

HALLEY SICAV

Société d'Investissement à Capital Variable
Luxembourg

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L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2013-04-04
Commission de Surveillance du Secteur Financier



Sub-Fund "HALLEY TOTAL RETURN"

Sub-Fund "HALLEY EUROPEAN EQUITIES"

Sub-Fund "HALLEY ACTIVE VALUE"

Sub-Fund "ALINEA GLOBAL"

Sub-Fund "HALLEY GLOBAL LOW"

Sub-Fund "HALLEY VFF GLOBAL CAPITAL"

Sub-Fund "HALLEY ANDANTE BALANCED"

Sub-Fund "HALLEY ASIAN PROSPERITY"

INTRODUCTION

HALLEY SICAV (the “Fund”) is a Luxembourg open-ended investment company established as a *société d’investissement à capital variable* (investment company with variable capital) formed as a *société anonyme* (public limited company) in accordance with the Luxembourg law of 17 December 2010 concerning undertakings for collective investment as may be amended from time to time (the “Law of 2010”).

The Fund is subject, in particular, to the provisions of Part I of the Law of 2010 which relate specifically to undertakings for collective investment in transferable securities as defined by the European Directive of 13 July 2009 (2009/65/EC) as may be amended from time to time.

The Fund is registered on the official list of undertakings for collective investment pursuant to the Law of 2010. However, such registration shall not, under any circumstances, be described in any way whatsoever as a positive assessment made by the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier* (the “CSSF”), of the quality of the shares offered for sale by the Fund (the “Shares”).

The Fund is offering Shares of one or several separate sub-funds (individually a “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 shall be 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.

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 are deemed to be an integral part of the Prospectus.

The Shares to be issued hereunder may be of several different classes or categories which relate to several separate Sub-Funds. 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”) or categories of Shares (individually a “Category”, collectively the “Categories”) whose assets will be invested jointly according to the Sub-Fund’s specific investment policy, but with specific features applicable to each Class or Category. Shares of the different Sub-Funds may be issued, redeemed and converted at prices computed on the basis of the net asset value per Share (the “Net Asset Value” or “NAV”) of the relevant Class, Category 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 Fund currently offers eight Sub-Funds:

- HALLEY TOTAL RETURN
- HALLEY EUROPEAN EQUITIES
- HALLEY ACTIVE VALUE
- ALINEA GLOBAL
- HALLEY GLOBAL LOW
- HALLEY VFF GLOBAL CAPITAL (“VFF” meaning Value Family Finance)
- HALLEY ANDANTE BALANCED
- HALLEY ASIAN PROSPERITY

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 or Categories.

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.

The distribution of the Prospectus and the offering of the Shares 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 Shares to inform himself or herself of and to observe all applicable laws and regulations of relevant jurisdictions.

The Shares have not been registered under the United States Securities Act of 1933, as amended (the “1933 Act”); they may therefore not be publicly offered or sold in the USA, or in any of its territories subject to its jurisdiction or to or for the benefit of a US Person as such expression is defined by Article 10 of the Articles and hereinafter. The Shares are not being offered in the USA, and may be so offered only pursuant to an exemption from registration under the 1933 Act, and have not been registered with the Securities and Exchange Commission or any state securities commission nor has the Fund been registered under the Investment Company Act of 1940, as amended (the “1940 Act”). No transfer or sale of the Shares shall be made unless, among other things, such transfer or sale is exempt from the registration requirement of the 1933 Act and any applicable state securities laws or is made pursuant to an effective registration statement under the 1933 Act and such state securities laws and would not result in the Fund becoming subject to registration or regulation under the 1940 Act. Shares may furthermore not be sold or held either directly by nor to the benefit of, among others, a citizen or resident of the USA, a partnership organized or existing in any state, territory or possession of the USA or other areas subject to its

jurisdiction, an estate or trust the income of which is subject to United States federal income tax regardless of its source, or any corporation or other entity organized under the laws of or existing in the USA or any state, territory or possession thereof or other areas subject to its jurisdiction (a "US Person"). All purchasers must certify that the beneficial owner of such Shares is not a US Person and is purchasing such Shares for its own account, for investment purposes only and not with a view towards resale thereof.

The Prospectus may not be delivered to "US Persons" or to any person who may not legally be able to receive it or in respect of whom a sales solicitation is unlawful (the "unauthorised persons").

The Board of Directors will demand the immediate refunding of the Shares bought or held by an unauthorised person, including by investors who would have become unauthorised persons after the acquisition of the Shares.

Shareholders shall notify the Fund and/or the Registrar and Transfer Agent i) if they become unauthorised persons or ii) if they hold Shares in the Fund in breach of the applicable laws and regulations, the Prospectus or the Articles, or iii) in any circumstances which may affect the taxation of and/or have legal and/or regulatory consequences for the Fund or the shareholders or which may otherwise have a negative impact on the Fund or the other shareholders.

The value of the Shares may fall as well as rise and a shareholder on transfer or redemption of Shares may not get back the amount he or she initially invested. Income from the Shares may fluctuate in money terms and changes in rates of exchange may cause the value of Shares to go up or down. The levels and basis of, and reliefs from, taxation may change. There can be no assurance that the investment objectives of the Fund will be achieved.

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

All references in the Prospectus to:

- "EUR", "Euro" or "euros" or "€" refer to the currency of the European Union Member States participating in the single currency;
- "Business Day" refer to any full day on which banks are open for business in Luxembourg.

Copies of the Prospectus can be obtained on the conditions indicated above from the Fund's registered office or from the Management Company's registered office.

Data protection

Certain personal data of investors (including, but not limited to, the name, address and invested amount of each investor) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Fund, the Management Company, the Custodian, the Administrative Agent, the Registrar and Transfer Agent, the Domiciliary Agent and any other person who provides services to the Fund from time to time and the financial intermediaries of such investors. In particular, such data may be processed for the purposes of account and distribution fee

administration, anti-money laundering and terrorism financing identification, maintaining the register of shareholders, processing subscription, redemption and conversion orders and payments of dividends to shareholders and to provide client-related services. Such information shall not be passed on to any unauthorised third persons.

The Fund may sub-contract to another entity (the "Processor") (such as the Administrative and/or the Registrar and Transfer Agent) the processing of personal data. The Fund undertakes not to transfer personal data to any third parties other than the Processor except if required by law or on the basis of a prior consent of the investors.

Each investor has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

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

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Société d'Investissement à Capital Variable
R.C.S. Luxembourg N° B 168353

Board of Directors:

Chairman

Mr. Hugo Pou Méndez, Chief Executive Officer,
Andorra Gestio Agricol Reig, S.A., Principality of
Andorra

Directors

Mr. José Moreira, Assistant Manager/Senior
Account Officer, International Private Banking,
Andbank Luxembourg S.A.

Mr. Didier Laloux, Senior Asset Manager, Andbank
Asset Management Luxembourg

Registered Office:

7A, rue Robert Stümper
L-2557 Luxembourg

Promoter:

Andbank Luxembourg
7A, rue Robert Stümper
L-2557 Luxembourg

Management Company:

Andbank Asset Management Luxembourg
7A, rue Robert Stümper
L-2557 Luxembourg

Domiciliary and Corporate Agent:

Andbank Asset Management Luxembourg
7A, rue Robert Stümper
L-2557 Luxembourg

Custodian and Paying Agent:

KBL European Private Bankers S.A.
43, boulevard Royal
L-2955 Luxembourg

Administrative Agent:

Adepa Asset Management S.A.
6A, rue Gabriel Lippmann
L-5365 Munsbach

Registrar and Transfer Agent:

Kredietrust Luxembourg S.A.
11, rue Aldringen
L-2960 Luxembourg

Auditors:

Deloitte Audit S.à r.l.
560, rue de Neudorf
L-2220 Luxembourg

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PART A - FUND INFORMATION

I. INVESTMENT OBJECTIVES, POLICIES AND RESTRICTIONS

A. General Provisions

1. The Fund's objectives

The Fund intends to offer its shareholders investments in a selection of negotiable securities and other eligible financial assets combining high growth potential and a high degree of liquidity. The choice of assets will not be limited either geographically or as regards either the types of negotiable securities and other eligible financial assets or the currencies in which they are expressed, except for any applicable investment restrictions. The investment policy and more particularly the duration of investments will be adjusted in line with the current political, economic, financial and monetary outlook at any given time.

2. The Fund's investment policy

The Fund intends to achieve the above objectives mainly by the active management of portfolios of eligible financial assets. In accordance with the conditions and limits set out in Sections B to D below, and in compliance with the investment policy of each Sub-Fund as defined in Part B of the Prospectus, the eligible financial assets may consist of transferable securities, money market instruments, units of UCITS and/or UCIs, bank deposits and/or financial derivative instruments.

Each Sub-Fund may (a) use financial derivative instruments for investment, hedging and efficient portfolio management 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 Part B of the Prospectus and the relevant Sections B to D below.

Each Sub-Fund shall ensure that its global exposure relating to financial derivative instruments does not exceed the total net value of its portfolio. Global exposure is a measure designed to limit the leverage generated by each Sub-Fund through the use of financial derivative instruments. The method retained by the Management Company in order to determine the global risk exposure of each Sub-Fund is set out for each Sub-Fund in Part B of the Prospectus.

Each Sub-Fund has a different investment policy in terms of the type and proportion of eligible financial assets and/or in terms of geographical, industrial or sectoral diversification.

The investment policies and structure applicable to the various Sub-Funds created by the Board of Directors are described hereinafter in Part B of the Prospectus.

3. The Fund's risk profile

Each Sub-Fund's assets are subject to market fluctuations and the risks inherent in any investment in financial assets.

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

The conditions and limits laid down in Sections B to D below are intended however to ensure a certain portfolio diversification so as to reduce such risks.

4. The Fund's risk management

The Management Company will employ a risk-management process which will enable it to monitor and measure at any time the risk of the positions of the Sub-Funds and their contribution to the overall risk profile of the Sub-Funds.

The method retained by the Management Company in order to determine the global risk exposure of each Sub-Fund is set out for each Sub-Fund in Part B of the Prospectus.

B. Eligible Financial Assets

The various Sub-Funds must invest exclusively in:

Transferable securities and money market instruments

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market as recognised by its home Member State and registered on the list of regulated markets published in the Official Journal of the European Union ("EU") or on its official website ("Regulated Market");
- b) transferable securities and money market instruments dealt in on another market in an EU Member State, which is regulated, operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-EU Member State or dealt in on another Regulated Market in a non-EU Member State;
- d) recently issued transferable securities and money market instruments, provided that (i) the issue terms and conditions include an undertaking that application will be made for admission to official listing on a stock exchange or on another Regulated Market and that (ii) such admission is secured within one year of issue at the latest;
- e) money market instruments other than those dealt in on a Regulated Market, provided that the issue or the issuer of these instruments is itself subject to regulations intended to protect investors and savings and that these instruments are:

- issued or guaranteed by a central, regional or local authority, by a central bank of an EU Member State, by the European Central Bank, by the EU or by the European Investment Bank, by a third State or, in the case of a Federal State, by one of the members composing the federation, or by an international public organisation to which one or more EU Member States belong; or
- issued by a company any securities of which are dealt in on the Regulated Markets referred to under points a), b) or c) above; or
- issued or guaranteed by an establishment subject to prudential supervision in accordance with the criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or
- issued by other entities belonging to the categories approved by the CSSF provided that the investments in these instruments are subject to investor protection rules which are equivalent to those set out in the first, second or third indents, and that the issuer is a company which has capital and reserves of at least ten million euros (EUR 10,000,000.-) and which draws up and publishes its annual accounts in accordance with Directive 78/660/EEC, is an entity which, within a group of companies including one or several listed companies, is dedicated to financing the group or is an entity which is dedicated to financing securitisation vehicles benefiting from a bank credit line.

Moreover, any Sub-Fund may invest its net assets up to 10% maximum in transferable securities and money market instruments other than those indicated under a) to e) above.

Units of undertakings for collective investment

- f) units of undertakings for collective investment in transferable securities (“UCITS”) authorised according to the Directive 2009/65/EC and/or other undertakings for collective investment (“UCIs”) within the meaning of article 1(2), first and second indents of the Directive 2009/65/EC, whether or not established in an EU Member State, provided that:
- such other UCIs are authorised in accordance with legislation stipulating that these undertakings are subject to a supervision that the CSSF considers as equivalent to that provided for by Community law and that there are sufficient guarantees of cooperation between the authorities;
 - the level of protection guaranteed to unitholders of such other UCIs is equivalent to that provided for UCITS unitholders and, in particular, that the rules relating to the segregation of assets, borrowing, loans and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
 - the activities of such other UCIs are reported in half-yearly and annual reports, which enable investors to assess their assets and liabilities, as well as the income and transactions for the period under review;

- the proportion of assets of the UCITS or these other UCIs, which it is planned to acquire which, in accordance with their instruments of incorporation, can be invested overall in units of other UCITS or other UCIs does not exceed 10%.

Deposits with credit institutions

- g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down by Community law.

Financial derivative instruments

- h) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market of the type referred to under points a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
 - the underlying consists of instruments described under points a) to g) above, financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to the investment objectives and policies applicable to the relevant Sub-Fund;
 - the counterparties to OTC derivatives transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and
 - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

The Fund may hold liquidities on an ancillary basis.

