

PROSPECTUS

# Gainbridge Novus Nordic

FUND	Gainbridge Novus Nordic
ISIN CLASS A:	SE0016588750
ISIN CLASS B:	SE0016588768
ISIN CLASS C:	SE0016588776
ISIN CLASS D:	SE0016588784
ISIN CLASS E:	SE0016588792
ORG. NO.	515603-1717



## FUND MANAGEMENT COMPANY

AIFM Capital AB  
Larmgatan 50  
SE-392 32 Kalmar  
Tel. +46 (0)480-36 36 66  
[www.aifmgroup.com](http://www.aifmgroup.com)

The Company, with org. no. 556737-5562, was formed on 3 September 2007. The Company's share capital is SEK 1,300,000, and the registered office and Company headquarters are located in Kalmar, Kalmar County (Sweden).

The Company's Board of Directors consists of Chairman of the Board Per Netzell and members Thomas Dahlin and Alf-Peter Svensson. Thomas Dahlin is the CEO and Johan Björkholm is the Deputy CEO.

## THE FUND MANAGEMENT COMPANY MANAGES THE FOLLOWING MUTUAL AND SPECIAL FUNDS

- Plain Capital BronX
- Plain Capital StyX
- Plain Capital LunatiX
- PROETHOS FOND
- Vinga Corporate Bond
- Augmented Reality Fund
- Råntehuset Fond
- Aktiehuset Fond
- AuAg Silver Bullet
- AuAg Precious Green
- eSports Fund
- Tenoris One
- Go Blockchain Fund
- World xFund Allocation
- Arden xFund
- Lucy Global Fund
- Gainbridge Novus Nordic
- Ericsson & Partners Edge
- SOIC Dynamic China

AIFM GROUP AB / AIFM GROUP.COM  
GREV TUREGATAN 20, STOCKHOLM  
LARMGATAN 50, KALMAR  
HOPPETS TORG 5, JÖNKÖPING

## THE DEPOSITARY

Skandinaviska Enskilda Banken AB (publ.)  
Registered office: Stockholm

Main business: Banking and financial activities as well as activities that have a natural connection therewith. Org. no. 502032-9081

## AUDITORS

Öhrlings PricewaterhouseCoopers AB  
Daniel Algotsson is the principal auditor.

## THE FUND

The information in this prospectus refers to the Gainbridge Novus Nordic special fund ("the fund").

The fund is a special fund pursuant to the Swedish Act (2013:561) on Managers of Alternative Investment Funds. The fund is normally open for the subscription and redemption of units on the last banking day of each month ("trading day"). Applications for the redemption of fund units must be received by the manager at least 60 days before the trading day. However, the fund is not open for sale and redemption on those banking days when the valuation of the fund's assets cannot be carried out in a way that ensures the fund unit holders' equal rights as a result of one or more of the markets where the fund's assets are traded being closed.

The fund may also be closed for sale and redemption in the event that such extraordinary circumstances have arisen that mean that a valuation of the fund's assets cannot be carried out in a way that ensures the equal rights of the fund unit holders.

It is not possible to limit sale and redemption orders for fund units.

## SHARE CLASSES

The fund has the following share classes:

Share class	Currency	Minimum initial subscription amount	Performance-based fee	Maximum fixed fee
A	SEK	100,000	20%	2.5%
B	EUR	10,000	20%	2.5%
C	SEK	10,000,000	20%	2%
D	EUR	1,000,000	20%	2%
E	SEK	10,000	20%	2.5%

The share classes differ in terms of the currency in which subscription and redemption takes place, fees, and minimum initial subscription. Since the share classes are expressed in different currencies and may start at different times, the unit price of the share classes will differ.

## OUTSOURCING AGREEMENTS

The Company has signed agreements with several partners regarding the distribution of fund units. The Company has also entered into outsourcing agreements with AIFM Services AB regarding fund management. See the Company's website for an updated list of its partners.

## FUND UNIT REGISTRY

The Fund Management Company keeps a register of all unit holders and their holdings. The unit holder's holdings are reported in annual statements, which also contain tax return data.

## TERMINATION OF THE FUND OR TRANSFER OF THE FUND OPERATION

If the Company decides that the fund should be terminated or that the fund's management, with the consent of Finansinspektionen (the Swedish

financial supervisory authority) shall be transferred to another company, all unit holders will be notified by post. Information will also be available at the Company and the Depositary.

The management of the fund shall be taken over immediately by the Depositary if Finansinspektionen revokes the Company's licence or if the Company has entered into liquidation or been declared bankrupt.

## OBJECTIVES AND INVESTMENT POLICY OF THE FUND

The fund is an actively managed fund that makes investments in equities and equity-related transferable securities with a focus on innovative and entrepreneurial growth companies. The focus of the fund is on investments in companies that are listed or are about to be listed on a regulated market or MTF market. Investments are made primarily in companies that carry out some form of capital raising but also directly in secondary markets. Investments are usually held over the medium to long term while the company takes its next steps in its growth journey.

