

MEDIOBANCA MANAGEMENT COMPANY S.A.
société anonyme acting on behalf of the Fonds Commun de Placement
PALLADIUM FCP
With registered office on
2, boulevard de la Foire, L-1528 Luxembourg
R.C.S. Luxembourg K1320
(“Mediobanca”)

and

RAM (LUX) TACTICAL FUNDS II
société anonyme qualifying as a
société d’investissement à capital variable
14, Boulevard Royal, L-2449 Luxembourg
R.C.S. Luxembourg B 178 133
(“Receiving SICAV”)

Common terms of merger regarding the merger of the following sub-funds:

PALLADIUM FCP - RAM Mediobanca Strata UCITS Credit Fund
(the “Merging Sub-Fund”)

and

RAM (LUX) TACTICAL FUNDS II – STRATA CREDIT FUND
(the “Receiving Sub-Fund”)

These **COMMON TERMS OF MERGER** are dated 12 April 2024.

The Merging Sub-Fund and the Receiving Sub-Fund will hereinafter be together referred to as the **“Merging Entities”**.

The Board of Directors of Mediobanca (the **“Board of Mediobanca”**) and the Board of Directors of RAM (LUX) TACTICAL FUNDS II (the **“Board of the Receiving SICAV”**) have drawn up the following common terms for a merger foreseen under article 1(20)(a) of the law dated 17 December 2010 on undertakings for collective investment, as amended (the **“2010 Law”**):

Capitalized terms not defined herein have the same meaning as in the prospectus of the respective entity to which the section relates.

1. The merger

In accordance with the powers granted to the Board of Mediobanca and to the Board of the Receiving SICAV, the Board of Mediobanca and the Board of the Receiving SICAV (together, “the **Boards**”) have decided to merge the Merging Sub-Fund with the Receiving Sub-Fund and their respective share classes (as detailed hereafter) on the 30 May 2024, (the **“Effective Date of Merger”**) or any later practicable date to be determined by the Boards and indicated in the notices to be sent to the unitholders of the Merging Sub-Fund, and in accordance with these common terms of merger (the **“Merger”**). Unitholders of the Merging Sub-Fund will receive, in exchange for their units, the respective share classes of the Receiving Sub-Fund as described below:

Merging Sub-Fund and its Respective Classes of Units			Receiving Sub-Fund and its Respective Share Classes	
PALLADIUM FCP: RAM Mediobanca Strata UCITS Credit Fund		→	RAM (LUX) TACTICAL FUNDS II – STRATA CREDIT FUND	
Merging Classes of Units		→	Receiving Share Classes	
C4-INC (EUR)	LU2213823748	→	XN _D	LU2213823748

C4 (EUR)	LU2032722865	→	XN	LU2032722865
C5-INC (EUR)	LU2213824126	→	X _D	LU2213824126
C5 (EUR)	LU2032723244	→	X	LU2032723244
M1 (EUR)	LU1808849803	→	R	LU1808849803
C1 (EUR)	LU1808848748	→	W	LU1808848748
I4 (EUR)	LU1808849555	→	I _P	LU1808849555
I1 (EUR)	LU1808849126	→	I	LU1808849126
C7 (EUR)	LU2033266706	→	C7	LU2033266706

The Merger will be operated in accordance with article 1 (20) (a) of the 2010 Law and the terms and provisions of their respective prospectuses and, if applicable, articles of incorporation or management regulations, by transferring all the assets and liabilities of the Merging Sub-Fund to the Receiving Sub-Fund, in exchange of newly issued shares of the Receiving Sub-Fund to the unitholders of the Merging Sub-Fund and, if applicable, a cash payment not exceeding 10% of the net asset value of the shares of the corresponding Receiving Sub-Fund.

Consequently, the Merging Sub-Fund will be dissolved without going into liquidation.

2. Background to and rationale for the proposed Merger

The Board of Mediobanca and the Board of the Receiving SICAV have individually decided, in the best interest of the unitholders of the Merging Sub-Fund, to merge the Merging Sub-Fund into the Receiving Sub-Fund.

The Receiving Sub-Fund will be launched by the Merger. The Receiving Sub-Fund will adopt the investment objective, policy, strategy and process of the Merging Sub-Fund and RAM Active Investments S.A., investment manager of the Merging Sub-Fund will be the portfolio manager of the Receiving Sub-Fund.