C. Investment Restrictions

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 of the Sub-Funds shall comply with the rules and restrictions laid down hereafter.

Transferable securities and money market instruments

1. The Fund shall not invest its net assets in transferable securities and money market instruments of the same issuer in a proportion which exceeds the limits set out below, it being understood that (i) these limits are to be respected within each Sub-Fund and that (ii) companies that are grouped together for account consolidation purposes are to be considered as a single entity for the purpose of calculating the limits described under points a) to e) below.

- a) A Sub-Fund may not invest more than 10% of its net assets in transferable securities or money market instruments issued by the same entity.

In addition, the total value of the transferable securities and money market instruments held by the Sub-Fund in issuers in which it invests more than 5% of its net assets shall not exceed 40% of the value of its net assets. This limit does not apply to deposits and OTC derivatives transactions made with financial institutions subject to prudential supervision.

- b) A Sub-Fund may invest cumulatively up to 20% of its net assets in transferable securities and money market instruments within the same group.
- c) The 10% limit referred to under point a) above may be increased to a maximum of 35% when the transferable securities or money market instruments are issued or guaranteed by an EU Member State, by its public local authorities, by a non-EU Member State or by public international bodies of which one or more EU Member States belong.
- d) The 10% limit referred to under point a) above may be increased to a maximum of 25% for certain bonds where they are issued by a credit institution having its registered office in an EU Member State and being subject by law, to specific public supervision intended to protect bondholders. In particular, the sums raised from the issue of those bonds must be invested, in accordance with the law, in assets which adequately cover, throughout the life of the bonds, the resultant obligations and allocated in priority to the repayment of the capital and the payment of accrued interest in the event of the issuer's bankruptcy. If a Sub-Fund invests more than 5% of its net assets in these bonds which are issued by the same issuer, the total value of these investments may not exceed 80% of the value of its net assets.
- e) The transferable securities and money market instruments referred to under points c) and d) above shall not be taken into consideration for the application of the 40% limit stipulated under point a) above.
- f) **By way of derogation, each Sub-Fund is authorised to invest, according to the principle of risk-spreading, up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by an EU Member State, by its local authorities, by a State which is a member of the OECD or by public international bodies of which one or more EU Member States are members.**

If a Sub-Fund avails itself of this last possibility, it must then hold securities belonging to at least six different issues and the securities belonging to the same issue may not account for more than 30% of its total assets.

- g) Without prejudice to the limits established under point 8. below, the 10% limit referred to under point a) above is increased to a maximum of 20% for investments in stocks and/or debt securities issued by the same entity, when the Sub-Fund's investment policy is to replicate the composition of a specific stock or debt security index that is recognised by the CSSF, 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 20% limit is increased to 35% when such is justified by exceptional market conditions, in particular in Regulated Markets where certain transferable securities or certain money market instruments are highly dominant. Investment up to this limit is authorised for only one issuer.

Deposits with credit institutions

2. The Fund may not invest more than 20% of the net assets of each Sub-Fund in deposits made with the same entity. Companies that are grouped together for account consolidation purposes are to be considered as a single entity for the purpose of calculating this limit.

Financial derivative instruments

3. a) The counterparty risk exposure in an OTC derivative transaction may not exceed 10% of the net assets of the Sub-Fund if the counterparty is one of the credit institutions referred to in Section B point g) above, or 5% of its net assets in all other cases.
- b) Investments in financial derivative instruments are authorised provided that, overall, the risks to which the underlying assets are exposed do not exceed the investment limits laid down under points 1. a) to e), 2., 3. a) above and 6. and 7. below. When the Fund invests in financial derivative instruments based on an index, such investments are not necessarily combined with the limits set out under points 1. a) to e), 2., 3. a) above and 6. and 7. below.
- c) When a transferable security or a money market instrument includes a financial derivative instrument, the latter must be taken into consideration for the application of the provisions set out under points 3. d) and 7. below, as well as for the assessment of the risks related to transactions in financial derivative instruments, so that the overall risk related to financial derivative instruments does not exceed the total net value of assets.
- d) Each Sub-Fund shall ensure that the overall risk related to financial derivative instruments does not exceed the total net value of its portfolio. The exposure is calculated by taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements, and the time available to liquidate the positions.

Units of undertakings for collective investment

4. a) The Fund may not invest more than 20% of the net assets in each Sub-Fund in units of a single UCITS or other UCI, such as defined in Section B point f) above.
- b) Investments in units of UCIs other than UCITS may not exceed in total 30% of the Sub-Fund's net assets.
- c) When a Sub-Fund invests in the units of other UCITS and/or other UCIs which 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 other UCIs.

To the extent that this UCITS or UCI is a legal entity with multiple compartments where the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured, each compartment is to be considered as a separate issuer for the application of the above risk-spreading rules.

When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of these latter do not have to be combined for the purposes of the calculation of the investment limits applicable to the Sub-Fund.

Shares of Sub-Funds of the Fund

5. Each Sub-Fund may subscribe, acquire and/or hold Shares issued or to be issued by one or more Sub-Funds of the Fund under the conditions however that:
 - The target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund; and
 - No more than 10% of the net assets of the target Sub-Funds may be invested in units of other UCITS or other UCIs; and
 - Voting rights attached to the relevant Shares are suspended for as long as they are held by the relevant Sub-Fund; and
 - In any event, for as long as these Shares are held by the 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 capital imposed by the 2010 Law; and
 - There is no duplication of management/subscription or redemption fees between those at the level of the Sub-Fund having invested in the target Sub-Fund, and this target Sub-Fund.

Combined limits

6. Notwithstanding the individual limits set under points 1. a), 2. and 3. a) above, a Sub-Fund shall not combine:
- investments in transferable securities or money market instruments issued by the same entity,
 - deposits made with the same entity, or
 - risks resulting from OTC derivatives transactions undertaken with that single entity,
- that exceed 20% of its net assets.
7. The limits stipulated under points 1. a), 1. c), 1. d), 2., 3. a) and 6. shall not be combined and, accordingly, investments in the same issuer made in accordance with points 1. a), 1. c), 1. d), 2., 3. a) and 6. may not, in any event, exceed in total 35% of the net assets of the relevant Sub-Fund.

Limits on control

8. a) The Fund may not acquire any shares carrying voting rights which would enable it to exercise a significant influence over the management of an issuer.
- b) The Fund shall not acquire more than 10% of the non-voting shares of any single issuer.
- c) The Fund shall not acquire more than 10% of the debt securities of any single issuer.
- d) The Fund shall not acquire more than 10% of the money market instruments of any single issuer.
- e) The Fund shall not acquire more than 25% of the units of any single UCITS or other UCI.

It is accepted that the limits stipulated under points 8. c) to e) above may be disregarded at the time of acquisition if, at that time, the gross amount of the debt securities or money market instruments, or the net amount of the instruments in issue, cannot be calculated.

The limits stipulated under points 8. a) to e) above do not apply in the case of:

- transferable securities and money market instruments issued or guaranteed by an EU Member State or by its local authorities;
- transferable securities and money market instruments issued or guaranteed by a non-EU Member State;
- transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;
- shares held in the capital of a company incorporated in a non-EU Member State, on condition that (i) the company in question invests its assets mainly in the securities of issuing bodies having their registered office in that State where, (ii) under the legislation of that State, such a holding represents the only way in which the Fund can

invest in the securities of issuing bodies of that State, and (iii) in its investment policy the company from the non-EU Member State complies with the rules on risk diversification, counterparties and control limits laid down in points 1. a), 1. c), 1. d), 2., 3. a), 4. a) and b), 6., 7. and 8. a) to e) above;

- shares held in the capital of subsidiary companies carrying on the business of management, advice or marketing exclusively on the Fund's behalf in the country where the subsidiary is established as regards to the redemption of units at the request of shareholders.

Borrowing

9. Each Sub-Fund is authorised to borrow up to 10% of its net assets provided that such borrowing is on a temporary basis. Each Sub-Fund may also acquire foreign currency by means of back-to-back loans.

Commitments under options contracts, purchases and sales of forward contracts are not considered as borrowing for the purpose of calculating this investment limit.

Finally, the Fund shall ensure that the investments of each Sub-Fund respect the following rules:

10. The Fund may not grant loans to or act as a guarantor for third parties. This restriction shall not prevent it from acquiring transferable securities, money market instruments or other financial instruments which are not fully paid.
11. The Fund may not carry out short sales on transferable securities, money market instruments, or other financial instruments as mentioned in Section B above.
12. The Fund may not acquire movable and immovable property unless such is essential for the direct pursuit of its activity.
13. The Fund may not acquire commodities, precious metals or even certificates representing them.
14. The Fund may not use its assets to guarantee securities.
15. The Fund may not issue warrants or other instruments entitling the holder to acquire Shares in the Fund.

Notwithstanding all the aforementioned provisions:

16. It is accepted that the limits stipulated previously may not be respected when exercising subscription rights in respect of transferable securities or money market instruments, which are part of the assets of the Sub-Fund concerned.

17. When the maximum percentages above are exceeded for reasons beyond the Fund's control or as a result of the exercise of subscription rights, the Fund must give priority when making sales to regularising the situation taking into account the interests of its shareholders.

While ensuring observance of the principle of risk spreading, each Sub-Fund may derogate to the limits set forth above for a period of six 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. Techniques and Instruments relating to transferable securities and money market instruments

Save as otherwise described in the investment policy of any Sub-Fund as specified in Part B of the Prospectus, the Fund may employ the techniques and instruments available in the context of securities investments for the purpose of efficient asset management such as securities lending and borrowing, repurchase agreements, reverse repurchase agreements and "réméré" transactions, under the conditions and within the limits laid down by law, regulation and administrative practice, and as described hereafter.

The risk exposure to a counterparty to securities lending and borrowing transactions, repurchase agreements, reverse repurchase agreements and "réméré" transactions shall be taken into account when calculating the combined limit of maximum 20% of the net assets of each Sub-Fund in a single issuer as set forth in Section C point (6) above. Each Sub-Fund may take into account a guarantee conforming to the requirements set out under Sub-Section 3 below in order to reduce the counterparty risk in securities lending and borrowing, in sales with right of repurchase and/or reverse repurchase and repurchase transactions.

1. Securities lending and borrowing

Each Sub-Fund may enter into securities lending and borrowing transactions subject to the following restrictions:

- Each Sub-Fund may only lend securities through a standardised lending system organised by a recognised clearing institution or through a financial institution that are subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in this type of transactions.
- Each borrower must also be subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law. In case the aforementioned financial institution acts on its own account, it is to be considered as counterparty in the securities lending agreement.
- As the Sub-Funds are open-ended, each Sub-Fund must be in a position to terminate outstanding loans and to recall securities lent out at all times. Should this not be the case, each Sub-Fund must ensure that securities lending transactions will be maintained at a level such that it is, at all times, able to meet its obligations to redeem Shares.

- Each Sub-Fund must receive, previously or simultaneously to the transfer of securities lent, a guarantee which complies with the requirements expressed under Sub-Section 3 below. At maturity of the securities lending transaction, the guarantee will be remitted simultaneously or subsequently to the restitution of the securities lent.
- Each Sub-Fund may borrow securities only under the following specific circumstances in connection with the settlement of a sale transaction: (a) during a period over which the securities have been sent out for re-registration; (b) when the securities have been loaned and not returned in time; and (c) to avoid a failed settlement when the Custodian fails to make delivery.

2. Repurchase agreements, reverse repurchase agreements and “réméré” transactions

- Each Sub-Fund may enter into “réméré” transactions which consist in the purchase and sale of securities with a clause reserving the seller the right to repurchase from the buyer the securities sold at a price and term specified by the two parties in a contract.
- Each Sub-Fund may enter into repurchase or reverse repurchase agreements which consist in the purchase and sale of securities with a simultaneous agreement to repurchase from the seller/buyer the securities sold at a price and term specified by the two parties in a contract.
- Each Sub-Fund may act either as buyer or seller in “réméré” transactions and repurchase or reverse repurchase agreements.
- Each Sub-Fund may only enter into “réméré” transactions and repurchase or reverse repurchase agreements with financial institutions subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by Community law and specialised in these types of transactions.
- Securities which are delivered to each Sub-Fund under a “réméré” transaction or a repurchase or reverse repurchase agreement may belong to any of the following categories of eligible assets:
 - a. Short-term bank certificates or money market instruments such as defined within the Directive 2007/16/EC, or
 - b. Bonds issued and/or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature, or
 - c. Bonds issued by non-governmental issuers offering an adequate liquidity, or
 - d. Units of other money-market UCIs, provided that their net asset value is calculated daily and that such investment funds have a triple-A rating or any other form of rating considered as equivalent, or
 - e. Equities admitted to official listing or negotiated on a Regulated Market of a EU Member State or on a stock exchange of a Member State of the OECD on the conditions that these equities are included in a main index.

- During the life of a “réméré” transaction, a repurchase or reverse repurchase agreement, and where the Sub-Fund acts as a buyer, it may not sell or pledge/give as guarantee the securities which are the object of the contract, either before the right to repurchase these securities has been exercised by the counterparty, or the term of the contract has expired.
- As the Sub-Funds are open-ended, each Sub-Fund must ensure that the value of purchased securities subject to a repurchase or a reverse repurchase obligation or under a “réméré” transaction will be maintained at a level such that is, at all times, able to meet its obligations to redeem Shares.
- Securities which are delivered to each Sub-Fund under a “réméré” transaction, a repurchase or reverse repurchase agreement must belong to one of the categories of assets eligible for investment by each Sub-Fund as per Section B above and Part B of the Prospectus. When complying with the investment restrictions defined under Section C above, each Sub-Fund will take into consideration securities held direct, by or through “réméré” transactions and repurchase or reverse repurchase agreements.