The fact that the fund is actively managed means that the fund does not follow any index; instead, investments are based on fundamental corporate analysis, future prospects, and ESG criteria.

The aim is for the fund to exceed its benchmark index over a rolling five-year period. The fund's benchmark index is OMRX T-BILL plus 5 percent per year.

### THE FUND'S RISK PROFILE

The fund is an actively managed fund that primarily invests the fund's assets in shares and transferable securities where the primary risks are equity risk, company-specific risk, and market risk. Since the fund's investments have a Nordic focus, the value may vary depending on currency fluctuations in the relevant currencies.

In accordance with the fund's overall strategy, the fund must invest at least 20% of its assets in equities and equity-related transferable securities.

Investments in equity always involve a market risk in the form of fluctuations in share prices. In a fund, this risk is reduced as a result of the fund owning equities in several companies (diversification) whose prices do not show exactly the same fluctuations.

The fund is expected to have a risk level measured in terms of standard deviation (price fluctuations) in the range of 15% to 25% measured on the basis of weekly data over a rolling five-year period.

The total risk shows how much the fund's return varies around its normal return. Particular attention should be paid to the fact that the current level of risk may increase or decrease in the event of unusual market conditions or extraordinary events.

The fund is also exposed to the following risks:

*Sustainability risk*, i.e. circumstances related to the environment, society, or corporate governance that could have a significant negative impact on the value of the investment, which is managed by integrating sustainability into investment decisions.

*Liquidity risk*, i.e. the risk that a security can be difficult to value or that it cannot be converted at the intended time without a major price reduction or high costs.

*Operational risk*, i.e. the risk of loss due to a lack of internal procedures or external factors such as legal and documentation-related risks, as well as risks resulting from trading, settlement, and valuation procedures.

### ACTIVITY LEVEL AND BENCHMARK INDEX

The fund's benchmark index is OMRX T-BILL plus 5 percent per year. The index is relevant as the fund intends to have absolute returns and be less dependent on the general equity climate. The fund will have a high activity level and the majority of holdings will consist of equities and transferable securities that are not part of the benchmark index. As the fund's history is shorter than 24 months, no comparison in volatility (so-called "active risk") is reported between the fund's return and the return on the benchmark index.

### THE LATEST NAV PRICE

The latest NAV (net asset value) is available from the fund's distributors and the Company.

### EQUAL TREATMENT

All units in the funds are of equal size and carry an equal right to the funds' assets. In a fund, however, there may be units of various kinds, so-called unit classes or share classes. Share classes in one and the same fund may be associated with different conditions for dividends, fees, the minimum subscription amount and the currency in which units

are subscribed for and redeemed. The units in one share class shall be of equal size and, within the share class, carry an equal right to the fund's assets. This means that the Company applies the principle of equal treatment of fund unit holders with adjustment for any conditions that apply to a certain share class.

### **CHARGES FOR THIS FUND**

Below is the maximum annual management fee that, in accordance with the fund rules, the Company may deduct from the fund to cover costs for management and storage of the fund's assets and for supervision and auditors.

#### Maximum fixed fee

The maximum fixed fee the Fund Management Company may deduct from the fund in accordance with current fund rules: 2.5% per year of the fund's value for share classes A, B, and E and 2% for share classes C and D.

#### Applicable fixed remuneration to the Company

The following is the annual applicable management fee that the Fund Management Company deducts from the fund:

Current annual fixed management fee: 2% of the fund's value for share classes A, B, and E.

Current annual fixed management fee: 1.5% of the fund's value for share classes C and D.

#### Performance fee

The fund charges the customer a collectively calculated performance-based fee corresponding to 20% of the excess return provided by the fund's share class when compared to the fund's benchmark

index, the OMRX T-BILL plus 5 percent. See the fund rules and separate calculation example in this prospectus for full information about the fund's fees.

### **SUBSCRIPTION AND REDEMPTIONS**

The subscription and redemption of units take place through the Company and co-operating intermediary institutes. Requests for subscription and redemption may be revoked only if permitted by the Company.

The fund is normally open for the subscription (unit holder's purchase) and redemption (unit holder's sale) of fund units on the last banking day of each month ("trading day").

However, the fund is not open for subscription and redemption on banking days when one or more of the marketplaces where the fund invests are completely or partially closed if it leads to the inability to determine the value of the assets in a way that ensures equal rights of unit holders.

In the case of subscription and redemption requests made before 15:00 CET (cut-off time) on a given trading day, the trading price is normally determined on the same trading day. In the event of subscriptions after the said time, the fund unit price is normally determined the following trading day. On certain banking days, the cut-off point may occur earlier than the time specified above.

Applications for the redemption of fund units must be received by the manager at least 60 days before the trading day. This means that an application to redeem fund units (sale by the unit holder) must be

received by the Fund Management Company by at least 15:00 sixty days before the given trading day in order for the redemption of fund units to take place on that trading day.

