



## Summary of investor rights - Coeli SICAV II

This is a summary of rights afforded to you as an investor whose name appears on the Share Register of Coeli SICAV II (the "SICAV"). Should you require any further information relating to the terms of your investment, please refer to the Prospectus of the SICAV, which may be obtained or requested via our website [coeli.com](http://coeli.com).

### Shares

The Shares of each class of shares of a sub-fund are in principle issued in registered form without any par value and fully paid up. Fractions of Shares may be issued up to a maximum of four decimal places.

The Shares are recorded in a Shareholder register, kept at the SICAV's Registered Agent. The inscription of the Shareholder's name in the Register of Shareholders evidences his or her right of ownership of such shares.

All shares are of no par value and carry no preferential or pre-emptive rights. Each share of the SICAV is entitled to one vote at any general meeting of Shareholders, in compliance with Luxembourg law and the Articles of Incorporation of the SICAV.

All Shares are freely transferable and, subject to terms of each share class, entitle holders to an equal proportion in any profits, liquidation proceeds and dividends for the Sub-fund in question.

Shares redeemed by the SICAV will be cancelled.

Should it become apparent that shares in a sub-fund which are reserved to institutional investors within the meaning of article 174 (2) of the 2010 Law, are held by individuals other than those authorised, the Board of Directors of the SICAV will have the said shares converted, at the cost of the relevant shareholder, into shares of another Class, if available, or redeemed, at the cost of the relevant Shareholder.

The shares of the SICAV have not been registered under the United States Securities Act of 1933, as amended (the "1933 Act"); they may therefore not be publicly offered or sold in the USA, or in any of its territories subject to its jurisdiction or to or for the benefit of a U.S. Person as such expression is defined by Article 10 of the Articles and hereinafter.

Before subscribing, investors are invited to check in each Sub-Fund's data sheet under part B of the Prospectus which classes of shares are available in each Sub-Fund. Any minimum initial subscription amount, minimum further subscription amount and minimum holding amount, if any, are also mentioned in the list of Sub-Funds launched under part B. The Board of Directors may waive such amounts if it is in the interest of the SICAV or its investors.

### Entitlement to redeem your investment and receive dividend distributions

Investors are entitled to redeem their shares and receive the redemption proceeds relating to their shares within the timeframe and subject to such conditions as detailed in the



Prospectus and constitutive documents of the SICAV. Investors, to the extent they invested into the appropriate share class(es), may also be entitled to receive dividend distributions, within the timeframe and subject to such conditions as detailed in the prospectus and constitutive documents of the SICAV.

### **Voting rights and related matters**

Save to the extent that an investor has chosen to invest in shares which do not carry voting rights, an investor has the right to vote (whether in ordinary or extraordinary general meeting or, where so permitted under the constitutive documents of the relevant collective investment scheme by way of a written resolution) on resolutions to the SICAV, its sub-fund or share class thereof in accordance with the conditions set down in the Prospectus and constitutive documents. Investors shall also be entitled to be treated fairly and equally, within the timeframe and subject to such conditions as detailed in the Prospectus and constitutive documents, in case of liquidation of the SICAV, its sub-funds or share/unit class they are invested into.

### **Annual General Shareholders' Meeting**

The annual general meeting of shareholders will be held in Luxembourg, at the registered office of the SICAV or at any other place in the municipality of the registered office of the SICAV which will be specified in the convening notice to the meeting, on the last Wednesday of the month of April each year at 2.00 p.m. (Luxembourg time) or, if such day is not a Bank Business Day, on the next following Bank Business Day. If and to the extent allowed by Luxembourg laws and regulations, the Annual General Meeting may be held at a date, time and place other than those described in the paragraph above.

The shareholders of any class within any sub-fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such class.

Please note that any investor will only be able to fully exercise his investor rights directly, notably the right to participate in general meetings of shareholders, if the investor is registered himself and in his own name in the Shareholder's Register. In cases where an investor invests in a sub-fund through an intermediary investing into the Sub-Fund in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain Shareholder rights directly. Investors are advised to take advice on their rights.

Shareholders will meet upon the call of the Board of Directors of the SICAV in accordance with the provisions of Luxembourg law.

### **Key Investor Information Document (KIID)**

According to law, the KIID must be provided to investors in good time before their proposed subscription for shares. Before investing, investors are invited to visit the Global Distributor's website [coeli.se](http://coeli.se).

The Investor shall be aware that the KIID will be, from time to time, updated and that the KIIDs are therefore subject to change. A hard copy can be supplied to investors on request.



