

PROSPECTUS

Conseq Funds SICAV, a.s.

1 DEFINITIONS

Unless otherwise specified, the terms used in this document shall have the following meanings:

Auditor	KPMG Česká republika Audit, s.r.o., having its registered office at Pobřežní 648/1a, 186 00, Praha 8, registration number: 49619187, incorporated by entry in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 24185. Further information on the company can be found at https://home.kpmg.com/cz/cs/home.html .
Security	also means a book-entry security
CNB	Czech National Bank, Na Příkopě 28, Praha 1, 115 03, telephone: 224 411 111, email address: podatelna@cnb.cz. Further information on the company can be found at www.cnb.cz .
Fund	Conseq Funds SICAV, a.s.
Investment Shares	shares that are not Founders' Shares and are issued to the relevant investment compartment for the purpose of raising funds from investors
Investment Company	Conseq Funds investiční společnost, a.s., having its registered office at Rybná 682/14, Praha 1, 110 05, registration number 248 37 202, incorporated by entry in the Commercial Register kept by the Municipal Court in Prague, Section B, File 17126. Further information on the company can be found at https://www.conseq.cz/
Government Regulation	Government Regulation No 243/2013 on the investments of investment funds and on techniques for the management thereof
SFTR	Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012
Investment Compartment	all investment compartments created under the Fund
Registrar	Conseq Investment Management, a.s. having its registered office at Praha 1, Rybná 682/14, 110 00, registration number 264 42 671, incorporated by entry in the Commercial Code kept by the Municipal Court in Prague, Section B, File 7153. Further information on the company can be found at https://www.conseq.cz/
Statutes	the Fund's statutes, available (i) in paper format at the Investment Company's registered office and in the Collection of Instruments, or (ii) in computerised format via remote access to the Commercial Register (www.justice.cz)
Prospectus	this Prospectus, including annexes and any supplement hereto, unless otherwise stated, available (i) in paper format at the Registrar's registered office, or (ii) in computerised format on the Fund's website
Founders' Shares	shares subscribed by the Fund's founders
Capital Market Act	Act No 256/2004 on business on the capital market, as amended
Investment Companies and Investment Funds Act	Act No 240/2013 on investment companies and investment funds, as amended

2 INFORMATION ON THE COLLECTIVE INVESTMENT FUND	
Company name	Conseq Funds SICAV, a.s.
Registered office	Rybná 682/14 Praha 1, 110 00
Registration number	[●]
Date of incorporation	[●] (date of entry in the Commercial Register)
CNB registration	The Fund is entered in the CNB-maintained register of investment funds with legal personality.
Period for which the Fund has been established	indefinite
Fund type	<p>The Fund is a “standard fund” as defined by Section 94(1) of the Investment Companies and Investment Funds Act and has been organised in accordance with Czech law. It meets the requirements of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.</p> <p>The Fund is neither a master nor a feeder fund. The Fund is not an internally managed investment fund. The Fund has an individual governing body (an executive director), i.e. the Investment Company, which is authorised to manage the Fund.</p>
Historical information on matters of status	<p>The Fund is a fund newly created to transform the mutual funds:</p> <ul style="list-style-type: none"> – Conseq Polských dluhopisů, otevřený podílový fond, and – Active Invest Progressive, otevřený podílový fond <p>into Investment Compartments. For more details, see the supplements for the individual investment compartments.</p>
Amount of share capital to be registered	CZK 100,000 (paid up in full)
Contact information	<p>Place where additional information can be obtained, if necessary:</p> <p><u>Czech Republic:</u> Conseq Investment Management, a.s. Burzovní palác Praha 1, Rybná 682/14, 110 00 Business days from 9:00 a.m. to 6:00 p.m. Tel.: 225 988 222, email: fondy@conseq.cz, Fund's website: https://www.conseq.cz/</p> <p><u>Slovakia:</u> Tel.: 0800 900 905, email: fondy@conseq.sk, Fund's website: https://www.conseq.sk</p> <p><u>Poland:</u> Tel.: +48 22 208 99 49, email: fundusze@conseq.pl Fund's website: www.conseq.pl</p>
List of investment compartments	Conseq Active Invest Dynamický, podfond Conseq Funds SICAV Conseq Polských dluhopisů, podfond Conseq Funds SICAV