The current fund unit price is normally available from the Company and intermediary institution no later than the banking day after the banking day when the fund unit price is determined as above.

If liquid funds to effect redemption need to be procured through the sale of the fund's assets, this shall be executed as soon as possible. Should such a sale significantly harm the interests of other unit holders, the Fund Management Company may, after notifying Finansinspektionen (the Swedish financial supervisory authority), partially delay the redemption.

## THE FUND'S TARGET GROUP

As the fund primarily invests in equities and other transferable securities with high risk, it is important to be able to ride out negative market changes. The fund is suitable for savers who do not need access to their capital for at least five years.

## POSSIBILITY OF CHANGES TO THE FUND RULES

The Company may submit changes to the fund rules to Finansinspektionen following a decision by the Company's Board of Directors. If Finansinspektionen approves changes to the fund rules, the changes may affect the fund's characteristics, i.e. its investment policy, fees and risk profile.

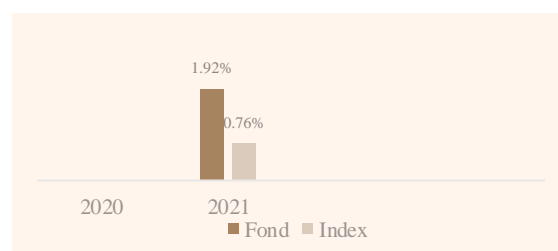
## DERIVATIVE INSTRUMENTS

The fund may use derivative instruments as part of its investment policy. The fund may use currency derivatives in order to hedge its holdings.

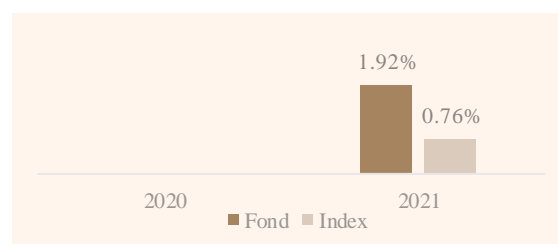
## HISTORIC RETURNS

Since the fund was launched in 2021, there are no historical results.

Share class A:



Share class E:



*Historical returns are no guarantee of future returns. The value of a fund can go down as well as up and you may get back less than you invest.*

## LIABILITY FOR DAMAGES

The Company and the Depositary are not responsible for damage due to Swedish or foreign legislation, Swedish or foreign government action, war incidents, strikes, blockades, boycotts, lockouts or other similar circumstances. The proviso in respect of strikes, blockades, boycotts and lockouts applies even if the Company or the Depositary is the subject of or takes industrial action.

Damages that arise in other cases shall not be compensated by the Company or Depositary if normal due care has been taken.

Under no circumstances is the Company or Depositary liable for indirect damages or for damages caused by: a stock market or other marketplace, custodian bank, central securities depository, clearing organisation or other provider of such services, whether Swedish or foreign, or a contractor hired by the Company or Depositary exercising due care. The same applies if the above-mentioned organisations or contractors have become insolvent. The Company or Depositary is not liable for damages that may arise as the result of a restriction on disposal that may be applied to the Company or Depositary.

If there is any obstacle to the Company taking action due to a circumstance specified in the first paragraph, the action may be postponed until the obstacle no longer exists.

If a fund unit holder suffers damage as a result of a violation of Sweden's Act on mutual funds or the fund rules by the Fund Management Company, the Company shall pay compensation for the damage.

In respect of damages incurred by unit holders due to the Company or Depositary violating the Swedish Act (2004:46) on mutual funds or its fund rules, there are provisions in Ch. 2, § 21 and Ch. 3, §§ 14-16 of the LVF.

The Fund Management Company holds extra funds in the capital base to cover risks of liability for damages due to part of or negligence in the business.

## **REMUNERATION POLICY**

The Fund Management Company's Board of Directors has adopted a remuneration policy that is compatible with and promotes sound and effective risk management. The remuneration policy is designed to counteract risk-taking that is incompatible with the risk profiles of the funds managed by the Fund Management Company.

The Fund Management Company applies a remuneration system with only fixed remuneration to employees. The design, which excludes commissions and individual bonuses, stimulates sustainable performance, as well as sound and effective risk management that benefits the funds and unit holders.

The annual reports of the funds provide information on the size of the remuneration and allocation by staff category. Current and future unit holders can, upon request, obtain a paper copy of the remuneration policy free of charge.

## **TAX RULES**

Fund tax: On 1 January 2012, new tax provisions for funds and fund holdings came into force, which brought an end to the tax on the fund itself, while a new tax on holdings of directly owned units in mutual funds was introduced.