3. Collateral management

As part of securities lending transactions or when entering into “réméré” transactions or repurchase agreements and reverse repurchase agreements, each Sub-Fund must receive collateral, the value of which must be at least equal to the aggregate of the value of securities lent and of the counterparties’ risk exposure.

The collateral must be blocked in the favour of the Fund and must be given in the form of either:

- a. Liquid assets including cash, short-term bank certificates and money market instruments such as defined within the Directive 2007/16/EC, or
- b. Bonds issued and/or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings of a community, regional or worldwide nature, or
- c. Bonds issued or guaranteed by first-class issuers offering an adequate liquidity, or
- d. Equities admitted to official listing or negotiated on a Regulated Market of a EU Member State, Switzerland, Canada, Japan or the United States and which are included in a main index, or
- e. Units of other money-market UCIs, provided that their net asset value is calculated daily and that such investment funds have a triple-A rating or any other form of rating considered as equivalent, or
- f. Units of other UCITS, provided that such investment funds invest primarily in instruments listed under c. and d. hereabove.

The Fund reserves the right to re-invest the collateral received in the form of cash in any of the following assets:

- a. Short-term bank deposits, or
- b. Money market instruments such as defined within the Directive 2007/16/EC, or

- c. Short-term bonds issued and/or guaranteed by a EU Member State, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings of a community, regional or worldwide nature, or
- d. Bonds issued or guaranteed by first-class issuers offering an adequate liquidity, or
- e. Reverse repurchase agreement transactions as described hereabove, or
- f. Units of other money-market UCITS, provided that their net asset value is calculated daily and that such investment funds have a triple-A rating or any other form of rating considered as equivalent.

II. BOARD OF DIRECTORS

The Board of Directors has the broadest powers to act in any circumstances on behalf of the Fund, without prejudice of the powers expressly assigned by Luxembourg law to the shareholders' meeting.

The Board of Directors is responsible for the administration and management of the assets of the Fund. It may carry out all acts of management and administration on the Fund's behalf.

III. MANAGEMENT COMPANY

The Board of Directors has appointed, under its responsibility and its supervision, **Andbank Asset Management Luxembourg** as the management company of the Fund (the "Management Company").

Andbank Asset Management Luxembourg is a public limited company incorporated under the laws of Luxembourg, set up for an unlimited period in Luxembourg on 13 July 2009. It has its registered office at 7A, rue Robert Stümper, L-2557 Luxembourg. Its fully paid-up capital is EUR 3,000,000.-.

Andbank Asset Management Luxembourg is governed by chapter 15 of the Law of 2010 and as such is responsible for the collective management of the Fund's portfolios.

In accordance with the laws and regulations currently in force, Andbank Asset Management Luxembourg is authorised to delegate all or part of its duties and powers to any person or company which it may consider appropriate (the "representative(s)"). Andbank Asset Management Luxembourg will remain entirely liable for the actions of such representative(s).

At the date of the Prospectus, the central administration (except for the domiciliary and corporate agency function) of the Fund is delegated.

IV. THE SHARES

The Fund may issue Shares of different Classes or Categories reflecting the various Sub-Funds which the Board of Directors may decide to open. Within a Sub-Fund, Classes or Categories 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, performance 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/Categories, and/or (vi) a specific currency, and/or (vii) any other specific features applicable to one Class/Category. If Classes or Categories are defined within a Sub-Fund, such Classes or Categories will be described in the specific information relating to the relevant Sub-Fund contained in Part B of the Prospectus.

Shares in any Sub-Fund will be issued in a bearer form, in a dematerialised form or a registered form. The form of Shares authorised in a Sub-Fund/Class or Category will be specified in Part B of the Prospectus.

Registered Shares will be registered in the register of shareholders. Registered shareholders will only receive a written confirmation of registration in the register of shareholders. No registered share certificates will be issued to shareholders.

Dematerialised Shares are represented by an entry in the securities account in the name of their owner or holder with an authorised account holder or a provider of settlement services. Share certificate(s) may alternatively be issued for bearer Shares; the cost of the issue and delivery of bearer share certificates will be supported by the relevant investors.

If dematerialised Shares are issued, registered Shares may be converted into dematerialised Shares and dematerialised Shares may be converted into registered Shares at the request of the holder of such Shares. A conversion of registered Shares into dematerialised Shares will be effected by cancellation of the registered share certificate, if any, and by an entry in the securities account or by the issue of bearer share certificates in lieu thereof, and an entry shall be made into the register of shareholders to evidence such cancellation. A conversion of dematerialised Shares into registered Shares will be effected, if applicable, by issuance of a written confirmation or of a registered share certificate in lieu thereof, and an entry shall be made into the register of shareholders to evidence such issuance. The costs of any such conversion will be borne by the shareholder requesting it.

Fractions of Shares will be issued up to three decimal places. Such fractional Shares shall not be entitled to vote but shall be entitled to a participation in the net results and in the proceeds of liquidation or of any other distribution attributable to the Shares in the relevant Sub-Fund on a pro rata basis.

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 to whatever Sub-Fund it belongs is entitled to one vote at any general meeting of shareholders, in compliance with Luxembourg law and the Articles.

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

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

V. PROCEDURE FOR SUBSCRIPTION, CONVERSION AND REDEMPTION

A. Subscription for Shares

The Board of Directors is authorised to issue Shares of each Sub-Fund and of each Class/Category at any time and without limitation.

After the Initial Subscription Period of any Class/Category within a Sub-Fund, if any, or of any Sub-Fund (as defined in Part B of the Prospectus), the subscription price per Share in the relevant Class/Category or Sub-Fund (the "Subscription Price") is the total of the Net Asset Value per Share and the sales charge, if any, 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/Category 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 the Prospectus, 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) following receipt of the subscription form provided that such application is received by the Registrar and Transfer Agent within the relevant time limit as stated in Part B of the Prospectus. Applications received by the Registrar and Transfer Agent after the relevant time limit will be dealt with on the following Valuation Day.

Investors may be required to complete a subscription form or any other documentation satisfactory to the Fund.

Payments for Shares will be made in the Reference Currency of the relevant Class, Category or Sub-Fund.

Payments for subscriptions must be made within the time limits set out for each Sub-Fund in Part B of the Prospectus. Shares will usually only be issued once the Custodian has confirmed actual receipt of the Subscription Price. If payment for a subscription request is received after the relevant time limit as stated in Part B of the Prospectus, 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 loss owing 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 securities or other permitted assets, in compliance with the conditions set forth by Luxembourg law, in particular the obligation for the Auditors of the Fund to deliver a valuation report and provided that such assets comply with the investment policy and restrictions of the relevant Sub-Fund. Any costs

incurred in connection with a contribution in kind of securities or other permitted assets shall be borne by the relevant shareholders.

Written confirmations of shareholding will be sent to shareholders. Bearer share certificates may be issued at the request of the relevant shareholders and at their charge.

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.

B. Money Laundering Prevention

In order to contribute to the fight against money laundering and terrorist financing, the Fund will at all times comply with any obligations imposed by any applicable laws, rules, regulations and circulars with respect to the prevention of money laundering and terrorist financing obliging investors to prove their identity to the Fund.

Before accepting a subscription, the Fund may undertake any additional investigations in accordance with national and international rules in force concerning anti-money laundering and terrorist financing.

C. Conversion of Shares

Unless otherwise stated in Part B of the Prospectus, 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/Category to Shares of the same Class/Category 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/Categories concerned or the relevant shareholders.

The rate at which Shares of a given Class/Category or Sub-Fund (the “original Sub-Fund or Class/Category”) shall be converted into Shares of another Class/Category or Sub-Fund (the “new Sub-Fund or Class/Category”) will be determined as precisely as possible and in accordance with the following formula:

$$A = \frac{B \times C \times E}{D}$$

- | | |
|---|--|
| A | being the number of Shares to be allocated in the new Sub-Fund or Class/Category; |
| B | being the number of Shares of the original Sub-Fund or Class/Category to be converted; |
| C | being the prevailing Net Asset Value of the original Sub-Fund or Class/Category on the Valuation Day in question; |
| D | being the prevailing Net Asset Value of the new Sub-Fund or Class/Category on the Valuation Day in question; and |
| E | being the exchange rate applicable at the time of the transaction between the Reference Currencies of the two Sub-Funds or Classes/Categories concerned. |

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Conversions of Shares in any Class/Category or Sub-Fund may be subject to a fee based on the 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 sales charge applied to the original Class/Category or Sub-Fund was less than the sales charge applied to the Class/Category 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 sales charge applied to the Class/Category or Sub-Fund in which the Shares will be converted and the sales charge applied to the initial subscription. This amount will be payable to the sales agents.

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 effected until a duly completed request for conversion of Shares has been received by the Registrar and Transfer Agent.

Fractions of Shares will be issued on conversion up to three decimal places.

Written confirmations of shareholding will be sent to shareholders together with the balance resulting from such conversion, if any. Bearer share certificates may be issued at the request of the relevant shareholders and at their charge.

In converting Shares of a Class/Category or Sub-Fund for Shares of the same Class/Category of another Sub-Fund or of another Sub-Fund, a shareholder must meet the applicable minimum initial investment requirements imposed by the new Sub-Fund, if any.

If, as a result of any request for conversion, the investment held by any shareholder in a Class/Category or Sub-Fund would fall below the minimum amount, if any, indicated in Part B of the Prospectus under the specific information for each Sub-Fund, the Fund may treat such request as a request to convert the entire shareholding of such shareholder.

Conversion restrictions

No Shares shall be converted into a given Sub-Fund, Class or Category throughout the period when the calculation of the Net Asset Value of the Shares of the said Sub-Fund, Class or Category has been temporarily suspended by the Board of Directors pursuant to the powers conferred on it by Article 12 of the Articles.

In accordance with Article 9 of the Articles, in the case of important conversion applications representing more than 10% of the net assets of a given Sub-Fund, the Board of Directors reserves the right to decide that all or part, on a pro rata basis for each shareholder asking for the conversion of its Shares, of such requests for conversion will be deferred and to convert the Shares only at a price as determined once it has been able to sell the necessary assets as soon as possible in the interests of the shareholders of the Sub-Fund as a whole, and it has received the proceeds of such sales. In such cases, a single price shall be calculated for all the redemption, subscription and conversion applications presented at the same time for the Sub-Fund in question.

D. Redemption of Shares

Each shareholder may at any time request the Fund to redeem on any Valuation Day all or any of its Shares in any of the Classes/Categories or Sub-Funds.

Shareholders desiring to have all or any of their Shares redeemed should apply in writing to the Registrar and Transfer Agent.

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/Category or Sub-Fund, the name in which such Shares are registered and details as to whom payment should be made.

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 Registrar and Transfer Agent within the relevant time limit as stated in Part B of the Prospectus. Requests received by the Registrar and Transfer Agent 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/Category 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").

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/Category or Sub-Fund.

The Redemption Price may be higher or lower than the price paid at the time of subscription or purchase.

If as a result of any request for redemption, the investment held by any shareholder in a Class/Category 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/Category or Sub-Fund.

All redeemed Shares by the Fund will be cancelled.

Redemption restrictions

No Shares shall be redeemed in a given Sub-Fund, Class or Category throughout the period when the calculation of the Net Asset Value of the Shares of the said Sub-Fund, Class or Category has been temporarily suspended by the Fund under the powers conferred on it by Article 12 of the

Articles. In accordance with Article 8 of the Articles, in the case of important redemption requests representing more than 10% of the net assets of a given Sub-Fund, the Board of Directors reserves the right to decide that all or part, on a pro rata basis for each shareholder asking for the redemption of its Shares, of such requests for redemption will be deferred and to redeem the Shares only at a Redemption Price as determined once it has been able to sell the necessary assets as soon as possible in the interests of the shareholders of the Sub-Fund as a whole, and it has received the proceeds of such sales. In such cases, a single price shall be calculated for all the redemption, subscription and conversion applications presented at the same time for the Sub-Fund in question.

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-Fund concerned. The right to obtain redemption is contingent upon the Sub-Fund having sufficient liquid assets to honour redemptions.

Compulsory redemption

Redemption of Shares may be carried out in the manner described in this Part A in Chapter XV "General Information" Section D. "Liquidation, Merger and Split of Sub-Funds, Classes or Categories".

The Articles contain at Article 10 provisions enabling the Fund to compulsorily redeem Shares held by US persons.

E. Protection against Late Trading and Market Timing practices

The Board of Directors does not authorise Market Timing activities as defined in CSSF circular 04/146, nor does it authorise active trading and excessive trading practices ("Active Trading"), defined as the rapid subscription, redemption and conversion of Shares from the same Sub-Fund, as applicable in large amounts, in order to make a short-term profit. Active Trading and Market Timing practices are harmful to other shareholders since they affect the Sub-Fund's performance and disrupt asset management.