RAM Active Investments (Europe) S.A. is the management company of several investment funds where RAM Active Investments S.A. is investment manager. Strong organizational relations between the two entities provide for a more efficient management of investment funds. The Merger aims to repatriate the Merging Sub-Fund within an entity having RAM Active Investments (Europe) S.A. as a management company while maintaining the same investment manager, RAM Active Investments S.A., in order to benefit from efficiencies of a well-established relationship, as detailed below.

The strong organization relations revolve around the distribution network available to the management company of the Receiving SICAV, RAM Active Investments (Europe) SA and its existing range of financial products classifying as UCITS. Indeed, the unitholders of the Merging Sub-Fund will benefit from more extensive distribution capabilities, additional investor support functions (including sales representatives) and a higher number of existing distribution agreements once it becomes a sub-fund in the Receiving SICAV.

By using the same service providers as the existing range of financial products classifying as UCITS that are being managed by RAM Active Investments (Europe) SA, the Merging Sub-Fund will benefit from increased operational efficiencies. This will simplify operational processes and as such, reduce operational risks.

3. Expected impact of the proposed Merger on the shareholders of the Merging Sub-Fund

As from the first Luxembourg bank business day following the Effective Date of Merger, the Merging Sub-Fund will cease to exist and unitholders of the Merging Sub-Fund, who did not request the redemption of their classes of units in accordance with section 9, will become shareholders of the Receiving Sub-Fund.

The Receiving Sub-Fund has different service providers than those of the Merging Sub-Fund:

Main service providers of Mediobanca and the Merging Sub-Fund	Main service providers of the Receiving SICAV and the Receiving Sub-Fund
Management Company Mediobanca Management Company S.A.	Management Company RAM Active Investments (Europe) S.A.
Depositary and Paying Agent BNP Paribas, Luxembourg Branch	Depositary and Paying Agent Banque de Luxembourg
Registrar and Transfer Agent BNP Paribas, Luxembourg Branch	Registrar and Transfer Agent UI efa S.A.
Administrative Agent BNP Paribas, Luxembourg Branch	Administrative Agent UI efa S.A.
Authorized Independent Auditor Ernst & Young	Authorized Independent Auditor Ernst & Young

The Receiving Sub-Fund will adopt the investment objective, policy, strategy and process of the Merging Sub-Fund. In this respect, unitholders shall expect no changes in the general portfolio management of the Receiving Sub-Fund. The investment manager is the same entity in both the Receiving and the Merging Sub-Funds, RAM Active Investments S.A., a company authorized and regulated by the Swiss Financial Markets Supervisory Authority, with registered office at rue du Rhône 8, 1204 Geneva, Switzerland.

The reference currency of both the Receiving and the Merging Sub-Fund is EUR.

In addition, the Receiving Sub-Fund mainly differs from the Merging Sub-Fund with regards to the following characteristics:

Merging Sub-Fund	Receiving Sub-Fund
Change of legal form	
<p>The Merging Sub-Fund is a sub-fund of a <i>Fonds Commun de Placement</i> ("FCP"). A FCP is not a legal person and its management company represents the FCP.</p> <p>Legal rights of the unitholders are governed by the management regulation of the FCP.</p> <p>A FCP is a tax transparent investment vehicle.</p>	<p>The Receiving Sub-Fund is a sub-fund of a SICAV. A SICAV is a legal entity incorporated as a <i>Société Anonyme</i> and subject to Luxembourg corporate law.</p> <p>Shareholders have legal rights defined by Luxembourg law and in the articles of association of the SICAV. Shareholders can participate to the annual general meeting of shareholders.</p> <p>A SICAV is a taxable entity.</p>
Distribution Policy	
<p>The Merging Sub-Fund intends to declare dividends out of the net investment income (including interest and fee income) in respect of Units in the Distributing Unit Classes on a semi-annual basis (calculated at the applicable Valuation Day closest to the relevant semi annual dates of 30 June and 31 December) at the discretion of the Management Company.</p>	<p>The distribution policy in the Receiving Sub-Fund is governed by the article 30 of the articles of association:</p> <p><i>"In all sub-funds of the Company, the general meeting of shareholders, on the proposal of the board of directors, shall determine the amount of the dividends or interim dividends to distribute to distribution shares, within the limits prescribed by the Luxembourg Law of 2010. The proportion of distributions, incomes and capital gains attributable to accumulation shares will be capitalised.</i></p> <p><i>The board of directors may declare and pay interim dividends in relation to distribution shares</i></p>

