YELLOW FUNDS SICAV
société anonyme qualifying as a
société d'investissement à capital variable
60, avenue J.F. Kennedy
L – 1855 Luxembourg
R.C.S. Luxembourg B 175534
(the "**Fund**")

Mediobanca Management Company S.A.
société anonyme
Registered office: 2, Boulevard de la Foire
L-1528 Luxembourg
R.C.S. Luxembourg: B 138 740(the
"Management Company")

acting on behalf of

Palladium FCP
fonds commun de placement
R.C.S. Luxembourg: K 1320

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

YELLOW FUNDS SICAV – CENTROCAMPO BY MEDIOBANCA SGR,
sub-fund of Yellow Funds SICAV (the "**Merging Sub-Fund**")

and

Palladium FCP – MEGATREND PROTECTION 90,
sub-fund of Palladium FCP (the "**Receiving Sub-Fund**")

These COMMON TERMS OF MERGER are dated 16/03/2022.

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

The respective board of directors of the Fund and the Management Company (the "**Boards**") 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**").

1. Identification of the type of merger and the sub-funds concerned by the merger

The merger between the Merging Entities will be effected by the absorption of the Merging Sub-Fund by the Receiving Sub-Fund whereby the assets and liabilities of the Merging Sub-Fund are transferred to the Receiving Sub-Fund by way of a contribution in kind of all assets and liabilities of the Merging Sub-Fund into the Receiving Sub-Fund. As a consequence, the Merging Sub-Fund will be dissolved without going into liquidation. In exchange for their shares in the Merging Sub-Fund, shareholders of the Merging Sub-Fund will receive shares of the corresponding unit class in the Receiving Sub-Fund as further described below.

2. Expected effective date of the merger

The merger shall become effective between the Merging Entities and towards third parties on 13 May 2022, upon (i) approval of the merger by the CSSF, and (ii) completion of the thirty (30) calendar days prior notice period before the date of calculation of the exchange ratio, and an additional five (5) working days during which the exchange ratio may be calculated (the "**Effective Date**") as further described below.

3. Background and rationale of the proposed merger

The Boards have decided, in the best interest of the shareholders of the Merging Sub-Fund and the unitholders of the Receiving Sub-Fund respectively, to merge the Merging Sub-Fund into the Receiving Sub-Fund to increase the size of the managed portfolio, to allow for an expected higher adjusted return / risk ratio, and, accordingly, to lower expected fees and to allow for greater diversification. Furthermore, the decision to merge the Merging Sub-Fund into the Receiving Sub-Fund has been made, taking into account the loss of attractiveness of the Merging Sub-Fund on the market and the actual level of its total expense ratio, which is much higher than the total expense ratio of the Receiving Sub-Fund.

In light of the assets under management of the Merging Entities combined, whereas for some of them are particularly small, the Boards consider it opportune to merge the Merging Sub-Fund in the Receiving Sub-Fund to achieve the objective stated in the foregoing paragraph.

In light of the compatibility of the investment objective, strategy, target assets and risk profile of the Merging Sub-Fund and the Receiving Sub-Fund, the Boards strongly believe in the synergies to be created by this merger, including, but not limited to, more efficient management thereby benefiting the Merging Sub-Fund's shareholders and Receiving Sub-Fund's unitholders, as stated earlier.

4. Expected impact of the proposed merger on the shareholders of the Merging Entities

The Merging Sub-Fund and the Receiving Sub-Fund have the same designated management company, Mediobanca Management Company S.A. and are sub-funds of two Luxembourg UCITS funds under the UCITS Directive (Directive 2009/65/EC) and Part I of the 2010 Law; they are also managed by the same investment manager, Mediobanca SGR S.p.A.. The main difference consists on the fact that the Fund is incorporated as a public limited liability company (*société anonyme*) under the form of a *société d'investissement à capital variable* (SICAV), while Palladium FCP is established under the form of a mutual fund (*fonds commun de placement*). Therefore, while the Fund is a corporate vehicle, Palladium FCP is a contractual vehicle and, as such, does not have legal personality. Thus, Palladium FCP, differently from the Fund, is not governed by a board of directors and general meetings of shareholders. Indeed, the unitholders of the Receiving Sub-Fund do not have voting rights at the annual general meeting and the changes to the management regulation of Palladium FCP are made by the Management Company, subject to the prior written consent of the depositary, in accordance with the provisions of the management regulation of Palladium FCP.

Thus, by becoming unitholders of the Receiving Sub-Fund, the shareholders of the Merging Sub-Fund will cease to have voting rights and will not be able to influence the changes to the management regulation of Palladium FCP.