The Board of Directors reserves the right to reject all subscription and conversion orders suspected to reflect Active Trading or Market Timing practices. The Board of Directors may take all necessary measures to protect the Fund's other shareholders when such practices are suspected.

The investors do not know the Net Asset Value per Share at the time of their request for subscription, redemption or conversion.

F. Suspension and rejection of subscriptions

The Board of Directors may suspend or interrupt, without prior notice, the issue of the Shares in one, several or all of the Sub-Funds, Classes or Categories at any time. It may do so particularly in the circumstances described under Chapter VI. "Determination of the Net Asset Value", Section B "Temporary Suspension of the Calculation". Moreover, it reserves the right, without having to give reasons for its decision, to:

- reject any subscription;
- redeem at any time Shares in the Fund that were unlawfully subscribed or are unlawfully held.

When, after a suspension of the issue of Shares of one or more Sub-Funds for any period of time, the Board of Directors decides to resume such issue, all pending subscriptions will be processed on the basis of the same Net Asset Value per Share determined after calculation of the Net Asset Value is resumed.

VI. DETERMINATION OF THE NET ASSET VALUE

A. Calculation and Publication

The Net Asset Value per Share of each Class/Category in respect of each Sub-Fund or of each Sub-Fund (the “NAV” or the “Net Asset Value”) is calculated in Luxembourg by the Administrative Agent. The Net Asset Value of each Class/Category in respect of each Sub-Fund or of each Sub-Fund shall be determined in the Reference Currency of that Class/Category or Sub-Fund as specified in Part B of the Prospectus.

The Net Asset Value is calculated on the day specified for each Sub-Fund in Part B of the Prospectus (“Valuation Day”) on the basis of the prices available on that Valuation Day, as published by the stock exchanges or Regulated Markets concerned and with reference to the value of assets owned on behalf of the relevant Sub-Fund, according to Article 11 of the Articles.

The Net Asset Value per Share shall be determined by dividing the net assets of the Fund attributable to such Class/Category in that Sub-Fund or to such Sub-Fund (being the value of the portion of assets less the portion of liabilities attributable to such Class/Category or to such Sub-Fund on any such Valuation Day), as determined in accordance with applicable generally accepted Luxembourg accounting principles, by the total number of Shares in the relevant Class/Category in a Sub-Fund or in the relevant Sub-Fund then outstanding.

If, since the time of determination of the Net Asset Value on the relevant Valuation Day, there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Class/Category in respect of a Sub-Fund or 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 is determined on the basis of the value of the underlying investments of the relevant Sub-Fund, 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 declared or 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 any 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 any security or other asset which is dealt in on any other Regulated Market 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, in the opinion of the Board of Directors, representative of the fair market value of the relevant assets, the value of such assets will be based on the reasonably foreseeable sales price determined prudently and in good faith.
- (e) Units of undertakings for collective investment will be valued at their last determined and available net asset value or, if such price is not, in the opinion of the Board of Directors, representative of the fair market value of such assets, then the price shall be determined by the Board of Directors on a fair and equitable basis.
- (f) The liquidating value of futures, spot, forward or options contracts not traded on stock 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 rates' 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 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/Category or Sub-Fund will be converted into the Reference Currency of such Class/Category or Sub-Fund at the rate of exchange ruling in Luxembourg on the relevant Valuation Day. If such quotations are not available, the rate of exchange will be determined in good faith by or under procedures established by the Board of Directors.

The Board of Directors, in its discretion but in accordance with applicable generally accepted Luxembourg accounting principles, may permit some other methods of valuation to be used if it considers that such valuation better reflects the fair value of any assets of the Fund.

The Net Asset Value 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 by the Board of Directors and specified in Part B of the Prospectus, as the case may be.

B. Temporary Suspension of the Calculation of the Net Asset Value and the issue, redemption and conversion of Shares

In each Sub-Fund, the Fund may temporarily suspend the calculation of the Net Asset Value 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 the relevant 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; or
- 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 the relevant Sub-Fund would be impracticable; or
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the relevant 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; or
- 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; or

- e) when for any other reason beyond the control and responsibility of the Board of Directors the prices of any investments owned by the Fund attributable to such Sub-Fund cannot promptly or accurately be ascertained; or
- f) upon the notification or publication of a notice convening a general meeting of shareholders for the purpose of resolving the winding-up of the Fund; or
- g) during any period when the market of a currency in which a substantial portion of the assets of the Sub-Fund is denominated is closed otherwise than for ordinary holidays, or during which dealings therein are suspended or restricted; or
- 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 Sub-Fund in a normal and reasonable manner; or
- i) during any period when the calculation of the net asset value per unit of a substantial part of undertakings for collective investment in which the Sub-Fund is investing in, is suspended and this suspension has a material impact on the Net Asset Value in the Sub-Fund.

Any such suspension shall be notified by the Fund to all the shareholders, if appropriate, and may be notified to shareholders having made an application for subscription, redemption or conversion of Shares for which the calculation of the Net Asset Value has been suspended.

Such suspension as to any Sub-Fund shall have no effect on the calculation of the Net Asset Value, the issue, redemption and conversion of Shares of any other Sub-Fund not affected by the same circumstances.

Any application for subscription, redemption or conversion of Shares is irrevocable except in case of suspension of the calculation of the Net Asset Value 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.

VII. DISTRIBUTION POLICY

The distribution policy of each Sub-Fund will be described in the specific information contained in Part B of the Prospectus.

However the Board of Directors may at any time and at its own discretion decide to create within a Sub-Fund or within a Class two Categories, one Category entitling the holders thereof to receive a distribution and another Category capitalizing its entire earnings. These Categories will be indicated in the specific information contained in Part B of the Prospectus.

A. Principle

The general meeting of shareholders shall decide, upon proposal of the Board of Directors and after closing the annual accounts, whether and to what extent distributions are to be paid out of investment income, realised gains and potentially net assets in the relevant Sub-Fund(s). The payment of distributions shall not result in the Net Asset Value of the Fund falling below the minimum capital amount prescribed by law.

The Board of Directors may, at its discretion, pay interim dividends.

B. Payment

Shareholders shall be paid by bank transfer in accordance with their instructions.

Payment will be made in the Reference Currency of the relevant Sub-Fund and/or Class or Category.

Entitlements to distributions and allocations not claimed within five years of the due date shall be forfeited and the corresponding assets returned to the relevant Sub-Fund(s). If the Sub-Fund in question has already been liquidated, the distributions and allocations will accrue to the remaining Sub-Funds of the Fund in proportion to their respective net assets.

VIII. CHARGES AND EXPENSES

A. General

The Fund pays out of its assets all expenses payable by the Fund which shall include but not be limited to formation expenses, fees payable to the relevant supervisory authorities, fees payable to its Management Company, Investment Managers and Advisors, including performance fees, if any, fees and expenses payable to its Custodian 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 officers of the Fund 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, any expenses incurred in connection with obtaining legal, tax and accounting advice and the advice of other experts and consultants, any expenses incurred in connection with legal proceedings involving the Fund, 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, 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 marketing, promotion and development of the Fund i.e. "marketing costs", setting up costs, all other operating expenses, including the cost of buying and selling assets, interest, bank and brokerage charges, postage and

telephone 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 pro rata to their Net Asset Value or in such other manner as determined by the Board of Directors acting in good faith.

B. Formation Expenses

Expenses incurred in connection with the incorporation of the Fund including those incurred in the preparation and publication of the first Prospectus and constitutive documents, as well as the taxes, duties and any other incorporation and publication expenses, are estimated at EUR 20,000.- and may be amortized over 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-Fund(s).

C. Fees to be paid to the service providers

1. Fees of the Management Company

The Management Company is entitled to receive from each Sub-Fund a management fee as determined in Part B of the Prospectus for each Sub-Fund.

2. Fees of the Investment Advisors

The Investment Advisors are entitled to receive from the Management Company at the charge of the relevant Sub-Fund an investment advisory fee as determined in Part B of the Prospectus for each Sub-Fund.

3. Fees of the Custodian

The Custodian will receive, out of the assets of each Sub-Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a percentage per annum of the average monthly net assets thereof during the month under review and payable monthly in arrears.

The Custodian is currently paid at the following rates:

- 0.060% per annum on the first EUR 75 million of average net assets;
- 0.045% per annum on the average net assets between EUR 75 million and EUR 250 million;
- 0.030% per annum on the average net assets over EUR 250 million.

4. Fees of the Domiciliary and Corporate Agent

The Domiciliary and Corporate Agent will receive from the Fund a remuneration in accordance with customary banking practice in Luxembourg and expressed as a flat fee payable yearly in advance.

The fee amounts to EUR 10,000.- per annum for the Fund as a whole, except for the Sub-Funds HALLEY ANDANTE BALANCED and HALLEY ASIAN PROSPERITY for which the fee amounts to EUR 2,500.- per annum per such Sub-Fund, and ALINEA GLOBAL for which the fee amounts to EUR 3,500.- per annum.

5. Fees of the Administrative Agent

The Administrative Agent will receive from the Management Company at the charge of the Fund, out of the assets of each Sub-Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a percentage per annum of the average monthly net assets thereof during the month under review and payable monthly in arrears.

They are currently paid at the following rates:

- 0.03% per annum on the average net assets of each Sub-Fund during the relevant month with a fixed fee of EUR 2,500.- per month and per Sub-Fund, except for the Sub-Fund HALLEY ANDANTE BALANCED for which the fixed fee amounts to EUR 1,650.- per month.

6. Fees of the Registrar and Transfer Agent

The Registrar and Transfer Agent will receive from the Management Company at the charge of the Fund, out of the assets of each Sub-Fund, a remuneration calculated in accordance with customary banking practice in Luxembourg and expressed as a flat fee and a transaction fee payable monthly in arrears.

They are currently paid at the following tariff:

- A fixed fee of EUR 2,250.- per annum and per Sub-Fund; and
- A transaction fee of maximum EUR 30.- per transaction.

In addition, the Management Company, the Investment Advisors, the Custodian, the Domiciliary and Corporate Agent, the Administrative Agent and the Registrar and Transfer Agent are entitled to be reimbursed by the Fund for their reasonable out-of-pocket expenses and disbursements.

Their remuneration will be accrued in the accounts of the Fund on each Valuation Day.

IX. CUSTODIAN AND PAYING AGENT

The Board of Directors has appointed **KBL European Private Bankers S.A.** as custodian (the "Custodian") of the assets of all the Sub-Funds.

The Custodian carries out the usual duties regarding custody, cash and securities deposits.

In particular, and upon the instructions of the Board of Directors, it will execute all financial transactions and provide all banking facilities.

The Custodian must moreover, in accordance with the Law of 2010:

- a) ensure that the sale, issue, redemption and cancellation of Shares effected by the Fund or on its behalf are carried out in accordance with the law and the Articles;
- b) ensure that in transactions involving the assets of the Fund, any consideration is remitted to it within the usual time limits;
- c) ensure that the income of the Fund is applied in accordance with the Articles.

The Custodian may entrust all or part of the assets of the Fund, in particular securities traded abroad or listed on a foreign stock exchange or admitted to a clearing system, to such clearing system or to such correspondent banks as may be determined by the Custodian from time to time. The Custodian's liability shall not be affected by the fact that it has entrusted all or some of the assets in its safe-keeping to a third party.

The Custodian shall in addition be responsible for the payment of the Redemption Price of the Shares by the Fund and shall act as paying agent.

The rights and duties of KBL European Private Bankers S.A. as Custodian are governed by an agreement entered into for an unlimited period of time and which may be terminated at any time by the Fund or the Custodian on giving a 90 calendar days' prior written notice. However, the Custodian shall continue to act as Custodian pending replacement and until all assets of the Fund have been transferred to the successor custodian.

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

The Management Company acts as the domiciliary and corporate agent (the "Domiciliary and Corporate Agent") for the Fund. In such capacity, it will be responsible for all 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.

The Management Company has delegated, under its control and responsibility, its other central administration functions consisting of administrative and registrar and transfer agency functions.

The Management Company has appointed **Adepa Asset Management S.A.** 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/Category within each Sub-Fund or of any Sub-Fund.

The Management Company has appointed **Kredietrust Luxembourg S.A.** as the registrar (the “Registrar”) and transfer agent (the “Transfer Agent”) for the Fund. In such capacity, it will be responsible for handling the processing of subscriptions for Shares, dealing with requests for redemptions and conversions and accepting transfers of funds, for the safekeeping of the register of shareholders of the Fund. Kredietrust Luxembourg S.A. has in turn delegated, under its full responsibility, its duties to European Fund Administration, a *société anonyme* established in Luxembourg.

XI. INVESTMENT MANAGER AND INVESTMENT ADVISOR

The Management Company is responsible for the management of the Sub-Funds. In order to carry out the investment policy of any Sub-Fund, the Management Company may, if and when it deems it opportune, appoint one or several investment managers for each Sub-Fund (individually the “Investment Manager” and collectively the “Investment Managers”) who may, subject to the prior approval of the Management Company, sub-delegate their powers, in which case the Prospectus shall be updated accordingly.

In addition, the Management Company and/or the Investment Manager(s) may be assisted by one or several investment advisors for each Sub-Fund (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.

XII. DISTRIBUTORS

The Management Company may decide to appoint distributors/nominees for the purpose of assisting it in the distribution of the Shares in the countries in which they are marketed.