Tax on fund savers: In the case of dividends, preliminary tax is deducted (does not apply to legal

persons). Capital gains/losses are reported in income statements sent to Skatteverket (the Swedish Tax Agency), but no tax is deducted. NOTE: capital losses on unlisted funds may be deducted only to 70%. The new tax provisions for funds and fund holdings brought an end to the tax on the fund itself, while a new tax on holdings of directly owned units in mutual funds was introduced. In their declaration, the fund unit holder must include a standard income amounting to 0.4% of the capital base.

The capital base consists of the value of the units at the beginning of the calendar year. The standard

income is then included in the “capital” income category and taxed at 30%. For legal persons, the standard income in the “business activities” income category is taxed at 22%. Income statements are submitted for natural persons and Swedish estates. Legal persons have to calculate standard income and pay tax themselves. The tax may be affected by individual circumstances and anyone who is unsure of any tax consequences should seek expert assistance.



## ESG INFORMATION

- The fund strives for sustainable investments (article 9).
- The fund promotes, among other things, environmental and social qualities (article 8).
- Sustainability risks are integrated into investment decisions without the fund promoting environmental or social qualities or striving for sustainable investments.
- Sustainability risks are not relevant.

### **Manager's comments:**

*ESG considerations are an integral part of the fund's fundamental corporate analysis and investment decisions, which have an effect on which companies are selected for the fund.*

## 1. INFORMATION ON THE EU TAXONOMY FOR ENVIRONMENTALLY SUSTAINABLE ACTIVITIES

The EU taxonomy is a classification system that aims to establish common criteria for environmentally sustainable economic activities.

According to the regulations, the proportion of each fund's investments that is compatible with the taxonomy must be reported. The taxonomy is under development and the criteria for all environmental objectives are not yet ready. In addition, there is no established calculation model for the proportion of the fund's investments that is compatible with the taxonomy. The companies in which the fund invests have not yet begun to report on the extent to which their activities are compatible with the EU taxonomy. Therefore, the Fund Management Company assesses that, at present, it is not possible to provide reliable information on the proportion of the fund's investments that is compatible with the taxonomy.

The regulations contain the principle "do not cause significant harm", which means that investments that contribute to a sustainability goal must not concurrently entail significant harm to any other sustainability goal. The principle "do not cause significant harm" applies only to the part of the fund that consists of investments that are considered sustainable according to either the regulation on sustainability information or the EU taxonomy. The remaining part of this fund has underlying investments that do not take account of the EU criteria for environmentally sustainable economic activities.

## 2. METHODS USED TO INTEGRATE SUSTAINABILITY RISKS, PROMOTE ENVIRONMENTAL OR SOCIAL QUALITIES, OR TO ACHIEVE SUSTAINABILITY-RELATED OBJECTIVES

### The fund's selections

Manager's comments: *ESG considerations are an integral part of the fund's fundamental corporate analysis and investment decisions, which have an effect on which companies are selected for the fund. The Fund Management Company strives to select investments that pursue activities such that they contribute to sustainable development, with an emphasis on companies that work to meet the UN's sustainable development goals.*

### The fund's deselections

Manager's comments: *The fund deselects investments in a number of controversial sectors and excludes companies that are deemed to act in violation of international norms and conventions concerning, for example, human rights, working conditions, corruption, and the environment.*

### 2.1. Products and services

*The fund does not invest in companies that are involved with the following products and services. A maximum of five percent of the sales in the company in which the investment is made may relate to activities attributable to the stated product or service.*

- Cluster bombs, land mines**
- Chemical and biological weapons**
- Nuclear weapons**
- Weapons and/or munitions**
- Alcohol**
- Tobacco**
- Pornography**
- Commercial gambling activities**

Manager's comments: *The fund deselects gambling activities which, according to the managers, have a detrimental social impact. In order to be relevant for an investment, the activity must be socially sustainable.*

- Fossil fuels (oil, gas, coal)**

## 2.2. International standards

International standards refer to international conventions, laws, and agreements such as the UN Global Compact and OECD guidelines for multinational companies relating to the environment, human rights, working conditions, and business ethics issues.

- The fund does not invest in companies that violate international standards. The assessment is made either by the Fund Management Company itself or by a subcontractor.**

## 2.3. Countries

- For ESG reasons, the fund does not invest in companies involved with certain countries/interest-bearing securities issues by certain states.**

## 2.4. Other exclusion criteria

- Other**

## 3. INFLUENCE OF THE FUND MANAGEMENT COMPANY

- Influence of the fund management company**

Manager's comments: **The Fund Management Company uses its influence to influence companies in respect of ESG matters.** *The Fund Management Company has contact with companies in order to influence them in a more sustainable direction. If we identify deficiencies in the company's sustainability efforts, we make the company aware of this and request that improvements be made.*

- Company influence under own auspices**

Manager's comments: *The Fund Management Company intends to engage in direct dialogue with the management teams and boards of the companies that the fund invests in, in order to steer their activities in a more sustainable direction, regardless of whether the companies are at the forefront of or have problems in the area of sustainability.*

- Company influence in collaboration with other investors**

Manager's comments: *The Fund Management Company intends to utilise its network and seek connections with like-minded owners in order to influence companies in a beneficial direction by way of joint efforts.*