Shareholders are informed that the classes of units in the Receiving Sub-Fund which shareholders will receive will be registered for distribution in the same countries than the classes of shares previously held in the Merging Sub-Fund by said shareholder.

Shareholders will be issued capitalisation units in the Receiving Sub-Fund whereby some classes of the Merging Sub-Fund are distribution shares. This means that such shareholders will no longer receive distributable income, but will accrue income in the net asset value of the capitalisation unit in the Receiving Sub-Fund without receiving distributions going forward.

With respect to the accrued income of the Merging Sub-Fund, it will be included in the final net asset value of the Merging Sub-Fund.

A rebalancing of the Receiving Sub-Fund's portfolio will be carried out after the merger. The rebalancing will be done within a few days after the Effective Date.

No further rebalancing of the investment portfolio of the Merging Sub-Fund will take place before or after the merger.

4.1 *Impact of the merger on the shareholders of the Merging Sub-Fund*

For the shareholders of the Merging Sub-Fund, the merger will result in such shareholders being, from the Effective Date, unitholders of the Receiving Sub-Fund.

No subscription fee will be levied within the Receiving Sub-Fund as a result of the merger.

Unitholders are informed that the classes of shares in the Receiving Sub-Fund which unitholders will receive will be registered for distribution in the same countries than the classes of shares previously held in the Merging Sub-Fund by said shareholder.

The merger will be binding on all the shareholders of the Merging Sub-Fund who have not exercised their right to request the redemption of their shares, free of charge, within the timeframe set out in section 8 (*Notices to shareholders*) below.

The Receiving Sub-Fund and the Merging Sub-Fund are managed by the same investment manager, Mediobanca SGR S.p.A..

The main characteristics of the Receiving Sub-Fund, as described in the Prospectus and in the key investor information document ("**KIID**") of the Receiving Sub-Fund and in the KIID of the Merging Sub-Fund are shown below.

In terms of reporting, shareholders/unitholders should note that the Fund and Palladium FCP prepare an audited annual report covering each financial year ending on 30th June of each year.

(a) Investment objective and policy

	Merging Sub-Fund	Receiving Sub-Fund
Investment objective	The Sub-Fund aims to be invested to a moderate risk profile and to deliver a total return, which is a combination of capital growth and income, commensurate with that level of risk. The risk management strategy may have a direct impact on the Sub-Fund's returns which may be limited by this strategy. The measure of risk is the annualised, equal-weighted volatility of the monthly portfolio returns over a rolling three year period.	The investment objective of the Sub-Fund is to achieve capital appreciation whilst offering a protection equal to at least 90% of the highest Net Asset Value reached in the twelve (12) months rolling after 15 January 2021 (the "**Protected NAV**"). Therefore, in the first year starting from 15 January 2021 to 15 January 2022 the Protected NAV will be 90% of the highest Net Asset Value reached over that period; thereafter it will be at least 90% of the highest Net Asset Value reached in the previous twelve (12) months. The Sub-Fund will have a new mechanism of rolling protection as from 15 January 2021. The protection level will be at least 90% of the Protected NAV reached during a rolling window of 12 months. The start of the rolling window is on 15 January 2021. Therefore, for

		the first year (15 January 2021 – 15 January 2022) the protection will be 90% of the highest NAV reached during this year. Please find below an example clarifying the situation: NAV on 15 January 2021 is equal to 140; therefore the protection level is 126 (140*90%). If, since that moment the NAV grows every day and on 1 March 2021, the NAV is 150, the new protection level will be 135 (150*90%). Then, assuming the NAV will drop to 145 the day after and does not move for the rest of the year 2021, on 30 August 2021 for example, the protection level – being based on the highest NAV reached in the window (150) – will remain at 135. In case the NAV remains at 145 also in 2022, on 15 January 2022 the protection level will be still at 135. However, on 30 August 2022 the protection level will be at least 130.5 (145*90%) as the highest NAV observed in the previous 12 months is 145 and no longer 150. In case the Net Asset Value decreases to the Protected NAV, the Net Asset Value might decrease further in the following days by the daily accruing of pro rata fees to a maximum amount equal to the annual fees, as defined in section 8. This means that investors will not lose more than 10% before fees are deducted. Such protection will be available from 15 January 2021. The protection offered is under the form of a put option entered into with an Approved Counterparty (as defined in section 16 below) and there is no additional formal guarantee (i.e. there is no guarantee agreement) between the Approved Counterparty and the Management Company or the Investment Manager to ensure the contemplated protection. The basket portfolio is determined by the Investment Manager on the basis of micro and macro market research of the Investment Manager and in line with the decision of the Management Company's investment committee. The Sub-Fund will terminate on the Business Day following the expiry of the put option ("**Maturity Date**") that provided the protection.