3 GENERAL INFORMATION ON THE MANAGER	
Company name	Conseq Funds investiční společnost, a.s.
Registered office	Rybná 682/14, Praha 1, 110 05
Registration number	248 37 202
Date of incorporation	11 May 2011 (date of entry in the Commercial Register)
CNB registration	The Manager is entered in the CNB-maintained register of investment companies.
Amount of share capital	CZK 4,000,000 (paid up in full)
Operating permit	The Investment Company was granted an operating permit under a CNB decision of 24 March 2011 issued under number 2011/2976/570, which entered into force on 24 March 2011. That decision also approved the senior officers of the Investment Company. The Investment Company's operating permit was amended by CNB Decision No 2018/030846/CNB/570 of 6 March 2018, which entered into force on 8 March 2018. The original operating permit was revoked and replaced by a new one.
Group	The Investment Company belongs to the consolidated group of Conseq Investment Management, a.s., having its registered office at Praha 1, Rybná 682/14, Staré Město, 110 00, registration number 264 42 671, incorporated by entry in the Commercial Register kept by the Municipal Court in Prague, Section B, File 7153.
List of senior officers	The Investment Company's senior officers are: <ul style="list-style-type: none"> – Jan Vedral, Chairman of the Board of Directors; – Hana Blovská, Vice-Chairwoman of the Board of Directors; – Lukáš Vácha, member of the Board of Directors.
Other positions held by the senior officers	Outside the Investment Company, the senior officers engage in the following activities that have meaning in relation to the activities of the Investment Company or the Fund: <p>Jan Vedral is the chairman of the board of directors of Conseq Investment Management, a.s., which is the Investment Company's 100% shareholder and the Registrar, and he holds the position of chief investment manager here.</p> <p>Hana Blovská is the vice-chairwoman of the board of directors of Conseq Investment Management, a.s., where she is the director in charge of marketing and sales.</p> <p>Lukáš Vácha is a member of the board of directors of Conseq Investment Management, a.s., where he is the commercial director for institutional and private clients.</p>
Objects of business	The objects of business of the Investment Company, in accordance with its operating permit, are as follows: <ul style="list-style-type: none"> – the management of investment funds or foreign investment funds; – the administration of investment funds or foreign investment funds.
List of investment funds under management and administration	A list of funds currently managed and administered by the Investment Company can be found in Annex 1 to this Prospectus at https://www.conseq.cz/fund.asp or in the register maintained by the CNB at https://apl.cnb.cz/apljerrsdad/JERRS.WEB07.INTRO_PAGE?p_lang=cz .

4 GENERAL INFORMATION ON THE ADMINISTRATOR	
Administrator	The manager, i.e. the Investment Company, is responsible for the Fund's administration.
Main activities to be carried out by the Administrator	<p>In its administration, the Investment Company carries out all activities for the Fund that are part of the administration of an investment fund pursuant to Section 38(1) of the Investment Companies and Investment Funds Act, including but not limited to:</p> <ul style="list-style-type: none"> – keeping accounts and ensuring compliance with tax liabilities; – providing legal services and ensuring compliance; – appraising the value of the Fund's assets and debts and calculating the present value of Investment Shares; – organising the issuance and redemption of Investment Shares; – preparing documents, including but not limited to annual reports, semi-annual reports, the Prospectus and the key information document, and any amendments thereto; – publishing, notifying and providing information and documents to investors and other authorised persons, including the Czech National Bank; – keeping records of investment shares issued by Investment Compartments; – keeping records of the issuance and redemption of investment shares issued by Investment Compartments; – distributing and disbursing monetary consideration in connection with the closure of the Investment Compartments; – processing investor complaints and claims.
These activities may be carried out by the Investment Company fully on its own, or may delegate the performance of any or all such activities to another person as detailed in Article 6 of the Prospectus.	

5 GENERAL INFORMATION ON THE DEPOSITARY	
Custodian Bank	UniCredit Bank Czech Republic and Slovakia, a.s.
Registered office	Praha 4 - Michle, Želetavská 1525/1, 140 92
Registration number	649 48 242
CNB registration	The Custodian Bank is entered in the CNB-maintained register of investment fund depositaries.
Group	The Custodian Bank is consolidated within a group in accordance with the Accounting Act; the entire group is consolidated by UniCredit S.p.A, established in Milan, Italy, in accordance with International Accounting Standards as adopted by the European Union (EU IFRS). The Custodian Bank's main shareholder is UniCredit Bank Austria AG, Vienna, which holds a 99.96% stake in the Custodian Bank. The parent company of the entire UniCredit group is UniCredit S.p.A, Milan.
Custodian Bank's main activities	<p>The Custodian Bank's activities are derived from the Investment Companies and Investment Funds Act, and are specified further in the depositary contract. In particular, the Custodian Bank shall:</p> <ul style="list-style-type: none"> – hold in custody fungible investment instruments owned by an Investment Compartment by registering them in an ownership account maintained by the Custodian Bank for the Investment Compartment in the relevant register or opened by the Custodian Bank for the Investment Compartment at the central securities depositary (Centrální

	<p>depozitář cenných papírů, a.s.) or a comparable facility under the law of another state;</p> <ul style="list-style-type: none"> – hold physical custody of an Investment Compartment’s assets where the nature thereof so permits; – open and maintain itself, or, under conditions laid down by the Investment Companies and Investment Funds Act, open at another person, monetary accounts in the Fund’s name and inured to the benefit of the Investment Compartment, deposit in those accounts any and all financial resources of the Investment Compartment, and run checks on the movement of financial resources belonging to the Investment Compartment in such accounts; – be responsible for keeping records of the Investment Compartment’s assets, where the nature thereof so permits; – check whether, in accordance with the Investment Companies and Investment Funds Act, the Prospectus and the provisions of the depositary contract: <ul style="list-style-type: none"> • Investment Shares have been issued and redeemed; • the present value of Investment Shares has been calculated; • the Investment Compartment’s assets and debts have been appraised; • consideration from transactions with the Investment Compartment’s assets has been paid in the normal time limits; • yields deriving for the Investment Compartment are used; and • the Investment Compartment’s assets are acquired and transferred.
<p>The Custodian Bank shall be responsible for the safekeeping of investment instruments held by the Investment Compartment, the custody of the Investment Compartment’s assets and the record-keeping of such assets. Any delegation, by the Custodian Bank, of the performance of these activities to another entity shall not affect the Custodian Bank’s liability. This shall be without prejudice to the Investment Company’s liability for damage incurred in management and administration.</p>	

6 INFORMATION ON THE DELEGATION OF INDIVIDUAL ACTIVITIES TO ANOTHER ENTITY

- 6.1 The Investment Company has delegated Conseq Investment Management, a.s., having its registered office at Praha 1, Rybná 682/14, 110 00, registration number 264 42 671, to perform individual activities encompassing management of the Fund, such being by managing Fund risks, including the monitoring of compliance with investment limits.
- 6.2 The Investment Company has delegated the Registrar to perform the following activities, including administration of the Fund:
- a) the issuance and redemption of Investment Shares and the keeping of records thereof;
 - b) compliance with certain information obligations;
 - c) the operation of a customer service;
 - d) the handling of investors’ claims and complaints;
 - e) bookkeeping, arrangements for compliance with obligations related to taxes, fees or other similar monetary consideration;
 - f) compliance and internal audit activities;
 - g) the distribution and disbursement of monetary consideration in connection with the closure of the Fund;

- h) appraisals of the value of the Investment Compartment's assets and debts and the calculation of the present value of an Investment Share;
 - i) the keeping of records of Investment Shares and a list of investors; this shall be without prejudice to the possibility for related records to be kept by another authorised person.
- 6.3 The Investment Company has also delegated the Registrar to perform activities encompassing the promotion and offering of Investment Shares.
- 6.4 The Investment Company may check and, by issuing orders, influence the performance of the aforementioned activities. The Investment Company shall be entitled to terminate with immediate effect contracts on the basis of which another person has been delegated to engage in the said activities. Delegation shall not prejudice the Investment Company's liability to compensate for damage incurred by a breach of its obligations deriving for it, as the manager and administrator of the Fund, from the Prospectus, the Investment Companies and Investment Funds Act and other legislation.

Another activity within the scope of Fund administration delegated by the Investment Company to third parties on an ad hoc basis is legal and transaction consulting. External legal and other consultants are selected in accordance with the requirements of professional diligence for a particular case.

7 SHARES

- 7.1 If the Company shall issue two types of shares, Founders' Shares and Investment Shares.

Founders' Shares

- 7.2 Founders' Shares shall each constitute an identical share in the Fund's share capital. The capital Fund's share capital that is to be registered shall be divided into 10 Founders' Shares. Rights and obligations associated with Founders' Shares shall be detailed in the Statutes.
- 7.3 Founders' Shares shall be unit shares, i.e. with no nominal value, reading in the shareholder's name, and issued in paper form.
- 7.4 Founders' Shares shall not be admitted to trading on a European regulated market or in a multilateral trading system. The price of Founders' Shares shall not be published via a European regulated market or a multilateral trading system.
- 7.5 No special rights shall attach to Founders' Shares.

Investment Shares

- 7.6 Investment Shares shall be issued for the relevant investment compartment and shall each constitute an identical share in that investment compartment's fund capital, i.e. the value of the assets included in the relevant investment compartment minus the value of the debts included in that investment compartment.
- 7.7 Investment Shares shall be unit shares, i.e. with no nominal value, reading in the shareholder's name, and issued in book-entry form.
- 7.8 The right to a share in the profit of the relevant investment compartment's earnings and in the liquidation surplus upon closure of that investment compartment shall attach to the Investment Shares.
- 7.9 The right to redeem an Investment Share at the request of the holder thereof to the account of the relevant investment compartment shall attach to Investment Shares. Investment Shares shall be extinguished upon redemption.
- 7.10 Holders of Investment Shares shall have the right to vote at the general meeting when so required by law, the Statutes or a supplement to the Prospectus relating to a particular investment compartment.
- 7.11 Records of Investment Shares shall be kept by the Investment Company separately.

General provisions

- 7.12 Other rights attaching to shares shall be set out in the Statutes and in a supplement pertaining to the relevant investment compartment.

8 INVESTMENT COMPARTMENTS

- 8.1 An investment compartment is a part of the Fund's assets and liabilities that is separate from an accounting and asset perspective and that has been created in accordance with the Statutes.
- 8.2 A decision to create an investment compartment shall be taken by the Fund's governing body, which shall also determine the investment compartment's investment strategy and other rules governing the operation of the investment compartment in the Prospectus and its Supplement, and shall arrange for the investment compartment to be entered in the CNB-maintained register.
- 8.3 The Fund shall include assets and debts arising from its investment activities in the investment compartment(s).
- 8.4 Only assets in that investment compartment may be used to comply with or satisfy a creditor or shareholder's claim against the Fund arising from the creation of the investment compartment, the pursuit of its investment strategy, or its closure. Costs relating to a specific investment compartment shall be covered out of the assets of that investment compartment. Costs relating to multiple investment compartments shall be covered out of the assets of those investment compartments in proportion to the volume of fund capital of each investment compartment.
- 8.5 The name of an investment compartment shall contain the distinctive element of the Fund's name and the word "investment compartment" (*podfond*), or otherwise express that it has the characteristics of an investment compartment.
- 8.6 The details of each investment compartment shall be set out in the relevant supplements to this Prospectus.

9 ADDITIONAL INFORMATION

Information on the Prospectus and the key information document

- 9.1 The information referred to in this Prospectus or in the key information document shall be continuously updated. The Investment Company shall draw up a key information document for each Investment Compartment. The Investment Company shall monitor whether or not the Prospectus or the key information document needs to be updated. Where the Prospectus or the key information document needs to be revised, the necessary changes shall be subject to approval by the Investment Company's board of directors. Data in the key information document shall be consistent with the information contained in the Prospectus.
- 9.2 Any amendment to the Prospectus shall require the prior consent of the Czech National Bank, otherwise it shall be null and void. The consent of the Czech National Bank to an amendment to the Prospectus shall not be required for a change:
- a) to information directly resulting from changes related to the Investment Company, the Fund, an Investment Compartment or the Custodian Bank;
 - b) necessitated directly by an amendment to legislation;
 - c) to information on performance or on actual or forecast financial results of the Fund or an Investment Compartment which requires regular updating; or
 - d) unrelated to the status or interests of the Investment Compartment's investors.
- 9.3 The current version of the Prospectus and the key information document and changes thereto shall be published on the Investment Company's website at www.conseq.cz.
- 9.4 The date of signature of the current version of the Prospectus and the given name and surname of the member or members of the governing body shall be listed at the end of this Prospectus.
- 9.5 In accordance with Sections 224 and 231 of the Investment Companies and Investment Funds Act, the Investment Company shall provide all investors (i) with a free up-to-date Investment

Compartment key information document sufficiently in advance of any investment, and (ii) with the current Prospectus free of charge upon request.

Conditions for the closure or transformation of the Fund and/or an Investment Compartment

- 9.6 The CNB shall deregister an Investment Compartment if the Fund has no Custodian Bank for longer than three months or if the Investment Compartment has been registered on the basis of false or incomplete data. The CNB may deregister an Investment Compartment if (a) the average amount of Fund equity over the previous six calendar months is less than EUR 1,250,000; (b) the issuance or redemption of investment shares is suspended and the measures taken to eliminate the causes thereof are considered unsatisfactory by the CNB; or (c) the Fund has only one or no shareholder for a period of longer than six months. The deregistration of one investment compartment shall not prejudice the rights and obligations of the holders of the investment shares of another of the Fund's investment compartments.
- 9.7 The Fund may be closed as a result of the winding-up of the Investment Company, unless the CNB decides to transfer the Fund's management to another manager. Investors shall be informed of such a decision by notification on the Investment Company's website, including the reasons for the decision and the further procedure to be followed by the Investment Company. An Investment Compartment may be closed as a result of the closure of the Fund, unless the CNB decides to transfer the Investment Compartment's management to another manager. In such an eventuality, the Investment Compartment shall be deregistered (see Article 9.6 of the Prospectus).
- 9.8 The Investment Company may, under the conditions laid down by the Investment Companies and Investment Funds Act, decide to merge the funds and/or investment compartments that it manages into a single new investment fund. Investors shall be informed of such a decision by notification on the Investment Company's website, including the reasons for the decision and the further procedure to be followed by the Investment Company.
- 9.9 If an Investment Compartment is closed with liquidation, an investor shall have the right to a share in the liquidation surplus (Article 167 of the Investment Companies and Investment Funds Act). Further details of the procedure for the closure or transformation of the Fund and/or an Investment Compartment are laid down by Investment Companies and Investment Funds Act (Section 361 et seq. of the Investment Companies and Investment Funds Act).

Tax regime

- 9.10 The taxation of the Fund and of Investment Compartment investors shall be subject to the Czech Republic's tax regulations, including but not limited to Act No 586/1992 on income tax, as amended. At the time of approval of this Prospectus, a 5% income tax rate applies to the taxation of Fund proceeds. Where legal persons and natural persons are tax residents of the Czech Republic holding shares that are included in their business assets, proceeds from the redemption of their shares shall be subject to the standard tax regime. Where natural persons do not have investment shares included in their business assets, at the time of approval of this Prospectus proceeds from the redemption of investment shares shall be exempt from income tax provided that they have held such investment shares for more than three years. In other cases, such proceeds shall be included in (other) income in a personal income tax return, provided that the aggregate thereof for a taxpayer does not exceed CZK 100,000 in the tax period. Where proceeds from the redemption of investment shares or from the payment of shares in profit are payable to a recipient who is not a tax resident of the Czech Republic, the Investment Company, in cases stipulated by law, shall deduct, from the proceeds from the redeemed investment shares, an amount securing the income tax payable in accordance with applicable legislation. Therefore, prior to the redemption of investment shares or prior to the payment of shares in the profit, the Investment Company or Registrar may demand a certificate of the recipient's tax residence. The tax regime may differ depending on the investor's domicile.
- 9.11 Attention is drawn to the fact that the aforementioned information on the taxation system in place for the income of individual investors need not apply to each investor, but depends on investors' personal circumstances and applicable tax regulations. Neither the Investment Company nor the Registrar shall have the authority to provide tax consulting, and the Investment Company recommends that all investors in the Fund's investment shares seek professional advice (from a tax adviser) regarding the tax system applicable to them.

Annual report and further information for investors

- 9.12 Within four months of the end of the accounting period, the Investment Company shall send the CNB the Fund's annual report and publish it on its website. Furthermore, within two months of the end of the first six months of the accounting period, the Investment Company shall send the CNB an electronic semi-annual report and publish it on its website.
- 9.13 The Fund's annual and semi-annual reports shall also be made available to investors at the Investment Company's registered office, and shall be sent to them at their expense without undue delay on request.
- 9.14 Without undue delay after the end of the relevant period, the Fund shall publish the following on the Investment Company's website:
- a) at least once every two weeks, information on the present value of the individual investment compartments' fund equity and information on the present value per investment share of the individual investment compartments, or the classes thereof;
 - b) for each calendar month, information on the number of investment shares issued and redeemed, and on the amounts for which such investment shares have been issued and redeemed;
 - c) for each calendar month, information on the structure of the individual investment compartments' assets as at the last day of the month.

Other information

- 9.15 The supervisory authority shall be the CNB. Address: Na Příkopě 28, Praha 1, 115 03, telephone: 224 411 111, email address: podatelna@cnb.cz, www.cnb.cz.
- 9.16 A permit to engage in the activity of an Investment Company and the provision of CNB supervision are no guarantee of a return on investment or of an Investment Compartment's performance, cannot preclude a possible breach of legal obligations or the Prospectus by the Investment Company, the Custodian Bank or any other party, and do not guarantee that any damage caused by such breach will be indemnified.
- 9.17 The Fund's investment strategy may change under the conditions set out in Section 207 of the Investment Companies and Investment Funds Act.
- 9.18 Courts of the Czech Republic shall have the jurisdiction to hear contractual disputes in connection with an investor's investment in the Fund, unless otherwise provided by a mandatory provision of legislation. Governing law for contractual relations connected to an investor's investment in the Fund shall be Czech law, unless otherwise provided in the relevant contract.
- 9.19 The Prospectus may be translated into other languages by the Investment Company. Any such translation of the Prospectus shall contain the same information and carry the same meaning as the Czech version of the Prospectus. In case of discrepancies between the Czech and another language version of the Prospectus, the Czech version shall prevail. This does not apply to the extent (and only to the extent) to which the legislation of the state in which the Fund's shares are distributed requires that the language version on which the dispute (action) is based be decisive in disputes concerning the provisions of the Prospectus in another language version.
- 9.20 Annex 1 – List of Funds Currently Managed and Administered by the Investment Company – constitutes an integral part of the present Prospectus.

Prague, 26 August 2019


Jan Vedral
Chairman of the Board of Directors
Conseq Funds investiční společnost, a.s.
Executive Director of the Fund