☒ **Votes at general meetings**

Manager's *The Fund Management Company intends to vote at general meetings.*  
comments:

☒ **Participation in nomination committees to influence the composition of boards of directors**

Manager's *The Fund Management Company intends, where this is deemed necessary and where*  
comments: *the Company has sufficient influence, to participate in nomination committees.*

**FUND RULES:**

**GAINBRIDGE NOVUS NORDIC**

**Adopted by the Board of Directors: 19**

February 2021

**Approved by FI: 1 July 2021**

**§ 1 NAME AND LEGAL STATUS OF THE FUND**

The fund's name is Gainbridge Novus Nordic. The fund is a special fund pursuant to the Swedish Act (2013:561) on Managers of Alternative Investment Funds ("LAIF").

The fund's assets are jointly owned by the fund unit holders, and the units in a share class carry an equal right to the assets included in the fund. The fund may not acquire rights or assume obligations. The Company specified in § 2 represents the unit holders in matters concerning the fund, decides on the assets included in the fund and exercises the rights deriving from the fund. The fund is aimed at the general public; see also § 17.

Operations are conducted in accordance with these fund rules, the articles of association of the Fund Management Company, LAIF, and other applicable statutes.

The fund has the following share classes:

Share class	Currency	Minimum initial subscription amount	Performance-based fee	Maximum fixed fee
A	SEK	100,000	20%	2.5%
B	EUR	10,000	20%	2.5%
C	SEK	10,000,000	20%	2%
D	EUR	1,000,000	20%	2%
E	SEK	10,000	20%	2.5%

The content of the fund rules is common to all share classes unless otherwise stated. The fund consists of share classes, which means that the value of one unit in one class will differ from the value of one unit in another class.

The share classes differ in terms of their investment currency, minimum initial subscription amount and fees. The minimum initial subscription amount refers only to the first subscription amount. The share classes are not dividend-paying. The units within each share class are equal and carry equal rights to the assets included in the fund.

**§ 2 FUND MANAGER**

The fund is managed by AIFM Capital AB, org. no. 556737-5562, hereinafter referred to as "the Company".

**§ 3 THE DEPOSITARY AND ITS TASKS**

The Depositary is Skandinaviska Enskilda Banken AB (publ) 503032-9081, hereinafter referred to as "the Depositary". The Depositary executes the Company's decisions regarding the fund and receives and stores the fund's assets.

In addition, the Depositary verifies that the decisions relating to the fund taken by the Company, regarding, for example, valuation, redemption and sale of fund units, are made in accordance with laws, regulations and these fund rules.

#### **§ 4 CHARACTER OF THE FUND**

The fund is an actively managed mixed fund that makes investments in debt instruments, equities, and equity-related transferable securities with a focus on Nordic companies. The focus of the fund is on investments in growth companies that are listed or are about to be listed on a regulated market or MTF market. Investments are made primarily in companies that carry out some form of capital raising but also directly in secondary markets. Investments are usually held over the medium to long term while the company takes its next steps in its growth journey. Furthermore, the companies must live up to the ESG criteria and have liquidity that is sufficiently good to enable deposits to be made to and withdrawals to be made from the fund.

The fact that the fund is actively managed means that the fund does not follow any index; instead investments are based on the Company's analyses.

The aim is for the fund to exceed its benchmark index over a rolling five-year period. The fund's benchmark index is OMRX T-BILL plus 5 percent per year.

#### **§ 5 THE FUND'S INVESTMENT POLICY**

##### **§ 5.1 General**

The fund's assets may be invested in transferable securities, derivative instruments, money market instruments, fund units, and in an account with a credit institution.

Underlying assets of derivative instruments must consist of or relate to assets in accordance with Ch. 5, § 12, first paragraph of the LVF.

The fund must invest at least 20% of its assets in equities and equity-related transferable securities.

The fund's exposure to equities and equity-related transferable securities shall primarily (more than 50%) be from Nordic growth companies whose products and/or services are characterised by a high level of innovation and companies whose operations include a significant proportion of research and development. In each instance, 90% of the fund's exposure shall consist of Nordic funds, issuers, credit institutions, and financial instruments issued by issuers domiciled or principally operating in the Nordic region, denominated in a Nordic currency, or admitted for trading in Nordic marketplaces.

The industries in which the above-mentioned companies operate include:

- information technology
- telecommunications
- software
- pharmaceuticals/medical technology
- biotech
- renewable energy
- environmental technology
- industrial technology
- digital brands/services

The industries and instruments mentioned above are examples and are thus not exclusive.

The fund may invest a maximum of 40% of its assets in units of other funds or UCITs.

## **§ 5.2 The fund's deviations from what applies to mutual funds**

The fund may invest in transferable securities and money market instruments as referenced in Ch. 5, § 5 of the Swedish Act (2004:46) on Mutual Funds (LVF) and these investments may not exceed 20% of the fund's value. The fund has been granted an exemption from Ch. 5, § 5 of the LVF.