		The Sub-Fund will endeavour to extend the maturity of the put option periodically. If the put option can no longer be extended, the Unit Holders will be informed about the expected Maturity Date of the Sub-Fund (at least three (3) months prior to such date).
Investment policy	The Sub-Fund will seek to achieve the investment objective by having a flexible approach to asset allocation. This means that the Investment Manager of the Sub-Fund will actively manage the Sub-Fund exposures to a variety of asset classes and sectors as described further below, and adjust these tactically, as determined appropriate, to maintain a moderate level of risk. The main strategy which the Investment Manger intends to pursue in order to assist it in achieving the investment objective is a fundamental diversified growth strategy. These strategies are generally based on the assessment and analysis of the core characteristics of a country's or region's economic, monetary and risk environment, which is combine to a review of its corporate landscape (such as earnings, price valuations, business growth and operational efficiency), with the objective of increasing exposure to assets that present an investment opportunity and decreasing exposure to those with unfavourable prospects. Furthermore, in order to reduce or mitigate the impact of market risk (i.e. the risk associated with the market moving in one direction, up or down) and therefore lower its sensitivity to market movements, the Sub-Fund may invest up to 100% of its net asset value in money market funds or use financial derivative instruments (FDIs), as further described below under the section entitled "Financial derivative instruments". The range of asset classes in which the Sub-Fund will invest include, but is not necessarily limited to, equity, government bond, corporate bond (investment grade and non-investment grade), commodity and real estate. It will also include alternative asset classes, often considered to include, high yield bond, emerging market sovereign bond, emerging market corporate bond and commodity assets. The Sub-Fund has no geographic, industry or market capitalization focus and has the ability to investment globally in the full spectrum of permitted investments. Within a moderate risk profile, the Sub-Fund typically	The investment objective of the Sub-Fund is to provide Unit Holders with exposure to the performance of a multi-asset basket and deliver protection equal to at least 90% of the Protected NAV. as specified in section 2. above. The multi-asset basket (the "**Basket Portfolio**") consists of (i) a portfolio of securities and other assets whose composition is determined from time to time by the Investment Manager (the "**Assets Component**") and (ii) an exposure to an effective overnight interest rate for the EUR (the "**Cash Component**"), allocated in accordance with a volatility control strategy. The overnight interest rate used for the Cash Component will be the Effective Overnight Index Average Eonia minus a fixed spread. The Sub-Fund will gain exposure to the Basket Portfolio which consists of the Assets Component and the Cash Component indirectly through one or more TRS with an Approved Counterparty. The monthly performance of the Basket Portfolio might be limited at 5.0% ("**Capped Performance Level**") of the level of the Basket Portfolio on the last Business Day of the previous month, as determined from time to time by the Investment Manager. The Assets Component consists of a portfolio with exposure to equities, bonds, commodities, and other assets, including Exchange Traded Funds (**ETFs**) that are listed or traded mainly on the markets in North America and Europe; the composition of the Assets Component and the weight between the Assets Component and the Cash Component is determined from time to time by the Investment Manager using systematic mechanisms and discretionary investment choices in order to maintain a volatility of the Basket Portfolio up to 10.00% p.a. Assets Component and Cash Component are rebalanced with the aim to control the volatility risk of the Basket Portfolio: the exposure to the Assets Component is reduced, if and when its realised volatility over certain periods

	expects to invest between 35% and 65% of its total assets in instruments providing exposure to equity, equity-related securities, real estate and commodities, with the remainder of the Sub-Fund's exposure in fixed income, fixed income-related securities, cash and alternatives as described earlier. Equity and equity-related securities typically include company stocks, units of undertaking for collective investments or exchange trade funds that are primarily investing in company stocks in developed and emerging markets. For the attainment of its objective, the undertaking for collective investments or exchange trade funds in which the Sub-Fund invest in may be allocated to and invested in mortgage backed securities (MBS), commercial mortgage backed securities (CMBS), asset backed securities (ABS) and securities equivalent in nature to such securities. Similarly, fixed income and fixed income related securities include bonds (issued by government or corporates in developed and emerging markets), units of undertaking for collective investments or exchange trade funds that are primarily investing in bonds. Real estate and commodity exposures will be achieved indirectly, via purchasing units of collective investment schemes or exchange traded fund authorised as UCITS, as well as FDIs on commodities indices. Example of commodity FDIs are provided in the section entitled "Financial derivative instruments". FDI's indices will not exceed 10% of the net assets. There can be no guarantee that the Sub-Fund will attain a moderate level of risk at all times, especially during periods of unusually high or low market volatility, nor that the Sub-Fund will maintain an exposure of 35% to 65% of its total assets in instruments providing exposure to equity, equity-related securities, real estate and commodities. The Sub-Fund will however gain investment exposures primarily via investment in units of undertaking for collective investments and exchange traded funds, which means that the Sub-Fund will not seek to have direct exposure to transferable securities such as company stocks, bonds issued by a government or corporate entity. Moreover, a predominant part, of up to 100%, might be	increases, to a minimum of 0% (and the corresponding exposure to Cash Component increased to a maximum of 100%). The Investment Manager may from time to time determine the methodology used to calculate the realised volatility of the investment portfolio used in the calculation of the exposure to the Basket Portfolio. Such volatility will be calculated over different time frames in order to ensure adherence to the current situation and flexibility. The Sub-Fund will also gain exposure to a put option (the "**Put Option**") linked to the Basket Portfolio (as defined above) through a TRS, from the Approved Counterparty which will be the same counterparty to the TRS. The purpose of the Put Option is to offer a protection equal to at least 90% of the Protected NAV. A maximum of 200% of the assets held by the Sub-Fund (i.e. EFTs and cash) can be subject to the TRS. The expected percentage of the assets subject to the TRS is 200%. There are no costs and fees assigned to the Investment Manager or any third parties in relation to the use of the TRS. The Sub-Fund will not make use of repurchase transactions, securities or commodities lending and securities or commodities borrowing, buy-sell back transactions or sell-buy back transactions or margin lending transactions. Potential conflicts with the Approved Counterparty are avoided by the following means: (a) The EFTs and their relative weight are chosen only by the Management Company; and (b) The Approved Counterparty is the calculation agent; and (c) The Administrative Agent is, as per a dedicated valuation agreement, responsible for the independent valuation of OTC derivatives. The Sub-Fund is actively managed without reference to any benchmark.

	selected from funds managed or advised by the Investment Manager and/or its affiliated.	

(b) Profile of typical investor

	Merging Sub-Fund	Receiving Sub-Fund
Specific recommendation in the KIID	This Sub-Fund may not be appropriate for short-term investment.	This Sub-Fund may not be appropriate for investors who plan to withdraw their money in the short-medium term (2-4 years).

(c) Classes of shares/units and currency

The tables below show only the active share classes of the Merging Sub-Fund including their currencies, the corresponding unit classes of the Receiving Sub-Fund and the ISIN numbers of the corresponding unit classes in the Receiving Sub-Fund.

Please refer to the prospectus of the Merging Sub-Fund and/or the Receiving Sub-Fund for a list of all share classes.

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

The unit classes of the Receiving Sub-Fund will keep the ISIN numbers which are currently attributed to it.

Name	Classes of shares/ units	ISIN	Distribution Policy	Hedged
Merging Sub-Fund	C-B Capitalisation	LU1069038831	Capitalisation	No
Receiving Sub-Fund	C	LU1275303516	Capitalisation	No
Merging Sub-Fund	C-A Distribution	LU1069038757	Distribution	No
Receiving Sub-Fund	C	LU1275303516	Capitalisation	No

(d) Risk and reward profile

Name	Classes of shares/units	SRRI
Merging Sub-Fund	C	4
Receiving Sub-Fund	C	4

(e) Distribution policy

Please refer to Section “Distribution Policy” in the Prospectus of the Fund for the distribution policies applicable to the Merging Entities.

<table>
<tr><th colspan="2">Merging Sub-Fund</th><th colspan="2">Receiving Sub-Fund</th></tr>
<tr><td colspan="2">The Company's principal investment objective is to achieve long term capital growth.

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

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

Nevertheless, some Sub-Funds, as specified in Part B of this Prospectus, will issue shares on a distribution basis. Those shares will entitle shareholders to receive dividends.

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

Dividends not claimed within five years of their due date will lapse and revert to the Shares in the relevant Sub-Fund.</td><td colspan="2">According to the general part of the Prospectus

“Some Sub-Funds, if so specified in part B of this Prospectus, may issue Units on a distribution basis. Those Units will entitle Unit Holders to receive dividends.

The Management Company reserves the right to propose the payment of a dividend at any time.

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

Dividends not claimed within five years of their due date will lapse and revert to the Units in the relevant Sub-Fund”.

The Receiving Sub-Fund has no distribution units.</td></tr>
<tr><td>Classes of shares</td><td>Categories of shares</td><td>Classes of units</td><td>Categories of units</td></tr>
<tr><td>C Class</td><td>A and B</td><td>C Cap (EUR) Class</td><td>N/A</td></tr>
</table>

(f) Minimum initial investment and minimum subsequent investment

<table>
<tr><th colspan="2">Merging Sub-Fund</th><th colspan="2">Receiving Sub-Fund</th></tr>
<tr><td colspan="4">Minimum initial investment</td></tr>
<tr><td colspan="2">Classes of shares</td><td colspan="2">Classes of units</td></tr>
<tr><td>C Class</td><td>None</td><td>C Cap (EUR)</td><td>EUR 1.000</td></tr>
<tr><td colspan="4">Minimum subsequent investment</td></tr>
<tr><td colspan="2">Classes of shares</td><td colspan="2">Classes of units</td></tr>
<tr><td>C Class</td><td>None</td><td>C Cap (EUR)</td><td>None</td></tr>
</table>

(g) Fees and expenses

Please refer to Section “Charges and Expenses” in the prospectus of the Fund for common fees applicable to the Merging Entities.

Merging Sub-Fund	Receiving Sub-Fund
Management Company fee	
The Management Company is entitled to receive a management fee based on the Net Asset Value of the Company for its activity as management company. However, such general management fee does not cover the remuneration for the investment management function performed either directly by the Management Company or a delegated Investment Manager. The management fee is as follows: • 5bps per annum for assets under management up to 100 Mio EURO included, • 3bps per annum for assets under management between 100 Mio and 200 Mio EURO included, • 1bp per annum for assets under management above 200 Mio EURO. The fee will be calculated on the quarterly average of the total assets under management of the previous quarter. The fees will be payable quarterly in arrears. In addition, in compensation for the investment management function, the Management Company is entitled to an investment management fee. The investment management fee is payable quarterly and calculated on the average of the Net Asset Value of the relevant Sub-Fund for the relevant quarter, unless otherwise determined in Part B of this Prospectus. The amount of the investment management fee is set out individually for each Sub-Fund in Part B of this Prospectus. Moreover, for its risk management activities, the Management Company is entitled to receive from the Company a fee of 0.025% per annum, payable quarterly and calculated on the average quarterly Net Asset Value of the Company.	The Management Company is entitled to receive a management fee of a maximum of 0.10% per annum, calculated on the average quarterly Net Asset Value of the Fund for its activity as management company. However, such general management fee does not cover the remuneration for the investment management function performed either directly by the Management Company or Investment Manager. In addition, in compensation for the investment management function, the Management Company is entitled to an investment management fee. The investment management fee is payable quarterly and calculated on the average of the Net Asset Value of the relevant Sub-Fund for the relevant quarter, unless otherwise determined in part B of this Prospectus. The amount of the investment management fee is set out individually for each Sub-Fund in part B of this Prospectus. Moreover, for its risk management activities, the Management Company is entitled to receive from the Fund a fee of 0.025% per annum, payable quarterly and calculated on the average quarterly Net Asset Value of the Fund.

Fees of the Depositary Bank, Administrative Agent, Registrar and Transfer Agent and Domiciliary and Listing Agent	Fees of the depositary bank, administrative agent and registrar and transfer agent
The Depositary Bank and Paying Agent, Domiciliary and Listing Agent, Administrative Agent and Registrar and Transfer Agent are entitled to receive out of the assets of each Sub-Fund a fee calculated in accordance with customary banking practice in Luxembourg as a percentage per annum of the average quarterly Net Asset Value thereof during the relevant quarter and payable quarterly in arrears. In addition, the Depositary Bank and Paying Agent, Domiciliary and Listing Agent, Administrative Agent and Registrar and Transfer Agent are entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for the charges of any correspondents. As remuneration for services rendered to the Company in its respective capacities, the Depositary Bank and Paying Agent will receive from the Company, in accordance with market practice in Luxembourg and unless otherwise determined in Part B of this Prospectus, a fee of a maximum of 0.75% per annum and calculated on the average quarterly Net Asset Value of the Company. In accordance with market practice in Luxembourg, a fee of a maximum of 0.80% per annum and calculated on the average quarterly Net Asset Value of the Company will be charged to the Company for central administration services provided to the Company.	The Depositary Bank, Administrative Agent, Registrar and Transfer Agent are entitled to receive out of the assets of each Sub-Fund a fee calculated in accordance with customary banking practice in Luxembourg as a percentage per annum of the average quarterly Net Asset Value thereof during the relevant quarter and payable quarterly in arrears. In addition, the Depositary Bank and Administrative Agent, Registrar and Transfer Agent are entitled to be reimbursed by the Fund for its reasonable out-of-pocket expenses and disbursements and for the charges of any correspondents. As remuneration for services rendered to the Fund in its respective capacities, the Depositary Bank will receive from the Fund, in accordance with market practice in Luxembourg and unless otherwise determined in part B of this Prospectus, a fee of a maximum of 0.75% per annum and calculated on the average quarterly Net Asset Value of the Fund. A fee of a maximum of 0.80% per annum and calculated on the average quarterly Net Asset Value of the Fund will be charged to the Fund for central administration provided to the Fund.
Investment management fee	
An investment management fee is payable to the Management Company in compensation for the performance of the investment management function. Such a fee is, payable quarterly and calculated on the average of the net assets of the Sub-Fund for the relevant quarter. The distributor(s) is authorized to retain a sales charge calculated on the Net Asset Value per Share of the Sub-Fund on the relevant Valuation Day. The investment management fee and sales charge applied to each Class of Shares are reported in the following table:	An all-in fee of 1,30% for Class I Units and of 2% for Class C Units includes all costs at charge of the Fund. In case the real costs exceed the only fee threshold, the delta is paid by the Management Company in favor of the Fund. In the opposite case, the delta is paid by the Fund in favor of the Management Company. The all-in fee includes, in addition to the management fee as set out in Part A of this Prospectus, an investment management fee which is payable to the Management Company and/or the Investment Manager in compensation for the performance of the investment management function. Such a fee is payable quarterly and calculated on the average of the net assets of the Sub-Fund for the relevant quarter. Moreover, the all-in fee includes, in addition to the management fees as set out in Part A of this Prospectus, an advisory fee up to 0.10% p.a.

<table>
<tr><td colspan="3"></td><td colspan="3">which is payable to the Investment Manager in exchange for the construction of the Basket Portfolio.

The Distributor is authorized to retain a sales charge calculated on the Net Asset Value per Unit of the Sub-Fund on the relevant Valuation Day or Allfunds Bank, S.A.U. is authorized to receive an upfront fee as set out below.

The investment management fee, sales charge and upfront fee applied to each Class of Units are reported in the following table:</td></tr>
<tr><td>Class of Shares</td><td>Investment management fee</td><td>Sales charge</td><td>Class of Units</td><td>Investment management fee</td><td>Sales charge</td></tr>
<tr><td>C Class</td><td>1.675% per annum,</td><td>up to a maximum of 3 %</td><td>C Cap (EUR)</td><td>1.4 % per annum</td><td>up to a maximum of 3 %</td></tr>
<tr><td colspan="6">Performance fee</td></tr>
<tr><td colspan="3">No performance fee is applicable</td><td colspan="3">No performance fee is applicable</td></tr>
<tr><td colspan="6">Redemption fee</td></tr>
<tr><td colspan="3">All classes of shares</td><td colspan="3">All classes of units</td></tr>
<tr><td colspan="3">If on any Valuation Day redemption requests pursuant to Article 8 of the Articles and conversion requests pursuant to Article 9 of the Articles relate to more than 10% of the Shares in issue in a specific Sub-Fund or in case of a strong volatility of the market or markets on which a specific Sub-Fund is investing, the Board of Directors may decide that part or all of such requests for redemption or conversion will be deferred for such period as the Board of Directors considers to be in the best interests of the Sub-Fund, but normally not exceeding 30 days. In any such case, an exit fee of maximum 1% of the Net Asset Value per Share of the relevant Sub-Fund may be charged to the shareholders making a redemption or conversion request to cover the corresponding costs of sales of the underlying portfolio. The rate of such exit fee will be the same for all shareholders having requested the redemption or conversion of their shares on the same Valuation Day. The exit fee shall revert to the Sub-Fund from which the redemption or conversion was effected. On the next Valuation Day following such period, these redemption and conversion requests will be met in priority to later requests.</td><td colspan="3">If on any Valuation Day redemption and conversion requests pursuant to the Management Regulations relate to more than 10% of the Units in issue in a specific Sub-Fund or in case of a strong volatility of the market or markets on which a specific Sub-Fund is investing, the Management Company may decide that part or all of such requests for redemption or conversion will be deferred for such period as the Management Company considers to be in the best interests of the Sub-Fund, but normally not exceeding 30 days. In any such case, an exit fee may be charged to the Unit Holders making a redemption or conversion request to cover the corresponding costs of sales of the underlying portfolio. The rate of such exit fee will be the same for all Unit Holders having requested the redemption or conversion of their Units on the same Valuation Day. The exit fee shall revert to the Sub-Fund from which the redemption or conversion was effected. On the next Valuation Day following such period, these redemption and conversion requests will be met in priority to later requests.</td></tr>
<tr><td colspan="6">Conversion fee</td></tr>
<tr><td colspan="3">No conversion fee is applicable.</td><td colspan="3">No conversion fee is applicable.</td></tr>
</table>