Distribution agreements may be entered into by the Management Company and various distributors/nominees provided that they are professionals in the financial sector and established in any of the member states of the European Union or of the European Economic Area.

The Distributor will carry out activities of marketing, placement and sale of Shares of the Fund. The Distributor will intervene in the relationship between the investors and the Fund in collecting subscription orders for Shares. The Distributor will be authorised to receive the subscription, redemption and conversion orders from the investors for the account of the Fund, and to offer Shares at a price based on the applicable Net Asset Value per Share increased, as the case may be, by a sales charge. The Distributor will transmit to the Registrar and Transfer Agent any application for subscription, redemption and conversion of Shares. The Distributor will also be

entitled to receive and execute the payment of the issue, redemption and conversion orders of Shares.

The Nominee will be recorded in the register of shareholders instead of the clients who have invested in the Fund. The terms and conditions of the Distribution agreement will stipulate, amongst other things, that a client who has invested in the Fund via a nominee may, at any time, require that the Shares thus subscribed be transferred to his/her/its name, as a result of which the client will be registered under his/her/its own name in the register of shareholders with effect from the date on which the transfer instructions are received from the nominee.

Investors may subscribe for Shares by applying directly to the Fund without having to subscribe through one of the distributors/nominees, unless a nominee's services are essential or mandatory under the applicable laws or regulations or for practical reasons.

The distributors/nominees so appointed will be mentioned in the annual and semi-annual reports of the Fund.

XIII. AUDITORS

Deloitte Audit S.à r.l. has been appointed as the Fund's Auditors and shall fulfil all duties prescribed by the Law of 2010.

XIV. TAXATION

The following summary is based on the law and practice currently in force and is subject to any future changes.

The information is not exhaustive and does not constitute legal or tax advice.

It is expected that shareholders in the Fund will be resident for tax purposes in many different countries. Consequently, no attempt is made in the Prospectus to summarize the taxation consequences for each investor of subscribing, converting, holding or redeeming or otherwise acquiring or disposing of Shares in the Fund. These consequences will vary in accordance with the law and practice currently in force in a shareholder's country of citizenship, residence, domicile or incorporation and with his/her/its personal circumstances.

Investors should inform themselves of, and when appropriate consult their professional advisors on, the possible tax consequences of subscribing for, buying, holding, converting, redeeming or otherwise disposing of Shares under the laws of their country of citizenship, residence, domicile or incorporation.

A. Taxation of the Fund

The Fund is not liable to any Luxembourg tax on profits or income. The Fund is, however, liable in Luxembourg to a tax (*taxe d'abonnement*) of 0.05% per annum of its Net Asset Value. This tax is

reduced to 0.01% per annum of its Net Asset Value allocated to Classes intended for institutional investors. Such tax is 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

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.

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

B. Taxation of the shareholders

Under current legislation, shareholders are not normally subject to any capital gains, income, withholding, estate, inheritance or other taxes in Luxembourg, except for (i) those shareholders domiciled, resident or having a permanent establishment in Luxembourg, or (ii) non-residents of Luxembourg who hold 10% or more of the issued share capital of the Fund and who dispose of all or part of their holdings within six months from the date of acquisition or (iii) in some limited cases some former residents of Luxembourg, who hold 10% or more of the issued share capital of the Fund.

C. European Savings Directive

On 3 June 2003, the Council of the European Union adopted Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive"). The Directive imposes withholding or reporting requirements on the "paying agent" (as defined by the Directive) resident within the European Union (or one of the non-European Union states or territories having agreed to apply similar measures) where that paying agent makes payments of interest (including distributions and redemptions) cross-border to an individual or certain entities resident in another EU Member State (or in a territory that has opted for reciprocity, i.e. has agreed to adopt the same measures). If such a payment is subject to withholding tax, the beneficiary can avoid such withholding tax by submitting a certificate of exemption or an authorisation to exchange information, depending on the options proposed by the paying agent and the country of establishment.

In respect of interest distributed by investment funds, the Directive provides that "interest payment" includes income deriving from interest payments either directly or through a residual entity, distributed by (i) a UCITS; (ii) entities which have opted to be treated as a UCITS; and (iii) undertakings for collective investment established outside the territory of the European Union, or income realised upon the sale, refund or redemption of units of such undertakings and entities.

In accordance with the provisions of the Directive, dividend payments made by a Sub-Fund shall fall within the scope of the Directive if more than 15% of the Sub-Fund's net assets are invested in

debt claims as defined by the Directive. Payments made by a Sub-Fund in the event of the redemption of Shares (or any transaction treated as a redemption) shall fall within the scope of the Directive if more than 25% of the Sub-Fund's net assets are invested in such debt claims. The applicable withholding tax is 35%.

The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the "Law of 21 June 2005").

The foregoing is only a summary of the implications of the Directive and the Law of 21 June 2005, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax advisor on the full implications for themselves of the Directive and the Law of 21 June 2005.

XV. GENERAL INFORMATION

A. Corporate Information

The Fund was incorporated for an unlimited period of time in Luxembourg on 12 April 2012 and is governed by the Luxembourg law of 10 August 1915 on commercial companies, as amended, and by the Law of 2010.

The registered office of the Fund is established at 7A, rue Robert Stümper, L-2557 Luxembourg.

The Fund is registered at the "Registre de Commerce et des Sociétés" with the District Court of Luxembourg under the number B 168353.

The Articles were published in the "Mémorial C, Recueil des Sociétés et Associations" (the "Mémorial") of 2 May 2012 and have been filed with the Chancery of the District Court of Luxembourg. Any interested person may inspect this document on the Chancery of the District Court of Luxembourg website at www.rcsl.lu.

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 authorised 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 31,000.-.

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.

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 objectives 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.

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 of all the Sub-Funds.

B. Meetings of, and Reports to, shareholders

Notice of any general meeting of shareholders (including those considering amendments to the Articles or the dissolution and liquidation of the Fund) shall be mailed to each registered shareholder at least eight days prior to the meeting and shall be published to the extent required by Luxembourg law in the *Mémorial* and in any Luxembourg and other newspaper(s) that the Board of Directors may determine. Such notices will indicate the date and time of the meeting as well as the agenda, the quorum requirements and the conditions of admission.

If all the Shares are only issued in registered form, convening notices may be mailed by registered mail to each registered shareholder without any further publication.

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 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 report shall be an audited annual report dated 31 December 2012.

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 obtained free 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 first accounting year will commence on the date of incorporation of the Fund and will end on 31 December 2012.

The annual general meeting of shareholders takes place in Luxembourg City at a place specified in the notice of meeting on the third Wednesday in the month of April at 3.00 p.m. and will be held for the first time in 2013. If such day is not a Business Day in Luxembourg, the annual general meeting shall be held on the next following Business Day in Luxembourg.

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

In accordance with the conditions laid down in the Luxembourg laws and regulations, the convening notice to any general meeting of shareholders of the Fund may provide that the quorum and the majority requirements applicable to the general meeting shall be determined according to

the Shares issued and outstanding at a certain date and a certain time prior to the date set for the general meeting (the "Record Date"). The right of a shareholder to attend a meeting and to exercise the voting rights attaching to its Shares is determined in accordance with the Shares held by this shareholder at the Record Date.

The combined accounts of the Fund shall be maintained in EUR being the currency of the share capital. The financial statements relating to the various separate Sub-Funds shall also be expressed in the relevant Reference Currency for the Classes/Categories or Sub-Funds.

C. Dissolution and Liquidation of the Fund

1. 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 be forfeited in accordance with the provisions of Luxembourg law.

2. 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 Luxembourg law of 10 August 1915 on commercial companies, as amended. These 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 required and which will decide by a simple majority of the votes of the Shares present or represented at the meeting. If the capital of the Fund falls below one-fourth 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-fourth of the votes of the Shares present or 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.

3. 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. This law specifies the procedure to be followed and the steps to be taken.

D. Liquidation, Merger and Split of Sub-Funds, Classes or Categories

1. Liquidation of Sub-Funds, Classes or Categories

The Board of Directors may decide to liquidate a Sub-Fund or a Class/Category by carrying out a compulsory redemption of all the Shares issued in such Sub-Fund or such Class/Category at the Net Asset Value per Share (taking into account actual realization prices of investments, realization expenses and the costs of liquidation) applicable on the Valuation Day at which such decision shall take effect if the net assets of the said Sub-Fund or the said Class/Category have decreased to, or have not reached, an amount under which the Sub-Fund can no longer be managed efficiently or if a change in the economic or political situation relating to the Sub-Fund or the Class/Category concerned has an influence on that Sub-Fund or that Class/Category, justifying such a liquidation or in order to proceed to an economic rationalization.

Such a liquidation decision shall be published and notified to the shareholders of the Sub-Fund or of the Class/Category before the effective date for the compulsory redemption. The notice shall indicate the reasons for, and the procedure of the liquidation. Owners of registered Shares shall be notified in writing and the Fund shall inform holders of bearer and dematerialised Shares by publication of a notice in one or more Luxembourg newspapers and in one or more national newspapers in the countries where the Shares are distributed, as determined by the Board of Directors. Unless the Board of Directors decides otherwise in the interest of shareholders or to ensure an equitable treatment between them, the shareholders of the Sub-Fund or of the Class/Category concerned may continue to request the redemption or conversion of their Shares, free of charge, before the liquidation coming into force on the basis of the applicable Net Asset Value per Share, taking into account an estimation of the liquidation costs.

The Fund shall reimburse each shareholder proportionally to the number of Shares held in the Sub-Fund or in the Class/Category.

Liquidation proceeds which may not be distributed to their beneficiaries upon the implementation of the liquidation will be deposited with the Custodian for a period of nine months as from the date of the decision on liquidation; after such period, the assets shall be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

2. Merger of Sub-Funds, Classes or Categories

Under the same circumstances as those described under Sub-Section 1. above, the Board of Directors may decide, in the interest of shareholders, to close a Sub-Fund or a Class/Category by merging it with another Sub-Fund or Class/Category of the Fund. This decision shall be published and notified in the same manner as described above. The notice shall besides indicate the information relating to the new Sub-Fund or the new Class/Category. The relevant notice shall be

published and notified at least one month before the merger comes into force in order to enable the shareholders to request the redemption or conversion of their Shares, free of charge. At the end of that period, the remaining shareholders shall be bound by the decision.

Under the same circumstances as those described under Sub-Section 1. above, the Board of Directors may decide, in the interest of shareholders, to close a Sub-Fund or a Class/Category by merging it with another Luxembourg undertaking for collective investment organised under the provisions of Part I of the Law of 2010 or with a sub-fund or a class/category of such other Luxembourg undertaking for collective investment. Such decision shall be published and notified in the same manner as that described above. In addition, the notice shall contain information relating to that undertaking for collective investment. The relevant notice shall be published and notified at least one month before the merger comes into force in order to enable the shareholders to request the redemption or conversion of their Shares, free of charge. At the end of that period, the remaining shareholders shall be bound by the decision.

In the case of a merger with another Luxembourg undertaking for collective investment established in the form of a contractual type ("*Fonds Commun de Placement*") or with a foreign based undertaking for collective investment, the decision shall be binding only on those shareholders who have voted in favour of such merger; the other shareholders will be considered to have asked for the redemption of their Shares.

3. Split of Sub-Funds, Classes or Categories

Under the same circumstances as those described under Sub-Section 1. above, the Board of Directors may reorganise, in the interest of shareholders, a Sub-Fund or a Class/Category by splitting it into two or more new Sub-Funds or Classes/Categories. Such decision shall be published and notified in the same manner as that described under Sub-Section 2. above. In addition, the notice shall contain information relating to that split. The relevant notice shall be published and notified at least one month before the date on which the split becomes effective in order to enable shareholders to request the redemption or conversion of their Shares, free of charge. At the end of that period, the remaining shareholders shall be bound by the decision.

PART B - SPECIFIC INFORMATION

This specific Part B describes the particularities of the Sub-Funds of HALLEY SICAV. It is part of the Prospectus. Therefore, all information given herein should be considered in connection with the Prospectus and its Part A.

I. HALLEY TOTAL RETURN

A. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The objective of the Sub-Fund is to obtain the maximum return offered by the capital markets in positive trend and consistent reduction of volatility and possible drawdown in negative phase. The Sub-Fund therefore seeks to achieve long-term capital appreciation, with added emphasis on the protection of capital during unfavourable market conditions.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a portfolio of eligible financial assets.

The Sub-Fund will invest in a mixed portfolio composed of both equities and equity-related securities as well as bonds and debt securities. The portion of the portfolio which will be invested in a particular asset class may represent at any time up to 100% of the Sub-Fund's net assets. The Sub-Fund will focus on transferable securities issued by issuers domiciled in or deriving a significant part of their revenues from developed markets.

The Sub-Fund will be exposed to the above mentioned asset classes principally through other UCITS or other UCIs, including eligible Exchange Traded Funds ("ETFs") and index trackers whose investment policy helps achieve the Sub-Fund's investment objective.

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

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

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 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 investments in the units of such other UCITS and/or other UCIs.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors but will not exclude institutional investors. The recommended investment horizon is approximately between 3 and 5 years.

B. Generalities of the Sub-Fund

Shares

a) Classes of Shares

The Sub-Fund actually offers one first Class of Shares:

- Class A: shares denominated in EUR and intended for retail investors.

b) Distribution Policy

No dividend is expected to be paid to the shareholders.

c) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

d) ISIN Codes

| | Classes of Shares | ISIN Codes |
|---------------------|--------------------------|--|
| HALLEY TOTAL RETURN | Class A | To be allocated at the time of the initial subscription period |

Initial Subscription Period

The Board of Directors reserves the right to fix the initial subscription period and conditions when it deems it opportune.

Subsequent Subscriptions

After the Initial Subscription Period, the Subscription Price corresponds to the Net Asset Value per Share for the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

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 in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share for the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established for a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day (“Valuation Day”), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

C. Investment Advisor

The Management Company has appointed, at the expenses of the Sub-Fund, Andorra Gestio Agricol Reig, S.A.U. having its registered office at C/ Manuel Cerqueda i Escaler, 3-5, AD700 Escaldes-Engordany, Andorra as investment advisor of the Sub-Fund (the "Investment Advisor"). Andorra Gestio Agricol Reig, S.A.U. will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund's portfolio.

D. Management Company Fees and Investment Advisory Fee

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter. The Sub-Fund will further pay to the Management Company an investment management fee equal to 0.3125% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fees are accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fee

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the expense of the Sub-Fund, an investment advisory fee (the "Investment Advisory Fee") to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is equal to 0.9375% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

II. HALLEY EUROPEAN EQUITIES

E. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The Sub-Fund seeks to achieve long-term capital appreciation by actively managing a diversified portfolio of European equities.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a portfolio of eligible financial assets.

The Sub-Fund will invest principally in equity securities issued by companies domiciled in an European country or deriving a significant part of their revenues from European countries. There are no restrictions as to the market capitalization of the companies in which the Sub-Fund invests.

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors but will not exclude institutional investors. The recommended investment horizon is approximately between 5 and 7 years.

F. Generalities of the Sub-Fund

Shares

e) Classes of Shares

The Sub-Fund actually offers one first Class of Shares:

- Class A: shares denominated in EUR and intended for retail investors.

f) Distribution Policy

No dividend is expected to be paid to the shareholders.

g) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

h) ISIN Codes

| | | Classes of Shares | ISIN Codes |
|--------------------|----------|--------------------------|-------------------|
| HALLEY EQUITIES | EUROPEAN | Class A | LU0780569322 |

Subsequent Subscriptions

The Subscription Price corresponds to the Net Asset Value per Share on the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, duly completed and signed subscription forms must be received by the Registrar and Transfer

Agent in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share on the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day ("Valuation Day"), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

G. Investment Advisor

The Management Company has appointed, at the expenses of the Sub-Fund, Andorra Gestio Agricol Reig, S.A.U. having its registered office at C/ Manuel Cerqueda i Escaler, 3-5, AD700 Escaldes-Engordany, Andorra as investment advisor of the Sub-Fund (the "Investment Advisor"). Andorra Gestio Agricol Reig, S.A.U. will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund's portfolio.

H. Management Company Fees and Investment Advisory Fee

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter. The Sub-Fund will further pay to the Management Company an investment management fee equal to 0.375% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fees are accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fee

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the expense of the Sub-Fund, an investment advisory fee (the "Investment Advisory Fee") to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is equal to 1.125% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

III. HALLEY ACTIVE VALUE

I. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The Sub-Fund seeks to achieve long-term capital appreciation, with added emphasis on the protection of capital during unfavourable market conditions. The Sub-Fund may vary its exposure to market fluctuations based on factors the Investment Advisor and the portfolio manager believe will influence market returns and risk characteristics.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a portfolio of eligible financial assets.

The Sub-Fund will invest in a mixed portfolio composed of both equity and equity-related securities as well as bonds and debt securities. The portion of the portfolio which will be invested in a particular asset class may represent at any time up to 100% of the Sub-Fund's net assets. The Sub-Fund will focus on securities issued by issuers domiciled in or deriving a significant part of their revenues from developed markets.

The Sub-Fund will invest principally in eligible ETFs and/or units of other UCITS or other UCIs to gain exposure to these different asset classes.

The Sub-Fund may also invest directly in financial derivative instruments for the purposes of investment and efficient portfolio management to the fullest extent permitted under chapter I in Part A of the Prospectus. The Sub-Fund may enter into foreign exchange rates or currencies derivative transactions for investment purposes. The Sub-Fund may reach a maximum of 100% derivatives exposure (netted).

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

It should be noted that the investment in other UCITS and/or other UCIs may entail a duplication of certain fees and expenses. The aggregate management fees (including investment management,

advisory and performance fees as the case may be) charged both to the Sub-Fund and to the target UCITS and/or UCIs may not exceed 5%.

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 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 investments in the units of such other UCITS and/or other UCIs.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors but will not exclude institutional investors. The recommended investment horizon is approximately between 5 and 7 years.

J. Generalities of the Sub-Fund

Shares

i) Classes of Shares

The Sub-Fund actually offers one first Class of Shares:

- Class A: shares denominated in EUR and intended for retail investors.

j) Distribution Policy

No dividend is expected to be paid to the shareholders.

k) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

l) ISIN Codes

| | Classes of Shares | ISIN Codes |
|---------------------|--------------------------|--|
| HALLEY ACTIVE VALUE | Class A | To be allocated at the time of the initial subscription period |

Initial Subscription Period

The Board of Directors reserves the right to fix the initial subscription period and conditions when it deems it opportune.

Subsequent Subscriptions

After the Initial Subscription Period, the Subscription Price corresponds to the Net Asset Value per Share for the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

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 in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share for the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established for a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in

Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day (“Valuation Day”), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

K. Investment Advisor

The Management Company has appointed, at the expenses of the Sub-Fund, Andorra Gestio Agricol Reig, S.A.U. having its registered office at C/ Manuel Cerqueda i Escaler, 3-5, AD700 Escaldes-Engordany, Andorra as investment advisor of the Sub-Fund (the "Investment Advisor"). Andorra Gestio Agricol Reig, S.A.U. will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund's portfolio.

L. Management Company Fees and Investment Advisory Fee

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter. The Sub-Fund will further pay to the Management Company an investment management fee equal to 0.25% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fees are accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fee

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the expense of the Sub-Fund, an investment advisory fee (the "Investment Advisory Fee") to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is equal to 0.75% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

IV. ALINEA GLOBAL

M. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The Sub-Fund seeks to achieve medium to long-term capital appreciation, with added emphasis on the protection of capital during unfavourable market conditions, through a dynamic allocation between the eligible financial assets, the economic sectors and the geographical areas.

The Sub-Fund will be managed in order to keep a medium level of risk exposure to market fluctuations.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a global portfolio of diversified eligible financial assets across a wide range of asset classes (more particularly equity and debt securities) in varying proportions over time.

No more than 60% of the net assets of the Sub-Fund will be invested in equities and equity-related securities. The remainder may be invested in debt securities and/or in money market instruments.

The Sub-Fund may when the portfolio manager considers it opportune, invest up to 10% of its net assets in units of other UCITS and/or other UCIs whose investment policy helps achieve the Sub-Fund's investment objective.

The Sub-Fund may use financial derivative instruments for hedging and/or investment purposes, such as but not limited to warrants, futures, options, swaps and forwards on currencies, interest rates and transferable securities. The Sub-Fund may reach a maximum of 100% derivatives exposure (netted).

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for institutional investors. The recommended investment horizon is approximately between 3 and 5 years.

N. Generalities of the Sub-Fund

Shares

m) Classes of Shares

The Sub-Fund actually offers three Classes of Shares which may differ by the minimum initial investment amount and the level of the Management Company Fees:

- Class A: shares denominated in EUR and intended for institutional investors
- Class B: shares denominated in EUR and intended for institutional investors
- Class I: shares denominated in EUR and intended for institutional investors

n) Distribution Policy

No dividend is expected to be paid to the shareholders.

o) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

p) ISIN Codes

HALLEY SICAV

| | Classes of Shares | ISIN Codes |
|---------------|--------------------------|-------------------|
| ALINEA GLOBAL | Class A | LU0908524779 |
| | Class B | LU0908524852 |
| | Class I | LU0908524936 |

Initial Subscription Period

Shares in Class A may be subscribed for the first time from 20 to 26 March 2013 (before 3.00 p.m., Luxembourg time) at an initial price of EUR 100.- per Share. Shares subscribed shall be paid with the Custodian at the latest on 28 March 2013. The first Net Asset Value will be dated 2 April 2013.

Shares in Class B may be subscribed for the first time from 20 to 26 March 2013 (before 3.00 p.m., Luxembourg time) at an initial price of EUR 100.- per Share. Shares subscribed shall be paid with the Custodian at the latest on 28 March 2013. The first Net Asset Value will be dated 2 April 2013.

Shares in Class I may be subscribed for the first time from 20 to 26 March 2013 (before 3.00 p.m., Luxembourg time) at an initial price of EUR 100.- per Share. Shares subscribed shall be paid with the Custodian at the latest on 28 March 2013. The first Net Asset Value will be dated 2 April 2013.

Subsequent Subscriptions

After the Initial Subscription Period, the Subscription Price corresponds to the Net Asset Value per Share on the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, duly completed and signed subscription forms must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Minimum initial investment amount

| | Classes of Shares | Amount |
|---------------|--------------------------|-----------------|
| ALINEA GLOBAL | Class A | EUR 10,000.- |
| | Class B | EUR 5,000.- |
| | Class I | EUR 1,000,000.- |

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share on the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Classes is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day ("Valuation Day"), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.01% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

O. Investment Advisor

The Management Company has appointed MCH Investment Strategies, AV, SA whose registered office is at Plaza Colon 2, Torre I, Planta 16, 28036 Madrid, Spain as investment advisor of the Sub-Fund (the "Investment Advisor").

MCH Investment Strategies, AV, SA will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund's portfolio.

P. Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to

- 1.50% per annum of the average net assets of the Sub-Fund allocated to Class A during the relevant month;
- 1.80% per annum of the average net assets of the Sub-Fund allocated to Class B during the relevant month;
- 1% per annum of the average net assets of the Sub-Fund allocated to Class I during the relevant month.

Such fees are accrued on each Valuation Day and payable monthly in arrears.

In addition, the Management Company is entitled to receive from the Sub-Fund a performance fee (the "Performance Fee") equal to 15% of the Performance of the Sub-Fund in excess of the 3-month EURIBOR return for the relevant Calculation Period.

The Performance Fee will be accrued on each Valuation Day and payable to the Management Company in arrears after the end of each accounting year.

If the Sub-Fund shall have a negative Performance in any Calculation Period, then no Performance Fee shall be paid in subsequent Calculation Periods until the Sub-Fund has generated sufficient Performance to exceed the negative Performance brought forward from prior Calculation Periods (high watermark).

Performance is defined as the amount by which the Net Asset Value of the Sub-Fund at the end of the Calculation Period exceeds the Net Asset Value of the Sub-Fund at the beginning of the Calculation Period as adjusted for subscriptions and redemptions in the Sub-Fund.

Net Asset Value is defined as the aggregate net realized and unrealized gains and losses on investments from the Sub-Fund's portfolio and net income from operations (before Performance Fee accrual).

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Calculation Period is defined as each 12 month calendar year except that the first Calculation Period will be the period commencing on the date of first NAV calculation and ending on the accounting year-end of the accounting year under review.

The 3-month net Euro LIBOR rate will be registered at the end of each Calculation Period.

V. HALLEY GLOBAL LOW

Q. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The Sub-Fund seeks to achieve medium to long-term capital appreciation, with added emphasis on the protection of capital during unfavourable market conditions, through a dynamic allocation between the eligible financial assets, the economic sectors and the geographical areas.

The Sub-Fund will be managed in order to keep a low level of risk exposure to market fluctuations.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a global portfolio of diversified eligible financial assets across a wide range of asset classes (more particularly equity and debt securities) in varying proportions over time.

No more than 40% of the net assets of the Sub-Fund will be invested in equities and equity-related securities. The remainder may be invested in debt securities, in money market instruments and/or in units of other UCITS and/or other UCIs.

The Sub-Fund may when the Investment Advisor and the portfolio manager consider it opportune, invest up to 100% of its net assets in units of other UCITS and/or other UCIs whose investment policy helps achieve the Sub-Fund's investment objective.

The Sub-Fund may use financial derivative instruments for hedging and/or investment purposes, such as but not limited to warrants, futures, options, swaps and forwards on currencies, interest rates and transferable securities. The Sub-Fund may reach a maximum of 100% derivatives exposure (netted).

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

It should be noted that the investment in other UCITS and/or other UCIs may entail a duplication of certain fees and expenses. The aggregate management fees (including investment management,

advisory and performance fees as the case may be) charged both to the Sub-Fund and to the target UCITS and/or UCIs may not exceed 5%.

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 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 investments in the units of such other UCITS and/or other UCIs.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors but will not exclude institutional investors. The recommended investment horizon is approximately between 3 and 5 years.

R. Generalities of the Sub-Fund

Shares

q) Classes of Shares

The Sub-Fund actually offers one first Class of Shares:

- Class A: shares denominated in EUR and intended for retail investors.

r) Distribution Policy

No dividend is expected to be paid to the shareholders.

s) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

t) ISIN Codes

| | Classes of Shares | ISIN Codes |
|-------------------|--------------------------|--|
| HALLEY GLOBAL LOW | Class A | To be allocated at the time of the initial subscription period |

Initial Subscription Period

The Board of Directors reserves the right to fix the initial subscription period and conditions when it deems it opportune.