The fund has been granted an exemption from Ch. 5, § 11 and Ch. 5, §§ 21-22 of the LVF in such a way that the fund may invest a maximum of 40% of its value in an account with one and the same credit institution that is a bank and a maximum of 30% of its value in one and the same credit institution that is not a bank.

## **§ 6 MARKETPLACES**

The fund's trading in financial instruments shall take place on a regulated market or equivalent market outside of the EEA. Trading may also take place in another market within or outside of the EEA that is regulated and open to the general public. The fund's trading may take place on an MTF (Multilateral Trading Platform).

## **§ 7 SPECIAL INVESTMENT FOCUS**

The fund's assets may be invested in such transferable securities and money market

instruments as referenced in Ch. 5, § 5 of the LVF. The fund may invest in derivative instruments as part of its investment policy. The fund may invest in such derivative instruments as referenced in Ch. 5, § 12, second paragraph of the LVF, known as OTC derivatives. The fund may invest a significant proportion of its assets in other funds and fund management companies.

## **§ 8 VALUATION AND TRADING DAY**

### **§ 8.1 Valuation**

The value of a fund unit is each share class's part of the fund's total value divided by the number of outstanding fund units for each share class. The value of the fund units is calculated each trading day (see § 8.2 below for the definition of "trading day"). The value of the fund is calculated by deducting the liabilities relating to the fund from the assets. The fund's assets are valued at current market value. The current market value can be determined by different methods, which are applied in the following order:

1. If financial instruments are traded on a market as specified in Ch. 5, § 3 of the LVF, the latest price paid shall be used or, if such does not exist, the latest purchase price.
2. If the price according to method 1 does not exist or is clearly misleading, the current market value shall be derived on the basis of information about a current transaction in a corresponding instrument between independent parties.
3. If methods 1 and 2 cannot be applied, or according to the Company become misleading, the current market value shall be determined by applying a principle applicable to the financial instrument in

question on the market, where applicable, if not misleading, through an established valuation model.

For such transferable securities as are referred to in Ch. 5, § 5 of the LVF, a determination of the market value is made on objective grounds according to a special valuation based on information on the most recent payment price or indicative purchase price from the market maker if such is designated for the issuer.

If such information does not exist or if the information is considered by the Company to be unreliable, the market value is determined by, for example, obtaining information from independent brokers or other external independent sources. Such information may, for example, be an issue price or knowledge that trading has been carried out at a certain price in the relevant security.

OTC derivatives usually lack public information on the latest price paid as well as the latest purchase and sale prices. The market value of OTC derivatives is therefore normally determined on the basis of generally accepted valuation models, such as Black & Scholes, or a valuation provided by independent third parties.

To determine the value of fund units, the Company uses the most recently reported unit value.

### **§ 8.2 Trading day**

The value of a fund unit shall be calculated on the last banking day of each month (“trading day”). In connection with this, the fund has been granted an

exemption in accordance with Ch. 4, § 10, fifth paragraph of the LVF.

“Banking day” in Sweden is any day that is not a Sunday, public holiday, or day that is equated with a public holiday (such as Saturdays, Midsummer’s Eve, Christmas Eve, and New Year’s Eve).

Under § 10, the manager has the option of temporarily postponing the time for calculation and publication of the fund unit value.

## **§ 9 SUBSCRIPTION AND REDEMPTION OF FUND UNITS**

### **§ 9.1 Subscription and redemption**

Subscription (unit holder’s subscription) and redemption (unit holder’s redemption) can take place on each trading day (see § 8.2 above for a definition of “trading day”) with such an amount as stated by the manager. If a maximum amount is stated, the manager will provide information on this and, in the event of oversubscription, will allocate fund units pro rata.

When subscribing for fund units, the subscription payment must be posted to an account belonging to the fund by 15:00 on the trading day if the trading day is a full banking day and by 11:00 if the trading day is a half banking day. Applications for the redemption of fund units must be received by the manager by 15:00 at least 60 days before the trading day. Notification of subscription or redemption must be made on the specific form provided by the manager or as otherwise specified by the manager at any given time. The unit holder is responsible for



ensuring that the notification is duly signed – physically or electronically – that other documents required by the manager at any time have been submitted to the manager or the party appointed by the manager, and, when subscribing for units, that payment for the fund units has been made to the fund’s bank account or bank giro account.

The following minimum initial subscription amounts apply to each share class:

A Minimum initial subscription amount SEK 100,000, with a minimum deposit of SEK 10,000 thereafter.

B Minimum initial subscription amount EUR 100,000, with a minimum deposit of EUR 1,000 thereafter.

C Minimum initial subscription amount SEK 10,000,000, with a minimum deposit of SEK 1,000,000 thereafter.

D Minimum initial subscription amount EUR 1,000,000, with a minimum deposit of EUR 100,000 thereafter.