(h) Subscription, conversion and redemption of shares

The procedure of subscription, conversion and redemption for the Merging Entities are as follows:

Merging Sub-Fund	Receiving Sub-Fund
Subscription	
The subscription price per Share of the Sub-Fund shall be equal to the Net Asset Value per each Class of Shares of the Sub-Fund on the relevant Valuation Day increased by the sales charge. The subscription list will be closed at 4.00 p.m. at the latest on the Business Day preceding the relevant Valuation Day. Payment for subscriptions must be made within five Business Days after the relevant Net Asset Value is calculated.	The subscription price per Unit in the Sub-Fund (the “**Subscription Price**”) shall be equal to the Net Asset Value per Units of the Sub-Fund on the relevant Valuation Day. The subscription list will be closed at 4.00 p.m. Luxembourg time at the latest on the Business Day preceding the relevant Valuation Day. Payment for subscriptions must be made within five Business Days after the relevant Net Asset Value is calculated.
Conversion	
The Shares of the Sub-Fund may be converted into Shares of another Sub-Fund according to the procedure described in Part A of the Prospectus. No conversion fee shall be levied, except as stated in Part A of the Prospectus. The conversion list will be closed at 4.00 p.m. on the Business Day preceding the relevant Valuation Day.	The Units of the Sub-Fund may be converted into Units of another Sub-Fund according to the procedure described in Part A of this Prospectus. No conversion fee shall be levied, except as stated in Part A of this Prospectus. Unit Holders cannot convert Class P Units into another Class of Units of this Sub-Fund or Units of another Sub-Fund. A conversion of Class I Units or Class C Units of this Sub-Fund or Units of another Sub-Fund into Class P Units of this Sub-Fund is prohibited. The conversion list will be closed at 4.00 p.m. Luxembourg time on the Business Day preceding the relevant Valuation Day.
Redemption	
The redemption price per Share of the Sub-Fund equals the Net Asset Value per each Class of Shares on the relevant Valuation Day decreased by the exit fee, when applicable, as described in Part A of the Prospectus.	On any Business Day preceding the Maturity Date, the Unit Holders have the right to request for redemption of all or part of their Units and the redemption shall be in any case in cash.

The redemption list will be closed at 4.00 p.m. on the Business Day preceding the relevant Valuation Day. The redemption price shall be paid within five Business Days after the relevant Net Asset Value is calculated.	The redemption price equals the Net Asset Value per each Class of Units on the relevant Valuation Day. Currently no exit fee applies. The redemption list will be closed at 4.00 p.m. Luxembourg time on the Business Day preceding the relevant Valuation Day. The redemption price shall be paid within five Business Days after the relevant Net Asset Value is calculated.

4.2 *Impact of the merger on the shareholders of the Receiving Sub-Fund*

The incoming merger will be accepted and binding on all the unitholders of the Receiving Sub-Fund and the shareholders of the Merging Sub-Fund who have not exercised their right to request the redemption of their shares, free of charge, within the timeframe set out in section 8 (*Notices to shareholders*) below.

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

The assets and liabilities of the Merging Sub-Fund and the Receiving Sub-Fund will be valued as of the date for calculating the relevant exchange ratio in accordance with the articles of incorporation of the Fund and the management regulations of Palladium FCP.

The respective net asset value of the Merging Sub-Fund and the Receiving Sub-Fund will be reviewed by the auditor of the Fund.

The Management Company will bear the legal, advisory and administrative costs and expenses associated with the preparation and completion of the merger.

The Merging Entities will entrust an authorised auditor to validate the criteria adopted for the valuation of the assets and of the liabilities as of the date for calculating the exchange ratio. The appointed auditor is Ernst & Young. A copy of the respective report of the authorised auditor will be made available upon request and free of charge to the shareholders of the Merging Sub-Fund and the unitholders of the Receiving Sub-Fund and to the *Commission de Surveillance du Secteur Financier* on or about 16/03/2022.