Subsequent Subscriptions

After the Initial Subscription Period, the Subscription Price corresponds to the Net Asset Value per Share on the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, duly completed and signed subscription forms must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share on the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day ("Valuation Day"), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

S. Investment Advisor

The Management Company has appointed, at the expenses of the Sub-Fund, Andorra Gestio Agricol Reig, S.A.U. having its registered office at C/ Manuel Cerqueda i Escaler, 3-5, AD700 Escaldes-Engordany, Andorra as investment advisor of the Sub-Fund (the "Investment Advisor"). Andorra Gestio Agricol Reig, S.A.U. will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund's portfolio.

T. Management Company Fees and Investment Advisory Fee

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the "Management Company Fee") to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter. The Sub-Fund will further pay to the Management Company an investment management fee equal to 0.375% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fees are accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fee

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the expense of the Sub-Fund, an investment advisory fee (the "Investment Advisory Fee") to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is set to maximum 1.125% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

VI. HALLEY VFF GLOBAL CAPITAL

U. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

VFF means Value Family Finance. Value refers to the respect for the values of life, Family refers to the importance of security for families and Finance refers to an investment vehicle such as the Sub-Fund intended to help the investor to achieve the security and the respect he is looking out for his savings.

The Sub-Fund seeks to achieve capital growth over the long term with particular attention to limit the decline of the capital during unfavourable market conditions. To this end, the Sub-Fund's portfolio manager may vary its exposure to different eligible asset classes on the basis of signals and factors the Sub-Fund's portfolio manager believes are indicative of the future trend and the expected risk of each asset class.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund will invest in units of other UCITS and/or other UCIs selected and actively managed in accordance with the following limits:

| | |
|---------------------|------------------------------|
| Total return funds: | Maximum 50% |
| Equity funds: | Maximum 60% |
| Mixed funds: | Minimum 20% and maximum 100% |
| Bond funds: | Maximum 80% |
| Money market funds: | Maximum 80% |

The Sub-Fund may also invest in ETFs and in financial derivative instruments like futures on indexes to optimize the efficiency of the portfolio management to the fullest extent permitted under chapter I in Part A of the Prospectus. The target indexes will be a composite of 20% EONIA, 40% Bloomberg/EFFAS Bond Indices Euro Govt All > 1 year TR, 10% Eurostoxx 50 TR, 30% MSCI World AC TR (in EUR). The Sub-Fund may enter into foreign exchange rates or currencies derivative transactions for investment purposes. The Sub-Fund may reach a maximum of 40% derivatives exposure (netted).

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

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

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 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 investments in the units of such other UCITS and/or other UCIs.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail and institutional investors. The recommended investment horizon is approximately between 3 and 5 years.

V. Generalities of the Sub-Fund

Shares

u) Classes and Categories of Shares

The Sub-Fund actually offers one first Class and Category of Shares:

- Class A Category capitalization: shares denominated in EUR and intended for retail investors.

The Sub-Fund will launch the following Classes and Categories when it deems it opportune; the Prospectus will then be updated:

- Class A Category distribution: shares denominated in EUR and intended for retail investors
- Class B Category capitalization: shares denominated in EUR and intended for institutional investors
- Class B Category distribution: shares denominated in EUR and intended for institutional investors.

v) Distribution Policy

No dividend will be paid to the shareholders in the Category capitalization in both Classes A and B. The distribution of dividends may be proposed by the Board of Directors to the general meeting of shareholders for the Category distribution in both Classes A and B.

w) Form of Shares

Shares in Class A will be issued in bearer form, in a dematerialised form or a registered form. Shares in Class B will be issued in registered form only.

x) ISIN Codes

| HALLEY VFF GLOBAL CAPITAL | Classes and Categories of Shares | ISIN Codes |
|---------------------------|---|--|
| | A capitalization | LU0780567466 |
| | A distribution | To be allocated at the time of the initial subscription period |
| | B capitalization | To be allocated at the time of the initial subscription period |
| | B distribution | To be allocated at the time of the initial subscription period |

Subsequent Subscriptions

Subscriptions in the Sub-Fund will be accepted either for amounts to be invested in EUR or for a specific number of shares to be issued. Investors will then be allocated a number of Shares calculated on the basis of the relevant Net Asset Value per Share calculated for the relevant Valuation Day. Fractions of Shares will be issued up to three decimal places; no residual cash invested will therefore need to be returned to the investor.

The Subscription Price corresponds to the relevant Net Asset Value per Share for the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the Net Asset Value and which shall be retained by the sales agents.

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 in Luxembourg no later than 12.00 noon, Luxembourg time, 1 Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment of the subscribed amount shall be received no later than 3 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

Redemptions in the Sub-Fund will be accepted either for a number of Shares or for an amount to be redeemed in EUR. Shareholders will then be reimbursed a number of Shares calculated on the basis of the relevant Net Asset Value per Share calculated for the relevant Valuation Day. Fractions of Shares will be redeemed up to three decimal places.

The Redemption Price corresponds to the relevant Net Asset Value per Share for the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established for a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 12.00 noon, Luxembourg time, 1 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 paid no later than 3 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Category and Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A Category capitalization is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Business Day (“Valuation Day”), there is a corresponding Net Asset Value per Share which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, this tax is reduced to 0.01% per annum for the net assets attributable to Class B Categories capitalization and distribution. The portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

W. Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the “Management Company Fee”) to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.075% per annum of the average net assets of the Sub-Fund during the relevant quarter.

The Sub-Fund will further pay to the Management Company a fixed investment management fee equal to 1.25% per annum of the average net assets of the Sub-Fund during the relevant quarter.

Such fees are accrued on each Valuation Day and payable quarterly in arrears.

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In addition, the Management Company is entitled to receive from the Sub-Fund an annual performance fee equal to 10% of the outperformance of the Sub-Fund over the hurdle rate of return (7%). The outperformance of the Net Asset Value over the hurdle rate is calculated if there is a Net Asset Value increase as of the Valuation Day compared to the Reference Net Asset Value (the last Net Asset Value of the previous accounting year or the initial subscriptions for the accounting year under review) where this increase exceeds the accrual of the hurdle rate. If there is an under-performance for a given year, this under-performance will be taken into consideration for the following accounting year.

The amount of the performance fee will be accrued on each Valuation Day.

VII. HALLEY ANDANTE BALANCED

X. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The investment objective of the Sub-Fund is to provide the investors with a balanced asset allocation in order to achieve revenue and generate capital growth over the long term.

The objective of the Sub-Fund is to outperform the rate of 12-month Euro Libor return.

There is however no guarantee that this objective will be achieved. It is understood that when market conditions are adverse the Sub-Fund's return could be negative.

Investment Policy

The Sub-Fund will invest in a diversified portfolio composed principally of equity and equity-related instruments (including but not limited to ordinary or preferred shares, convertible bonds), bonds and debt securities (including but not limited to fixed-rate or floating securities, zero-coupon bonds and treasury bonds). For diversification's sake, the Sub-Fund's portfolio will also include commodities and precious metals related investments as well as real estate related investments through other UCITS or other UCIs, including eligible Exchange Traded Funds ("ETFs"). The tactical exposure to the above asset classes will derive from the Investment Advisor's asset allocation recommendations.

Equity-related investments will be actively managed and will not exceed 65% of the net assets of the Sub-Fund. The Sub-Fund will seek exposure to equities such as, but not limited to, equities represented or traded on the Stoxx Europe 600 and Standard & Poors 500 indices. It may also invest in units of other UCITS and/or other UCIs or ETFs to complete its exposure to European, US and worldwide equity markets.

Bonds and debt securities commitment will not be lower than 35% of the Sub-Fund's net assets. Investments will be focused on Investment Grade debentures. Investments in non-investment grade debentures considered as an investment opportunity might occur from time to time but will not exceed 10% of the Sub-Fund's net assets. Units of other UCITS and/or other UCIs or ETFs will also be used for specific debentures such as Convertible bonds, High Yield bonds or emerging markets debentures.

Exposure to commodity-related investments may represent up to 7% of the Sub-Fund's net assets; precious metal related investments will represent up to 5%. Real estate related investments will not be in excess of 5%. The Sub-Fund will be exposed to the above mentioned asset classes through other eligible UCITS or other eligible UCIs, including eligible Exchange Traded Funds ("ETFs") within the limits permitted by the Law of 2010.

The Sub-Fund may hold securities denominated in currencies other than the Reference Currency of the Sub-Fund (EUR). It is not required to hedge those positions against the Reference Currency. Currency exposure might be diversified through the use of foreign currency futures.

The Sub-Fund may use financial derivative instruments for hedging and investment purposes, such as but not limited to warrants, futures, options, swaps and forwards on currencies, interest rates and transferable securities. The Sub-Fund may also use options strategies such as selling puts or selling covered calls as an alternative to a direct investment or as part of an investment target provided that the underlying assets or exposure comply with the Sub-Fund's principle of risk spreading. The purpose of such strategies is not the hedging of the underlying assets and will not reduce the Sub-Fund's risk exposure. The Sub-Fund may reach a maximum of 60% derivatives exposure (netted).

The Sub-Fund may achieve its investment objective indirectly by investing up to 80% of its net assets through other UCITS and/or other UCIs, including ETFs.

Unencumbered cash positions will be invested in fiduciary deposits of first rate banks at prevailing short-term rates and/or in high quality rated bonds of public or corporate issuers, and/or money market instruments with a maturity not exceeding 12 months.

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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, the Sub-Fund will comply with the investment restrictions and the principle of risk spreading set forth under Part A of the Prospectus. 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 Custodian may not exceed 20% of the Sub-Fund's net assets.

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

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 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 investments in the units of such other UCITS and/or other UCIs.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C.

In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus. The Sub-Fund will however not enter into securities lending transactions.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein.

The Sub-Fund is intended for retail investors but will not exclude institutional investors. The recommended investment horizon is approximately between 5 and 8 years.

Y. Generalities of the Sub-Fund

Shares

y) Classes of Shares

The Sub-Fund actually offers one first Class of Shares:

- Class A: shares denominated in EUR and intended for any type of investors.

z) Distribution Policy

No dividend is expected to be paid to the shareholders.

aa) Form of Shares

Shares will be issued in a dematerialised form or a registered form.

bb) ISIN Codes

| | Classes of Shares | ISIN Codes |
|-------------------------|--------------------------|-------------------|
| HALLEY ANDANTE BALANCED | Class A | LU0780567540 |

Subsequent Subscriptions

The Subscription Price corresponds to the Net Asset Value per Share on the relevant Valuation Day, which may be increased by a sales charge of a maximum of 5% of the Net Asset Value and which shall be retained by the sales agents.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, duly completed and signed subscription forms must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the Net Asset Value per Share on the relevant Valuation Day.

In order to be dealt with on the basis of the Net Asset Value per Share established on a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currency

The Sub-Fund is denominated in EUR.

The Net Asset Value of the Class A is expressed in EUR.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

The Net Asset Value per Share is calculated twice a month, on the 15th day and on the last Business Day of each month (each a “Valuation Day”). Should the 15th day of a month not be a Business Day, the Net Asset Value per Share will then be calculated on the immediately preceding Business Day.

For each Valuation Day, the corresponding Net Asset Value per Share which is dated that Valuation Day is calculated and published on the following Business Day(s) after that Valuation Day.

Publication of the NAV

The Net Asset Value and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

Z. Investment Advisor

The Management Company has appointed, at the expenses of the Sub-Fund, CEFISA Associés S.A. having its registered office at Rue du Mont-de-Sion, 10, P.O. Box 40, CH-1211 Geneva 17 as investment advisor of the Sub-Fund (the “Investment Advisor”).

CEFISA Associés S.A. will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund’s portfolio.

AA. Management Company Fees and Investment Advisory Fees

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the “Management Company Fee”) to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.10% per annum of the average net assets of the Sub-Fund during the relevant quarter. The Sub-Fund will further pay to the Management Company an investment management fee equal to 0.32% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fees are accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fees

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the expense of the Sub-Fund, an investment advisory fee (the “Investment Advisory Fee”) to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is set to 0.50% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

In addition, the Investment Advisor is entitled to receive from the Sub-Fund a performance fee (the “Performance Fee”) equal to:

- 10% of the first 5% Performance of the Sub-Fund in excess of the 12-month EURIBOR return for the relevant Calculation Period,
- 15% of the further 5%, and
- 20% of the above Performance.

The Performance Fee will be accrued on each Valuation Day and payable to the Investment Advisor in arrears after the end of each calendar quarter.

If the Sub-Fund shall have a negative Performance in any Calculation Period, then no Performance Fee shall be paid in subsequent Calculation Periods until the Sub-Fund has generated sufficient Performance to exceed the negative Performance brought forward from prior Calculation Periods (high watermark).

Performance is defined as the amount by which the Net Asset Value of the Sub-Fund at the end of the Calculation Period exceeds the Net Asset Value of the Sub-Fund at the beginning of the Calculation Period as adjusted for subscriptions and redemptions in the Sub-Fund.

Net Asset Value is defined as the aggregate net realized and unrealized gains and losses on investments from the Sub-Fund’s portfolio and net income from operations (before Performance Fee accrual).

Calculation Period is defined as each 3 month calendar quarter except that the first Calculation Period will be the period commencing on the date of first NAV calculation and ending on the next calendar quarter.

The 1 year net Euro LIBOR rate will be registered at the end of each Calculation Period.

The Sub-Fund will not operate an equalisation accounting or series accounting system in relation to the allocation of the Performance Fee between different investors. This means that it is possible for there to be an inequitable allocation of the Performance Fee between different investors depending on when they invest in the Sub-Fund.

VIII. HALLEY ASIAN PROSPERITY

BB. Investment Objective, Policy, Specific Risk factors and Risk Management of the Sub-Fund

Investment Objective

The objective of the Sub-Fund is to obtain a high investment return over time by investing predominantly in equities listed on the Asian stock markets, whose underlying business expansion is expected to generate a combination of capital growth and income. There will also be a strong emphasis upon preservation of capital through value disciplines at both stock and aggregate portfolio level.

There is however no guarantee that this objective will be achieved.

Investment Policy

The Sub-Fund intends to achieve its objective mainly by the active management of a portfolio comprising of a focused selection of Asian listed or orientated stocks. Stocks will be chosen only if meeting a range of criteria including expected high levels of return on equity, quality of corporate management and governance, demonstrable record and intention of dividend payments, and attractive valuation levels.

Markets invested in will include both developed and emerging markets as defined by MSCI. There will be no minimum or maximum size with regards to market capitalization of holdings.

It is expected that overall turnover within the portfolio will be low with long holding periods for each investment made.

Notwithstanding the above provisions and if justified by exceptional market conditions, the 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. However, exposure restrictions to individual securities and aggregate exposure to UCITS and UCIs as detailed in Part A of the Prospectus will remain applicable at all times. 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 Custodian may not exceed 20% of the Sub-Fund's net assets. The maximum exposure to other UCITS and UCIs is 10% of the Sub-Fund's net assets.

Investment Restrictions

The Sub-Fund is subject to the investment restrictions set out in Part A of the Prospectus under chapter I, sections B and C. In addition, the Sub-Fund may use techniques and instruments as set out under chapter I, section D in Part A of the Prospectus.

The investment restrictions may not be complied with during a transitional period of 6 months from the date on which the Sub-Fund has been authorised, provided that the Sub-Fund will endeavour

to ensure, at all times, an appropriate level of diversification of risk within the portfolio of the Sub-Fund.

Risk Management

The method retained by the Management Company for the determination of the global risk exposure of the Sub-Fund is the Commitment Approach.

Risk Profile

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.

The Sub-Fund may invest in emerging markets. It may therefore show greater than average volatility due to a high degree of concentration, greater uncertainty because less information is available, less liquidity, or greater sensitivity to changes in market conditions (social, political and economic conditions). In addition, some emerging markets offer less security than the majority of international developed markets. For this reason, services for portfolio transactions, liquidation and custody on behalf of funds invested in emerging markets may carry greater risk. The Sub-Fund and the investors agree to bear these risks.

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

Profile of targeted investors

The Sub-Fund targets informed investors who are advised to invest only part of their assets therein. The recommended investment horizon is 5 years or longer.

CC. Generalities of the Sub-Fund

Shares

cc) Classes and Categories of Shares

The Sub-Fund actually offers six Classes of Shares which may differ by the Initial Subscription Period, the Reference Currency, the initial subscription price, the level of Investment Advisory and Performance Fees and the targeted investors:

| | Reference Currency | Annual Investment Advisory Fee | Annual Performance Fee: hurdle rate of return | Targeted investors |
|------------------------|--------------------|--------------------------------|---|----------------------------|
| Founder Classes | | | | |
| Class A1 | GBP | 1% | 10% | Institutional/professional |
| Class A2 | USD | 1% | 10% | Institutional/professional |

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| | | | | |
|-------------------------|-----|------|-----|----------------------------|
| Class A3 | GBP | 1.5% | 10% | Institutional/professional |
| Standard Classes | | | | |
| Class B1 | GBP | 1% | 5% | Institutional/professional |
| Class B2 | USD | 1% | 5% | Institutional/professional |
| Class B3 | GBP | 1.5% | 5% | Institutional/professional |

The Founder Classes of Shares will be offered for subsequent subscriptions only to the shareholders having subscribed before 31 December 2012. The Board of Directors may however accept at its discretion subscriptions from investors who have not subscribed in these Classes before 31 December 2012.

Each Class of Shares will offer two Categories, one Category entitling the holders thereof to receive a distribution ("Category distribution") and another Category capitalizing its entire earnings ("Category capitalization").

dd) Distribution Policy

No dividend will be paid to the shareholders in the Category capitalization in all Classes. The distribution of dividends to the shareholders in the Category distribution may be proposed by the Board of Directors depending upon overall levels of income received from the Sub-Fund's investments.

ee) Form of Shares

Shares will be issued in registered form only.

ff) ISIN Codes

| | Classes of Shares | ISIN Codes |
|-------------------------|----------------------------|--------------|
| HALLEY ASIAN PROSPERITY | Class A1 Capitalization | LU0855165584 |
| | Class A1 Distribution | LU0855165667 |
| | Class A2 Capitalization | LU0855165741 |
| | Class A2 Distribution | LU0855165824 |
| | Class A3 Capitalization | LU0855166129 |
| | Class A3 Distribution | LU0855166392 |
| | Class B1 Capitalization | LU0855166475 |
| | Class B1 Distribution | LU0855166558 |
| | Class B2 Capitalization | LU0855166632 |

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|--|----------------------------|--------------|
| | Class B2 Distribution | LU0855166715 |
| | Class B3 Capitalization | LU0855166806 |
| | Class B3 Distribution | LU0855167010 |

Subsequent Subscriptions

After the Initial Subscription Period, the Subscription Price corresponds to the relevant Net Asset Value per Share on the relevant Valuation Day, which may be increased by a sales charge of a maximum of 3% of the relevant Net Asset Value and which shall be retained by the sales agents.

In order to be dealt with on the basis of the relevant 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 in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day 1 week preceding such Valuation Day and must be accepted. Subscription forms received after this time and date will take effect on the next following Valuation Day.

Payment shall be received no later than 2 Business Days following the applicable Valuation Day for the account of the Fund referencing the Sub-Fund and the relevant Class.

The corresponding Shares will be issued as of the applicable Valuation Day.

Redemptions

The Redemption Price corresponds to the relevant Net Asset Value per Share for the relevant Valuation Day.

In order to be dealt with on the basis of the relevant Net Asset Value per Share established for a Valuation Day, written redemption requests must be received by the Registrar and Transfer Agent in Luxembourg no later than 3.00 p.m., Luxembourg time, on the Business Day 1 week before 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 paid no later than 2 Business Days following the applicable Valuation Day.

Redemption fee: None

Conversions

The Shares of a Class of the Sub-Fund may be converted into Shares of the same Class of another Sub-Fund of the Fund according to the procedure described in Part A of the Prospectus.

The conversion list will be closed under the same terms and conditions as applicable to redemptions in the Sub-Fund.

Reference Currencies

The Sub-Fund is consolidated in USD.

The Net Asset Value of the Classes A1, A3, B1 and B3 Shares is expressed in GBP.

The Net Asset Value of the Classes A2 and B2 Shares is expressed in USD.

Frequency of the Net Asset Value per Share (NAV) calculation and Valuation Day

For each Friday (“Valuation Day”), there is a corresponding Net Asset Value per Share in each Class which is dated that Valuation Day and calculated and published on the following Business Day(s) after that Valuation Day.

Should a Friday not be a Business Day, the Net Asset Value per Share in each Class will then be dated the next Business Day.

Publication of the NAV

The Net Asset Values and the issue and redemption prices of the Shares will be available at the registered office of the Fund.

Listing on the Luxembourg Stock Exchange

The Shares of the Sub-Fund are not actually admitted to official listing on the Luxembourg Stock Exchange.

Taxation

The Sub-Fund is liable to a tax of 0.05% per annum of its Net Asset Value (*taxe d'abonnement*), 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. However, the portion of assets which are invested in units of UCITS and UCIs shall be exempt from such tax as far as those UCITS and UCIs are already submitted to this tax in Luxembourg.

DD. Investment Advisor

The Management Company has appointed, at the charge of the Sub-Fund, Samarang LLP, having its registered office at 78 Pall Mall, London, UK, as investment advisor of the Sub-Fund (the “Investment Advisor”).

Samarang LLP will keep the investments of the Sub-Fund under constant review and address recommendations to the Management Company in connection with the investment and reinvestment of the Sub-Fund’s portfolio.

EE. Management Company Fees and Investment Advisory Fees

Management Company Fees

Pursuant to the Collective Portfolio Management Agreement, the Sub-Fund will pay a management company fee (the “Management Company Fee”) to the Management Company in remuneration for its services. Such Management Company Fee is equal to 0.125% per annum of the average net assets of the Sub-Fund during the relevant quarter. Such fee is accrued on each Valuation Day and payable quarterly in arrears.

Investment Advisory Fees

Pursuant to the Investment Advisory Agreement, the Management Company will pay, at the charge of the Sub-Fund, an investment advisory fee (the “Investment Advisory Fee”) to the Investment Advisor in remuneration for its services. Such Investment Advisory Fee is equal to 1% per annum of the average net assets of the Sub-Fund during the relevant quarter attributable to Classes A1, A2, B1 and B2, and to 1.5% per annum of the average net assets of the Sub-Fund during the relevant quarter attributable to Classes A3 and B3. Such Investment Advisory Fee is accrued on each Valuation Day and payable quarterly in arrears.

In addition, the Management Company will pay to the Investment Advisor, at the charge of the Sub-Fund, an annual performance fee equal to

- 15% of the outperformance of the Sub-Fund attributable to Classes A1, A2 and A3, over their particular hurdle rate of return (10%);
- 15% of the outperformance of the Sub-Fund attributable to Classes B1, B2 and B3, over their particular hurdle rate of return (5%).

The outperformance of the Net Asset Value over the hurdle rate is calculated if there is a Net Asset Value increase as of the Valuation Day compared to the Reference Net Asset Value (the last Net Asset Value of the previous accounting year or the initial subscriptions for the accounting year under review) where this increase exceeds the accrual of the hurdle rate. If there is an under-performance for a given accounting year, this under-performance will be taken into consideration for the following accounting year.

In addition to the hurdle rate of return under which performance fees will not be charged, there will also be for all Classes of Shares a ‘high water mark’ of 10% above the initial price at launch. No performance fees will be paid in years where the NAV ends below this high water mark. The high water mark will be reset once annual performance fees have been paid, to the NAV level at the end of that yearly period.

The amount of the performance fee is accrued on each Valuation Day and payable yearly in arrears.

FF. Registration in the United Kingdom

The Fund has applied for recognition of the Sub-Fund under section 264 of the UK Financial Services and Market Act 2000, as amended or re-enacted from time to time (“FSMA”). The Fund will maintain the facilities required of a recognised scheme by the rules contained in the Financial Services Authority’s Collective Investment Schemes Sourcebook at the offices of Samarang LLP, 78 Pall Mall, London, United Kingdom. Accordingly, the Sub-Fund will be marketed to the general

public in the United Kingdom (the “UK”). Certain rules made under FSMA for the protection of private customers will not apply to investments in the Sub-Fund (for example those conferring rights to cancel or withdraw from certain investments). Compensation under the Financial Services Compensation Scheme will generally not be available in connection with investments in the Sub-Fund.

Such facilities enable, among other things (during normal business hours in the UK), the following documents to be inspected and obtained (free of charge for items 3 and 4) from the address of Samarang LLP, 78 Pall Mall, London, United Kingdom:

1. the instrument constituting the scheme (“Articles”);
2. any instrument amending the instrument constituting the scheme;
3. the latest Prospectus;
4. the relevant Key Investor Information Documents; and
5. the latest annual and semi-annual reports.

The Fund has further applied for the Reporting Fund status for the Sub-Fund. Tax treatment depends on the individual circumstances of each investor and may be subject to changes in the future.

MISCELLANEOUS

I. DOCUMENTS AVAILABLE

Copies of the following documents can be obtained during office hours on any Business Day from the registered office of the Fund at 7A, rue Robert Stümper, L-2557 Luxembourg:

- (i) the Articles of Incorporation of the Fund;
- (ii) the agreement with the Custodian and Paying Agent on services referred to under the heading "Custodian and Paying Agent";
- (iii) the agreements with the Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent on services referred to under the heading "Domiciliary and Corporate Agent, Administrative Agent, Registrar and Transfer Agent";
- (iv) the agreement with the Management Company referred to under the heading "Management Company";
- (v) the agreements with the Investment Advisors referred to under the heading "Investment Manager and Investment Advisor"
- (vi) the latest reports and accounts referred to under the heading "General Information", Section B. "Meetings of, and Reports to, shareholders".

II. SUBSCRIPTION FORMS

Subscription forms may be obtained from the Fund's registered office on request.

III. OFFICIAL LANGUAGE

The official language of the Prospectus and of the Articles of Incorporation is English. However, the Board of Directors, the Custodian, the Management Company, the Domiciliary and Corporate Agent, the Administrative Agent and the Registrar and Transfer Agent may, on their own behalf and on the Fund's behalf, consider it essential that these documents be translated into the languages of the countries in which the Fund's Shares are offered and sold. Unless contrary to local law in the jurisdiction concerned, in the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall always prevail.