E Minimum initial subscription amount SEK 10,000, with a minimum deposit of SEK 1,000 thereafter.

Notification of subscription or redemption cannot be limited or revoked unless the manager or the party appointed by the manager so allows.

Fund units must be redeemed if funds are available in the fund. If not, funds must be raised through the sale of the fund’s financial instruments and redemption must be effected as soon as possible. If funds for redemption have to be raised through the sale of the fund’s financial instruments, such a sale

must take place and redemption be effected as soon as possible.

Should such a sale significantly harm the interests of other unit holders, the manager may, after notifying Finansinspektionen, delay the sale of financial instruments in accordance with what is stated in § 10. Under § 10, the manager also has the option of temporarily postponing the trading day upon redemption.

### **§ 9.2 Subscription and redemption price**

The subscription and redemption price is the fund unit value for the fund calculated in accordance with § 8 on the trading day. The subscription and redemption price is not known when the request for subscription or redemption is submitted to the manager. The unit holder is informed of the number of fund units that the subscribed amount resulted in and the respective funds that the redemption of fund units resulted in once the value of the units has been determined.

Under § 10, the manager has the option of temporarily postponing the calculation of the subscription and redemption price.

### **§ 9.3 Closure of the fund to new subscriptions**

The manager may close the fund to new subscriptions if, in the manager’s opinion, the fund’s value exceeds the optimal level. The current optimal level is stated in the information brochure. The manager may close the fund only if it is announced on the website that is provided in the information brochure at least one month before the subscription date that the manager intends to close the fund.

Alternatively, the manager may state no later than such a date that the net subscription (subscription less redemption) may take place with a specific maximum total amount.

Once the fund has been closed to new subscriptions under the first paragraph, the manager may decide to reopen the fund to new subscriptions. Such a decision must be published on the website provided in the information brochure.

In the event of an oversubscription, new subscriptions will be made pro rata, with preference being given to existing unit holders. In the event of an oversubscription by existing unit holders, new subscriptions will be made pro rata based on previously subscribed amounts. Upon full subscription by existing unit holders, allocations are then made to new unit holders pro rata based on the subscribed amounts.

#### **§ 9.4 Other**

The fund unit value is published monthly on the manager's website but may also be published via other media.

#### **§ 10 CLOSURE OF THE FUND IN EXTRAORDINARY CIRCUMSTANCES**

The fund may be closed for sale and redemption in the event that such extraordinary circumstances have arisen that mean that a valuation of the fund's assets cannot be carried out in a way that ensures the equal rights of the fund unit holders.

#### **§ 11 FEES AND COMPENSATION**

From the fund's assets, a fee shall be paid to the Company for its management of the fund. The fee includes costs for depositaries – see § 3 – as well as for Finansinspektionen's supervision and for auditors. The fixed fee is made up of an amount corresponding to a maximum of 2.5% per year of the fund's value for share classes A, B, and E and 2% for share classes C and D. The fee is calculated monthly at 1/12th of the fixed management fee and is based on the fund's value as at the trading day (before subscription and redemption are executed). The value of the fund units is calculated after deduction of the fixed fee.

In addition to the above fee, a collectively calculated performance-based fee is paid to the Company. The performance-based fee corresponds to a maximum of 20% of the excess return provided by the fund when compared to the yield of the OMRX T-BILL plus 5 percent per year (“**reference rate**”).

The performance-based fee, which is calculated and capitalised monthly, is charged only when the relative value development of the fund has exceeded the development of the reference rate in the period in question. In order for the performance-based fee to be charged, the unit price must also exceed the unit price on the date the performance-based fee was last charged, the so-called high-water mark. The high-water mark cannot be restored.

In the case of redeeming fund units after a period when the fund has performed worse than the reference rate – i.e. when the fund has an accumulated underperformance compared to the

development of the index – no compensation is paid to unit holders in the form of repayment of previously deducted performance-based fees.

The value of the fund units is calculated after deductions for fixed and performance-based fees. The performance-based fee is calculated after deducting the fixed fee. See the fund's prospectus for an indication of the maximum fixed and performance-based fees that may be charged for the management of the mutual or special funds in whose fund units the funds are invested.

Brokerage and other transaction-based expenses for the fund's purchases and sales of financial instruments and tax are charged to the fund.

#### **§ 12 DIVIDEND**

The fund does not pay dividends to unit holders or anyone else.

#### **§ 13 FINANCIAL YEAR OF THE FUND**

The fund's financial year is the calendar year.

#### **§ 14 SEMI-ANNUAL AND ANNUAL REPORTS, AMENDMENT OF FUND RULES**

The Company shall submit an annual report for the fund within four months of the end of the financial year and a semi-annual report for the fund for the first six months of the financial year within two months of the end of the half-year.

The annual report and the semi-annual report must be available at the Company and the intermediary

institute and be sent free of charge to unit holders upon request.

Amendments to the fund rules shall be decided on by the Board of Directors and be submitted to Finansinspektionen for approval. After approval, the fund rules shall be kept available at the Company and the Depositary and, where applicable, be announced in the manner directed by Finansinspektionen.

#### **§ 15 PLEDGING AND TRANSFER**

Pledging takes place through written notification to the Company or intermediary institution. The notification must state the unit holders, pledgee, which units are covered by the pledge and any restrictions on the scope of the lien. The pledge is registered in the unit holder register. The Company must notify the unit holder in writing of such registration. Pledging ceases when the Company or intermediary institution has received notification from the pledgee that the pledge has ceased and deregistration in the unit holder register has taken place.

Unit holders may transfer their fund units to another party free of charge through written notification to the Company or intermediary institution. The notification of transfer must state the transferor, to whom the fund units are being transferred and the purpose of the transfer. A transfer is approved only if the acquirer takes over the transferor's acquisition value.

#### **§ 16 LIMITATION OF LIABILITY**

The Company and the Depositary are not responsible for damage due to Swedish or foreign legislation,

Swedish or foreign government action, war incidents, strikes, blockades, boycotts, lockouts or other similar circumstances.

The proviso in respect of strikes, blockades, boycotts and lockouts applies even if the Company or the Depositary itself is the subject of or takes such industrial action.

If the Company or the Depositary inflicts damage on unit holders by violating the LVF or these fund rules, the Company or the Depositary shall compensate such damage (Ch. 2, § 21 and Ch. 3, §§ 14-16 of the LVF).

Damage that has arisen in cases other than those referred to in the first paragraph above shall not be compensated by the Company or Depositary if they have taken normal care. The Company and the Depositary are not liable in any case for indirect damage, nor are they liable for damage caused by a custodian bank or other contractor hired by the Company or the Depositary with due care or for

damage that may arise due to a restriction that may be applied against the Company or the Depositary.

If there is any obstacle to the Company or the Depositary taking action due to a circumstance specified in the first paragraph above, the action may be postponed until the obstacle no longer exists.

#### **§ 17 ALLOWED INVESTORS**

The statement in § 1, that the fund is aimed at the general public, does not mean that it is aimed at such investors whose sale of units in the fund or whose participation in the fund otherwise conflicts with the provisions of Swedish or foreign laws or regulations. Nor is the fund aimed at such investors whose sale or holding of units in the fund means that the fund or Company becomes obliged to take a registration measure or other measure that the fund or Company would not otherwise be obliged to take. The Company has the right to refuse sales to such investors referred to above in this paragraph.

## CALCULATION EXAMPLE FOR GAINBRIDGE NOVUS NORDIC

Calculation example, performance-based fee, collective model. 20% fee on accumulated excess return, daily trading. The benchmark index is OMRX T-BILL plus 5 percent per year.

The example reflects events over five days. At the start the NAV price is 100, and the index for the OMRX T-Bill plus 5 percent starts at 3000.

	DAY 0	DAY 1	DAY 2	DAY 3	DAY 4	DAY 5
The fund's unit price, previous day		100	100.83333	101.46733	100	101
The fund's unit price before calculating variable fees but after deducting fixed fees		101.00	101.50	100.00	101.00	102.00
The fund's performance before calculating variable fees		1.00%	0.66%	-1.45%	1.00%	0.99%
Value of benchmark index	3000	3005	3020	3020	3030	3050
Index performance since the previous day		0.17%	0.50%	0.00%	0.33%	0.66%
The fund's high-water mark adjusted for the reference rate	100	100.17	101.34	101.47	101.80	102.48
The fund's excess return per unit		0.83	0.16	0.00	0.00	0.00
Performance-based fee per unit (20%)		0.17	0.03	0.00	0.00	0.00
Performance-based fee as a percentage		0.17%	0.03%	0.00%	0.00%	0.00%
The fund's unit price after calculating performance-based fees	100	100.83	101.47	100.00	101.00	102.00
The fund's performance after calculating performance-based fees		0.83%	0.63%	-1.45%	1.00%	0.99%

- Day 1: a performance-based fee is charged because the fund has performed better than the index for the reference rate. The price after the performance-based fee is therefore 100.83, as the excess return per unit equals 0.83. Twenty percent of this is charged as a performance-based fee, which is 0.17 per unit or 0.17%.
- Day 2: a performance-based fee is charged, again because the fund has performed better than the index for the reference rate. The excess return per unit amounts to 0.16, which means the performance-based fee amounts to 0.03 (20% of 0.16).
- Day 3: the value of the fund decreases, thus no performance-based fee is charged.
- Day 4: the unit value of the fund certainly increases and it increases more than the reference rate, but the unit value is lower than the fund's high-water mark adjusted for the accumulated rise in the reference rate.
- Day 5: the unit price of the fund increases again and the unit price is higher than before. However, as the fund underperformed compared with the reference rate, no performance-based fee is charged on this day.