	<i>in all sub-funds, subject to the applicable laws and regulations.”</i>
Publication of the net asset value	
The Net Asset Value for each Class of Units will be available at the registered office of the Management Company, of the Depositary Bank, and at the registered office of the Fund and will be published daily in “Il Sole 24 Ore” or on the website of the Investment Manager (www.ram-ai.com).	Registered office of the SICAV.
Valuation Day	
Any day on which banks are simultaneously open for business in Luxembourg and London except for the 24 and 31 December.	Each full bank business day in Luxembourg.
Anti-Dilution Levy / Swing pricing	
The Management Company reserves the right to impose an anti-dilution levy of up to 3% of the Net Asset Value per Unit in the case of net subscriptions and/or net redemptions on a transaction basis as a percentage adjustment (to be communicated to the Administrator) on the value of the relevant subscription/redemption calculated for the purposes of determining a subscription price or redemption price to reflect the impact of duties and charges and other dealing costs relating to the acquisition or disposal of assets and to preserve value of the underlying assets of the Sub-Fund where it considers such a provision to be in the best interests of the Sub-Fund. Such amount will be added to the price at which Units will be issued in the case of net subscription requests and deducted from the price at which Units will be redeemed in the case of net redemption requests. Any such sum will be paid into the account of the Sub-Fund.	<p>The Board of the SICAV may decide to apply a swing pricing on the NAV of one or several of its sub-funds. Swing pricing is a technique enabling the sub-funds of the SICAV to manage the negative dilution impact occurring as a result of subscriptions and redemptions in the sub-funds. The aim of the swing pricing is to protect existing shareholders against transaction costs generated by subscriptions and redemptions in the sub-fund</p> <p>The value of the Swing Factor will be determined by the Board of the SICAV and could vary from one sub-fund to the other sub-fund with a maximum of 3% of the non-swing NAV.</p>
Performance Fee – Equalisation Policy	
Units are acquired at a price based on the Net Asset Value per Unit. When Units are subscribed, certain adjustments will be made to reduce inequities that could otherwise result to the Unit Holder or to the Sub-Fund. This is done so that: (i) the Performance Fee paid to the Investment Manager is charged only to those Units which have appreciated in value since their acquisition, (ii) all Unit Holders of a Class will have the same	Investor’s attention is drawn to the fact that the Performance Fee is subject to the crystallisation principle. When a share redemption is executed on another date than a date on which a Performance Fee is paid while a Performance Fee accrual has been constituted, then the corresponding amount of Performance Fee accrued to be borne by the redeemed shares is due to the Investment Manager and will be paid

amount per Unit at risk, and (iii) all Units in the same Class have the same Net Asset Value per Unit. The equalisation amount shall be paid to the Investment Manager on a monthly basis.

(A) If Units are subscribed for at a time when the Net Asset Value per Unit is less than the Class High Water Mark Threshold Amount, the investor will be required to pay a Performance Fee with respect to any subsequent appreciation in the value of those Units. With respect to any appreciation in the value of those Units from the Net Asset Value per Unit at the date of subscription up to the Class High Water Mark Threshold Amount, the Performance Fee will be charged at the end of each Performance Period by redeeming such number of the investor's Units of the relevant Class as have an aggregate Net Asset Value (after accrual for any Performance Fee) equal to a percentage of any such appreciation of the relevant class of Units as outlined by the performance fee contained in the table above (a "Performance Fee Redemption"). The aggregate Net Asset Value of the Units so redeemed will be paid to the Investment Manager as a Performance Fee. Performance Fee Redemptions are employed to ensure that the Sub-Fund maintains a uniform Net Asset Value per Unit of each relevant Class. As regards the investor's remaining Units of the relevant Class, any appreciation in the Net Asset Value per Unit of those Units above Class High Water Mark will be charged a Performance Fee in the normal manner described above.