6. Method of calculation of the exchange ratio

The exchange ratio in respect of the Merging Sub-Fund expressed in Euro will be determined by dividing the net asset value per share calculated as of the Effective Date by the net asset value per share of the Receiving Sub-Fund expressed in Euro as at the same date.

As the share class currency of the share classes of the Merging Sub-Fund and unit class currency of the unit classes of the Receiving Sub-Fund are both the EUR, no exchange rate between the share/unit class currencies of the share/unit classes will be applied when calculating the number of units of the Receiving Sub-Fund to be issued on the Effective Date in exchange for the existing share classes of the Merging Sub-Fund.

The fund administrator for the Receiving Sub-Fund will be responsible for calculating the exchange ratio and allocating the units in the Receiving Sub-Fund to the shareholders of the Merging Sub-Fund.

The Management Company will entrust Ernst & Young, the authorised auditor appointed in section 5 (*Criteria adopted for the valuation of the assets and of the liabilities as of the date of the calculation of the exchange ratio*) above, to validate the calculation method of the exchange ratio as well as the actual exchange ratio determined as at the date for calculating the exchange ratio.

Since the exchange ratio for each share/unit will be calculated on the Effective Date, an auditor report will also be drawn up. The shareholders of the Merging Sub-Fund will receive a separate confirmation on the number of units in the relevant unit class of the Receiving Sub-Fund that the shareholders will receive in return for the number of shares in the relevant share class of the Merging Sub-Fund the shareholders currently hold once the exchange ratio has been determined on the Effective Date.

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

The assets and liabilities of the Merging Sub-Fund will be transferred to the respective Receiving Sub-Fund on the Effective Date.

The shares of the Merging Sub-Fund will automatically be converted into units of the Receiving Sub-Fund.

The shareholders of the Merging Sub-Fund who continue to hold their shares in the Merging Sub-Fund at the Effective Date, will become unitholders of the Receiving Sub-Fund and will thus participate in any increase in the net asset value of the corresponding Receiving Sub-Fund.

Shareholders of the Merging Sub-Fund holding shares in the Merging Sub-Fund on the Effective Date will automatically be issued, in exchange for their shares in the Merging Sub-Fund, a number of units of the corresponding unit classes of the Receiving Sub-Fund equivalent to the number of shares held in the relevant share classes of the Merging Sub-Fund multiplied by the exchange ratio which shall be calculated for each class of shares on the basis of its respective net asset value as of the Effective Date.

The exchange ratio will be calculated on the Effective Date and communicated to the shareholders immediately thereafter.

The shareholders of the Merging Sub-Fund will however only receive registered units of the Receiving Sub-Fund, in exchange for their shares in the Merging Sub-Fund, as the corresponding Receiving Sub-Fund only issues registered units.

Shareholders of the Merging Sub-Fund will acquire rights as unitholders of the Receiving Sub-Fund from the Effective Date.

8. Notices to shareholders/unitholders

Notices to shareholders/unitholders shall be prepared and subsequently sent to the shareholders of the Merging Sub-Fund and the unitholders of the Receiving Sub-Fund in accordance with article 72 of the 2010 Law. The notices will provide for a period of at least thirty (30) calendar days during which the shareholders of the Merging Sub-Fund and the unitholders of the Receiving Sub-Fund may request, free of charge (except any disinvestment costs), the redemption of their shares or units. The exchange ratio may only be calculated upon the expiration of the thirty (30) day period and may be calculated in the five (5) business days' period after such notice period has expired but prior to the Effective Date.

9. Suspensions in dealings

In order to implement the procedures needed for the merger in an orderly and timely manner, the respective Boards have decided that subscriptions for, redemptions of, and conversions of shares of the Merging Sub-Fund and of the units the Receiving Sub-Fund, as well as conversions to or from the Merging Sub-Fund and the Receiving Sub-Fund, will no longer be accepted or processed as of 5 May 2022 COB until 13 May 2022.

The merger and its Effective Date shall be published before the Effective Date. This information shall also be made publicly available, where mandatory by applicable regulation, in other jurisdictions where shares/units of the Merging Entities if the same countries are distributed.

The Board of Directors of the Fund for the account of the Merging Sub-Fund

By: Marco Parini	By: Stefano Radice
Director	Director
Place: Luxembourg	Place: Luxembourg
Date: 16/03/2022	Date: 16/03/2022

The Board of Directors of the Management Company for the account of the Receiving Sub-Fund

By: Fabio Ventola	By: Giovanni Mancuso
Director	Director
Place: Luxembourg	Place: Luxembourg
Date: 16/03/2022	Date: 16/03/2022