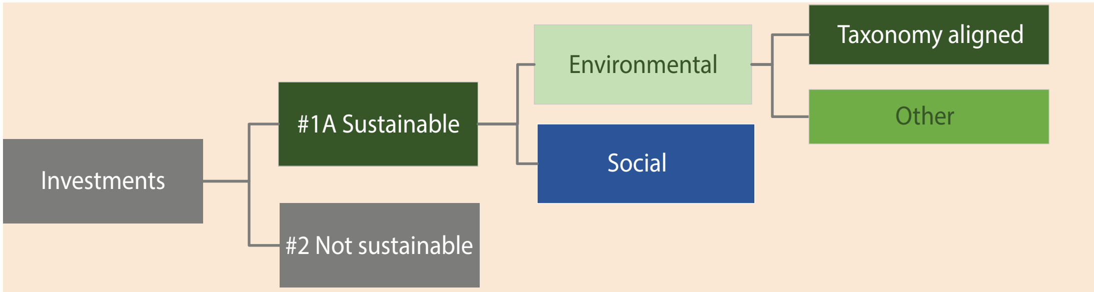
  All investments go through a two-phase ESG research. During the qualitative analysis, governance is assessed specifically on Board diversity, Board independence and ESG related executive remuneration. The investment manager also monitors the controversy level of investee companies and the existence of a Business Ethics policy and the commitment to the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights

Asset allocation describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

What is the asset allocation and the minimum share of sustainable investments?

All the long equity investments in the Sub-Fund pursue an enviromental or social objective in line with Atlas sustainable investment goals. Given the nature of the long/short equity strategy, the Sub-Fund also uses financial instruments that do not qualify as sustainable investments as per the SFDR definition, such as hedging financial products and ancillary liquid assets. These instruments may represent up to 20% of the Sub-Fund net assets. As a result, 80% of Atlas investments are sustainable as per the SFDR definition. Carbon emissions reduction is a transversal objective and extra financial indicators are used to assess alignment with Atlas' Sustainable Investment Goals. These investments could be split further into a minimum of 65% of investments with an environmental objective and 15% with a social objective, since we have three Sustainable Investment Goals with a higher focus on social dimensions (Health & Wellness, Knowledge & Education, Financial Inclusion).



1# Sustainable covers sustainable investments with environmental or social objectives.

2# Not Sustainable includes investments which do not qualify as sustainable investments.

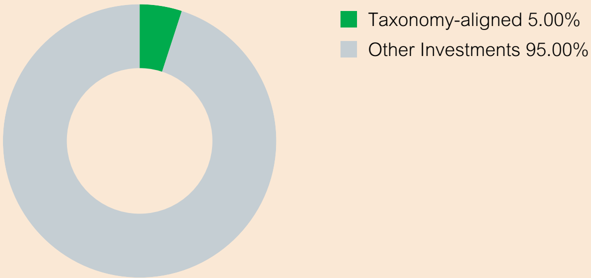
- ***How does the use of derivatives attain the sustainable investment objective?***

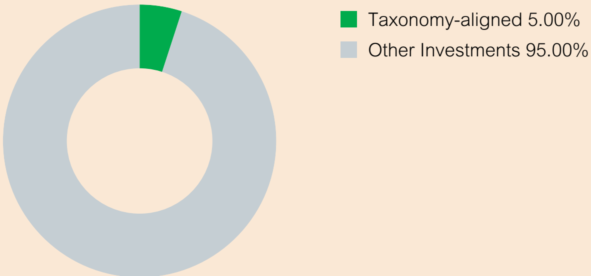
  Sustainable investments can be made directly using equity direct long positions or indirectly through synthetic positions with the use of over the counter instruments. The Investment manager will select whether to build an exposure to an issuer based on extra financial and financial criterion and the alignment of an issuer with or its capacity to reach one of its 11 Sustainable Investment Goals, and will then ultimately select the type of instrument best suited to invest.

  Additionally, derivatives can be used as a risk mitigation instrument and a way to enhance risk management to the ultimate benefit of investors in the fund. At any point in time, or at specific dates, depending on the derivative instrument used, derivatives can be unwound so as to get physical ownership of the underlying security, including voting rights. The use of derivatives therefore do not reduce our intentionality, yet allows for an optimal risk-management in line with our absolute returns strategy.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.





For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

What is the minimum share of investments in transitional and enabling activities

Due to the alignment of some investments of the portfolio with the Paris Agreement, a portion of the assets will be invested in transitional or enabling activities. No minimum share can be determined at this stage because of a lack of available and reliable information from companies.

Beyond the peculiarities linked to a long/short equity strategy (single name short exposures & hedging), more than 5% of revenues for our long equity holdings are aligned with the EU taxonomy.

are sustainable investments with an environmental objective that do not take into account the criteria for environmentally sustainable economic activities under the EU Taxonomy.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

All investments fit with the Atlas Sustainable Goals no matter whether they are aligned with the EU Taxonomy or not. Beyond the peculiarities linked to a long/short equity strategy (single name short exposures & hedging), more than 5% of revenues for the long equity holdings are aligned with the EU taxonomy.

Sustainable investments that are aligned with the EU Taxonomy (referred to in the table as "EU Taxonomy aligned") consist of investments in companies whose economic activities contribute substantially to the environmental objectives of climate change mitigation and/or adaptation as defined by the EU Taxonomy in accordance with the eligibility and technical screening criteria ("EU Taxonomy technical screening criteria").

In assessing the alignment with the EU Taxonomy of investee companies, the Investment Manager will rely on data provided by a third party provider, MSCI ESG.

In principle, the extent to which investments are investments in environmentally sustainable economic activities within the meaning of the EU Taxonomy is assessed through turnover. In addition, and where there is information published directly by the invested issuers, the Investment Manager may also rely on

The compliance of these investments with the requirements set out in Article 3 of the EU Taxonomy will not be subject to a guarantee provided by one or more auditors or a review by one or more auditors or a review by one or more third parties.

What is the minimum share of sustainable investments with a social objective?

The minimum share of sustainable investments with a social objective is 15%.

What investments are included under “#2 Not sustainable”, what is their purpose and are there any minimum environmental or social safeguards?

Instruments that will be used in the portfolio and qualified as “not sustainable” are cash management instruments (as defined in the “cash management” subsection of the prospectus : ancillary cash) and hedging instruments. The former are used in the cash management pocket and will mainly consist in collateral deposited with counterparts for the implementation of the long/short strategy. The hedging instruments are used as risk mitigation and to enhance risk management to comply with the overall long/short absolute return strategy of the Fund.

The counterparts used as custodian, prime brokers, banks go through a thorough selection process, that include an ESG evaluation of their environmental and social policies.

Is a specific index designated as a reference benchmark to meet the sustainable investment objective?

N/A

Sustainability indicators measure how the sustainable objectives of this financial product are attained.

Where can I find more product specific information online?

More product-specific information can be found on the website:

https://atlasinvest.info/responsible-approach/

https://atlasinvest.info/share/i-eur-lu2462472262/