### **Periodic reports and publications**

Annual reports as at the last day of December, certified by the Auditor, and unaudited semi-annual reports as at last day of June are available to Shareholders free of charge.

The annual reports, which are made available within 4 (four) months after the end of the financial year, as well as the semi-annual reports, which are made public within 2 (two) months after the end of the half-year.

The SICAV is authorised to publish an abridged version of the financial reports. However, a complete version of the financial reports may be obtained free of charge at the registered office of the SICAV, the AIF Manager or Coeli Asset Management, coeli.com.

The net asset value per share of each sub-fund and the issue and redemption price are available at coeli.com

In case of material change and/or where required by the CSSF or by Luxembourg law, shareholders will be informed via a notice sent to their attention or in such other manner provided for by the applicable law.

### **Documents Available**

Copies of the following documents may be obtained for inspection during usual business hours on any Business Day in Luxembourg at the registered office of the Fund:

- the Articles of the SICAV;
- the Depositary and Paying Agent Agreement;
- the Administration Agency Agreement;
- the agreement with the AIFM;
- the agreement with the Investment Manager(s) and the Sub-Investment Manager(s) if any.

Furthermore, the Prospectus, the KIIDs and the latest reports and accounts may be obtained free of charge.

The SICAV publishes KIIDs relating to each Sub-Fund or Class which are available upon request the SICAV, the AIFM or Coeli Asset Management AB and for download on the following website coeli.com.

Any other financial information to be published concerning the SICAV, including the daily Net Asset Value, the historical performance of the Sub-Funds, the issue and repurchase price of the Shares and any suspension of such valuation, will be made available to the public upon request at the registered office of the SICAV.

### **Entitlement to make a complaint**

As an investor, you are entitled to file a complaint free of charge. Any such complaint must be handled by the AIF Manager, Waystone Management Company (Lux) S.A. or its delegates promptly and effectively.

Further information on our complaints handling policy is available from <http://www.waystone.com/luxembourg-complaints-handling>



Please note that the European Directive (2020/1828) on representative actions for the protection of the collective interests of consumers (the “Directive”) foresees the establishment of a redress mechanism for consumers. The Directive is to be transposed into national laws by 25 June 2023. In the meantime, Waystone Management Company (Lux) S.A. is committed to address any complaints submitted through its complaint resolution procedure or the CSSF out-of-court complaint resolution procedure.

### **Withdrawal of marketing permission**

The SICAV may resolve to withdraw a sub-fund’s marketing permission in a Member State. Such withdrawal is subject to the following conditions:

- (a) except in the case of closed-ended AIFs and funds regulated by Regulation (EU) 2015/760 of the European Parliament and of the Council (\*), a blanket offer is made to repurchase or redeem, free of any charges or deductions, all such AIF units or shares held by investors in that Member State, is publicly available for at least 30 working days, and is addressed, directly or through financial intermediaries, individually to all investors in that Member State whose identity is known;
- (b) the intention to terminate arrangements made for marketing units or shares of some or all of its AIFs in that Member State is made public by means of a publicly available medium, including by electronic means, which is customary for marketing AIFs and suitable for a typical AIF investor;
- (c) any contractual arrangements with financial intermediaries or delegates are modified or terminated with effect from the date of de-notification in order to prevent any new or further, direct or indirect, offering or placement of the units or shares identified in the initial notification of marketing permission.

### **Investor rights against the relevant collective investment scheme and its service providers**

As an investor, you have a right of action against the SICAV of which you are an investor for any breach of contract.

Investors do not have any direct contractual rights against any service provider appointed in respect of the relevant collective investment scheme because of the absence of a direct contractual relationship between investors and such service provider. Instead, the SICAV or the AIF Manager as applicable, has a right of action to pursue a service provider in respect of an alleged wrongdoing committed against the the SICAV or the AIF Manager by the relevant service provider.

An investor has a regulatory right of action to pursue the depositary which has been appointed by the SICAV in respect of (i) any loss of an asset held in the custody of such depositary or any of its delegates or (ii) of any other losses caused by such depositary’s negligent or intentional failure to properly fulfil its obligations under applicable regulations provided that this does not lead to a duplication of redress or to unequal treatment of investors in the SICAV.



## **VII. Representative actions under Luxembourg law**

Currently under Luxembourg law, there is no formal representative action procedure in place which facilitates collective redress by consumers in respect of infringements of EU or national law. This means that any action brought in a Luxembourg court relating to an infringement of Luxembourg or EU laws governing the SICAV and their managers must currently be litigated on an individual basis.

As mentioned above, a collective redress mechanism, as required under Directive (EU) 2020/1828, is expected to be implemented in Luxembourg by 25 June 2023.