(B) If Units are subscribed for at a time when the Net Asset Value per Unit is greater than the Class High Water Mark Threshold Amount, the investor will be required to pay an amount in excess of the then current Net Asset Value per Unit of that Class equal to a percentage of the difference between the then current Net Asset Value per Unit of that Class (before accrual for the Performance Fee) and the Class High Water Mark Threshold Amount as outlined by the performance fee contained in the table above (an "Equalisation Credit"). At the date of subscription, the Equalisation Credit will equal the Performance Fee per Unit accrued with respect to the other Units of the same Class in the SubFund (the "Maximum Equalisation Credit"). The Equalisation Credit is payable to account for the fact that the Net Asset Value per Unit of that

to the Investment Manager at the end of the Period. In case of a subscription, the Performance Fee calculation is adjusted in order to avoid that this subscription has an impact on the amount of the Performance Fee accruals. For this adjustment, the performance of the Net Asset Value per share against the High Watermark until the date of the subscription is not taken into consideration in the calculation of the performance fee. Corresponding accruals for the performance fee will be reduced by 15% of the performance determined on the Valuation Day on which the subscription has been executed, multiplied by the number of shares subscribed.

Class has been reduced to reflect an accrued Performance Fee to be borne by existing Unit Holders of the same Class and serves as a credit against Performance Fees that might otherwise be payable by the Sub-Fund but that should not, in equity, be charged against the Unit Holder making the subscription because, as to such Units, no favourable performance has yet occurred. The Equalisation Credit ensures that all holders of Units of the same Class have the same amount of capital at risk per Unit. The additional amount invested as the Equalisation Credit will be at risk in the Sub-Fund and will therefore appreciate or depreciate based on the performance of the relevant Class of Units subsequent to the issue of the relevant Units but will never exceed the Maximum Equalisation Credit. In the event of a decline as at any Valuation Day in the Net Asset Value per Unit of those Units, the Equalisation Credit will also be reduced by an amount equal to a percentage of the difference between the Net Asset Value per Units of the relevant Class of Units as outlined by the performance fee contained in the table above (before accrual for the Performance Fee) at the date of issue and as at that Valuation Day. Any subsequent appreciation in the Net Asset Value per Unit of the relevant Class will result in the recapture of any reduction in the Equalisation Credit but only to the extent of the previously reduced Equalisation Credit up to the Maximum Equalisation Credit. At the end of each Performance Period, if the Net Asset Value per Unit (before accrual for the Performance Fee) exceeds the Class High Water Mark, that portion of the Equalisation Credit equal to a percentage of the relevant Class of Units, as outlined by the performance fee contained in the table above, of the excess, multiplied by the number of Units of that Class subscribed for by the Unit Holder, will be applied to subscribe for additional Units of that Class for the Unit Holder. Additional Units of that Class will continue to be so subscribed for at the end of each Performance Period until the Equalisation Credit, as it may have appreciated or depreciated in the Sub-Fund after the original subscription for Units of that Class was made, has been fully applied. If the Unit Holder redeems his Units of that Class before the Equalisation Credit has been fully applied, the Unit Holder will receive additional redemption proceeds equal to the Equalisation Credit then remaining multiplied

by a fraction, the numerator of which is the number of Units of that Class being redeemed and the denominator of which is the number of Units of that Class held by the Unit Holder immediately prior to such redemption in respect of which an Equalisation Credit was paid on subscription.	
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4. Expected impact of the proposed Merger on the shareholders of the Receiving Sub-Fund

No impact is expected on the shareholders of the Receiving Sub-funds considering that the Receiving Sub-Fund is inactive prior to the Merger and will be launched and activated by the Merger.

5. Criteria adopted for the valuation of the assets and the liabilities on the calculation date of the exchange ratio

The value of the assets and liabilities of the Merging Sub-Fund will be determined in accordance with the management regulation and the provisions of the Prospectus of the Merging Sub-Fund. For the purpose of the calculation of the exchange ratio, the value of assets of the Merging Sub-Fund will be determined with the most recent available price as of the Effective Date of Merger.

Any legal, advisory or administrative fees relating to the preparation and the implementation of the Merger will be supported by RAM Active Investments (Europe) S.A. in their capacity as Management Company of the Receiving SICAV.

Ernst & Young will be entrusted by the Board of Mediobanca and the Board of the Receiving SICAV as the approved statutory auditor to validate the criteria adopted for the valuation of the assets and the liabilities of both the Merging Sub-Fund and the Receiving Sub-Fund at the Effective Date of Merger as well as the calculation method of the exchange ratio and the exchange ratio itself. A copy of the report of the approved statutory auditor will be available upon request free of charge at the registered office of Mediobanca and the Receiving SICAV.

6. Calculation method of the exchange ratio

The Receiving Sub-Fund will be launched and activated by the Merger. In order to keep the track record of the Merging Sub-Fund, launch price of the respective Receiving Share Classes will be equal to the net asset value of the corresponding class of units of the Merging Sub-Fund as of the Effective Date of the Merger. Consequently, the exchange ratio will be 1:1.

As the reference currencies of the classes of units of the Merging Sub-Fund to be merged with the share classes in the Receiving Sub-Fund are identical, no foreign exchange rate needs to be applied.

The net asset values will be determined in accordance with calculation principles as described in the management regulation of Mediobanca and articles of association of the Receiving SICAV respectively.

The exchange ratio for each share class will be determined with 6 (six) decimals and rounded down to the nearest decimal.

7. Date of the calculation of the exchange ratio

The Receiving Sub-Fund and its share classes will be launched by the Merger and at the Effective Date of Merger. The launch price of the Receiving Sub-Fund and its share classes will be equal to the net asset value of the Merging Sub-Fund and its respective classes of units dated as of the Effective Date of Merger. Consequently, the exchange ratio will be 1 to 1 for each class of units subject to the Merger. The exchange ratio will be calculated on the basis of the net asset values of the Merging Sub-Fund and its classes of unit dated as of the Effective Date of Merger. The exchange ratio will be made available to unitholders of

the Merging Sub-Fund on the Luxembourg bank business day following the Effective Date of Merger at the registered office of the Receiving SICAV.

8. Rules applicable to the transfer of assets and the exchange of shares

As of the Effective Date of Merger, the assets (including any accrued income) and liabilities (including any accrued liabilities) of the Merging Sub-Fund and allocated to the various classes of units will be transferred *de jure* to the Receiving Sub-Fund and allocated to the various corresponding share classes of the Receiving Sub-Fund.

In accordance with the prospectus of Mediobanca and considering the Merger, no performance fee shall crystallise at the Effective Date of the Merger. Instead, the performance reference period of the Merging Sub-Fund shall continue applying in the receiving Sub-Fund.

In consideration for the transfer of the assets and liabilities of the Merging Sub-Fund to the Receiving Sub-Fund, the unitholders of the Merging Sub-Fund shall receive newly issued shares of the Receiving Sub-Fund on the Luxembourg bank business day following the Effective Date of Merger and the units held in the Merging Sub-Fund shall be cancelled and the Merging Sub-Fund shall cease to exist.

9. Other information

Subscription, transfer and/or conversion requests regarding the Merging Classes of Units listed in the table under section 1 are accepted until 5 (five) Luxembourg bank business days before the Effective Date of the Merger.

In case a unitholder of the Merging Sub-fund does not agree with the Merger he may request the redemption of his units, free of any redemption charge until 23 May 2024 at 12:00 p.m. (the "**Cut-Off Time**").

After the Cut-off Time, all subscription, redemption and conversion orders on the units of the Merging Sub-Fund will be rejected in order to allow a smooth implementation of the Merger.

Unitholders of the Merging Sub-Fund who did not request the redemption of their units at the latest at the Cut-off Time will receive shares of the Receiving Sub-Fund and will be able to exercise their shareholder rights vis-à-vis the Receiving SICAV as from the Effective Date of Merger.

10. Notices to unitholders / shareholders

In accordance with article 72 of the 2010 Law, notices to the unitholders of the Merging Sub-Fund, respectively the shareholders of the Receiving Sub-Fund, shall be published in the relevant medias, sent to the unitholders of the Merging Sub-Fund, respectively the shareholders of the Receiving Sub-Fund and published on the website of the relevant management company (www.mediobancamanagementcompany.com and www.ram-ai.com).

Executed in duplicate in Luxembourg on 12 April 2024.

MEDIOBANCA MANAGEMENT COMPANY S.A. ON BEHALF OF PALLADIUM FCP

By



Name: Fabio Ventola
Position: CEO



Name: Sveva Severi
Position: Director

**RAM (LUX) TACTICAL FUNDS II
SICAV**

By

Name:
Position:

Name:
Position: