PROSPECTUS

ATOMO

Investment Company with Variable Share Capital

Umbrella Fund

(Luxembourg law)

24th March 2020

ATOMO – CERTIFICATE FUND

Information contained therein should be read in conjunction with the full text of the Prospectus.

1. Reference Currency

EUR

2. Investment Manager

Olympia Wealth Management Ltd, a company incorporated under the laws of the United Kingdom, having its registered office at 32 Ludgate Hill - EC4M 7DR London, United Kingdom, incorporated with Company Registration Number 7690337, has been designated Investment Manager of *Atomo – Certificate Fund* by means of an agreement dated 24th March 2020 entered into with the Management Company and the Fund.

3. Investment Advisor

FS First Solutions Ltd, a company incorporated under the laws of the United Kingdom, having its registered office at 32 Ludgate Hill - EC4M 7DR London, United Kingdom, incorporated with Company Registration Number 8006945, has been designated Investment Advisor of *Atomo – Certificate Fund* by means of an agreement dated 24th March 2020 entered into with the Management Company.

4. Investment Objective and Strategy

The Sub-Fund's objective is to generate capital growth over the medium to long term (the Sub-Fund may not be suitable for investors who plan to withdraw their contribution within five (5) years) through the opportunities of the structured products markets, following specific selection and allocation as below described, regardless of the conditions in equity and other markets. There is no guarantee that the Sub-Fund's investment objective will be achieved.

In order to do so, the Sub-Fund is actively managed to provide the performance of a risk diversified portfolio through exposure to structured products open to retail investors ("*structured retail products*" - "SRPs").
SRP is defined by the ESMA ("*European Sexcurities and Markets Authority*") and the IOSCO ("*International Organization of Securities Commissions*") as "*compound financial instruments that have the characteristic of combining a base instrument (such as a note, fund or deposit) with an embedded derivative(s) that provides economic exposure to reference assets, indices or portfolios. In this form, they provide investors, at predetermined times, with pay-offs that are linked to the performance of reference assets, indices or other economic values*."
The Sub-Fund will only invest in SRP without leverage for capital protection, yield enhancement, and participation purpose, without speculative (leverage) objective and within the limit and investment restrictions as set out in the section "*Investment Restriction*" of the Prospectus, in any case the exposure to SRPs will be comprised between 50% to 70% of the net asset of the Sub-Fund.

Based on a 15-year specific experience, the Investment Manager, following the analysis of the Investment Advisor (included model portfolios, market scenario testing, market conditions etc.), will ensure a selection of SRPs, in order to ensure diversification and risk / return adjustment of the Sub-Fund's portfolio, using specific criteria, including, but not limited to:

- Historical and expected volatility of the SRPs;
- Dividend yield levels;
- Cost analysis and transparency;
- Credit risks;
- Payoffs types;
- Maturity (generally range between 3 and 7 year);
- Skewness.

More specifically, the Investment Manager will define the strategic and tactical asset allocation by combining a balanced blend of rigor and flexibility, a focus on long term returns and a carefully controlled risk and complete objectivity when it comes to selecting the financial instruments in which it will invest.

The selection criteria are the following:

- Preference for selection of indices vs. single stocks or baskets if market conditions allow this strategy and especially if risk/reward profiles are not penalised;
- Monitoring of positive asymmetry of the certificate instrument vs underlying stock investment. The investment in certificates notes is not always preferable or, in other words, it does not carry a positive basis. In such case, the investment will not be done in such instrument;
- Selection of stocks with limited risk of large drawdowns over the medium term (e.g. 18 months);
- The selection is updated on a monthly basis;
- The selection is made using end-of-month data;
- Price to book 12-months forward P/BV is less than 10% premium of its historical average. Avoiding companies with high P/BV premiums provides valuation cushion and lowers the risk of de-rating;
- Price Earning is less than 10-20% premium of its historical average. Once again avoiding companies with high P/E premiums provides valuation cushion;
- Expected Dividend Growth greater or equal to zero. A flat to rising dividends is a good indication for cash flow improvement or financial flexibility;
- Default probability score less than 2. Companies with low default probability score have lower risks and accordingly suffer less than their cyclical counterparts.
- Underlying stocks are analysed relative to its peers in terms of financials, ratios and value.

In addition to those qualitative criteria, the strategic allocation and weighting of the SRPs portfolio's Sub-Fund will be construed on a discretionary basis by the Investment manager, within the limit and investment restrictions as set out in the section "*Investment Restriction*" of the Prospectus, targeting the following average returns (considering and based on the level of protection):

- 6% on indices underlying and,
- 8% on single underlying's.

If such levels are only reachable to the detriment of barrier protections, the Investment Manager will gradually reduce exposure. In other words, when the Investment Manager does not find adequate balance between implied yields and barrier protections, the exposure will be limited or reduced, discretionary. On the other hand, in market corrections, opportunities may arise with a good trade off in risk/rewards profiles.

Depending on the markets conditions and opportunities, the Sub-Fund will also invest directly or indirectly its assets in equities, in money market instruments, in sovereign bonds, in corporate bonds, in ETFs and Target Funds, without specific sectorial and geographical allocation (but limited to OECD members and excluding emerging markets).

5. Investment Policy

Following the Investment Manager's assessment, and based on the Investment Advisor's analysis, the Sub-Fund will invest in SRPs, without leverage,, including but not limited to "*Express Certificates*" and "*Bonus Certificates*", *"Discount Certificates", "Barrier Discount Certificates", "Reverse Convertibles", "Barrier Reverse Convertible", "Tracker Certificates", etc.*:

Express Certificate normally have a maximum term to maturity of something between 3 and 6 years. For each year, a predetermined "*observation day*" is set. If on the observation day the price of the underlying instrument is at or above a specified threshold level, the certificate is redeemed prematurely. This means that the Sub-Fund will receive an early payback of its investment with a return.
If on the other hand the underlying instrument is trading below the threshold level on the observation day, the certificate will continue to run until the next observation day. If the threshold level is never breached on any observation day during the certificate's term to maturity, the Sub-Fund will normally receive repayment of the issuance price, provided the underlying instrument hasn't fallen below a stipulated safety threshold. Were the latter to be the case, the Sub-Fund would incur a loss at maturity.

Bonus Certificate have normally a term to maturity of two to four years. They guarantee that the Sub-Fund receive a specified payout ("*bonus level*") as long as the underlying instrument doesn't touch or fall below an established price level ("*safety threshold*") during the term of the certificate.
In contrast to discount certificates, the maximum payback isn't limited to a fixed amount: if the underlying instrument rises above the bonus level, the Sub-Fund continue to participate in the price gains.
If the safety threshold is breached, then the protective mechanism of the bonus certificate dispear. In such an instance, the Sub-Fund will be in the same economic situation when the certificate matures as the Sub-Fund would have been invested directly in the underlying instrument. Once the breach occurs, the certificate behaves just like an index certificate.
If after a penetration of the safety threshold the price of the underlying instrument goes back up, the Sub-Fund can still participate 1:1 in those gains; however, the right to a guaranteed payout of the bonus level no longer exists and it is not reinstated as a result of any such move.
The probability that the safety threshold will be penetrated already increases when the price of the underlying instrument starts to ease toward that level. Thus in this example, the price of the bonus certificate can retreat significantly even before the threshold is hit. By the same token, the price can rise all the more sharply when the underlying instrument gains distance again from the safety threshold without having penetrated it.

Discount certificates normally have a term to maturity of one to three years. At maturity, a determination is made of where the price of the underlying instrument stands. If it is at or above the cap, the Sub-Fund will earn the maximum return and receive payment of the amount reflected by the cap. It allows the Sub-Fund to hold an underlying instrument for less than its current market price. However, the maximum payback on a discount certificate is limited to a predetermined amount (cap). The lower the cap, the greater the discount.
If the price of the underlying stock is below the cap on the maturity date, the corresponding number of shares is usually delivered into the Sub-Fund. For discount certificates based on indices, baskets, currencies or fixed income securities, the Sub-Fund will receive instead a cash settlement reflecting the value of the underlying instrument as it stood on the maturity date. However, in certain instances, cash settlement can also be arranged for discount certificates on shares.
If the Sub-Fund hold a discount certificate through to maturity, the Sub-Fund will only incur a loss if the price of the underlying instrument has fallen so far that the discount has been totally eroded. In essence, the discount works like a cushion against price declines in the underlying instrument. If the Sub-Fund in fact incur a loss with a discount certificate, it will in any case be less than the amount it would have lost by investing directly in the underlying instrument.

Barrier Discount Certificates give the opportunity to invest indirectly in an underlying instrument and pay less than the Sub-Fund would have to for buying it outright. Hence the word "discount": the price of

the certificate will always be lower than that of the underlying stock or index. Discount certificates bestow the right to receive a specific stock or share index (physically or the countervalue thereof). At the same time, as owner of a barrier discount certificate, the Sub-Fund will also benefit from a limited degree of capital protection if the underlying instrument trades into negative territory. As a result, the Sub-Fund risk of incurring a loss on such an investment is less than would be the case if the Sub-Fund were to make a direct investment in the underlying instrument.
Similar to barrier reverse convertibles, a barrier discount certificate is equipped with a knock-in. If that threshold remains untouched during the certificate's term to maturity, at expiration the Sub-Fund will receive payment of a predetermined amount (cap), regardless of where the price of the underlying instrument might lie at that point. Due to the cap, however, profit potential is always limited. At maturity, the maximum amount will only be paid out if the barrier has never been touched or undercut during the entire term. But if the knock-in is so much as kissed, the barrier discount certificate immediately converts into a normal discount certificate.
If at some point the barrier is violated and the underlying instrument ultimately closes below the exercise price, at maturity the Sub-Fund account will be credited with either the appropriate number of underlying shares or the cash countervalue of the underlying index as it stood at the close of trading on the expiration date. And of course it's entirely possible that the stock or index has a lower value at that point than the capital you originally invested.

Tracker Certificates trade in lockstep with the price movements of a given index.

Reverse convertibles and *Barrier reverse convertibles* correspond precisely to those of discount certificates, the only difference being that with a reverse convertible the Sub-Fund earn income during its entire term in the form of coupon payments. While those returns are considerably higher than the yields to be had in the bond market, reverse convertibles carry a higher risk than bonds because repayment of the principle amount is not guaranteed.

The underlying assets of the SRPs will be limited to shares, share indexes, individual shares, interest rates indices, individual rate indices, and currencies, without specific geographical and sectorial allocation (but limited to OECD members, and excluding emerging markets).

The Investment Manager will not invest in complex SRPs. SRPs will be consider as non-complex if they fulfill the following criteria: (i) underlying value accessible, (ii) strategy is not overly complex, (iii) calculation formula is not overly complex, (iv) costs, credit risk and market value of the SRPs are transparent and accessible.

The exposure to SRPs will be comprised between 50% to 70% of the net asset of the Sub-Fund, exposure to the SRPs could be done through Total Return Swap(s) within the same limit of 70% of the net assets of the Sub-Fund. The SRPs exposure is gradually shifted by discretion of the Investment Manager and based firstly on qualitative analyses and on more quantitative indication.

Depending on the markets conditions and opportunities, the Sub-Fund may also invest directly or indirectly its assets, within the limit of 30% of its net assets, in large capitalization companies, in money market instruments, in sovereign bonds, in corporate bonds, in convertible bonds, in ETFs, and Credit Linked Notes, without specific sectorial and geographical allocation (but limited to OECD members and excluding emerging markets).

Indirect investment could be done through market indices such as the FTSE 100, S&P 500, Eurostoxx 50, CAC 40, DAX, FTSEMIB or other financial indices which are indices within the meaning of Article 44 (1) of the 2010 Law in conjunction with Article 9 of the Grand-ducal Regulation of 8 February 2008, financial derivatives and other eligible securities.

The Sub-Fund may also invest up to 10% of its total assets in Target Funds (as defined in the "*Glossary*" of the Prospectus), provided that the management fees applying to the Target Funds shall not exceed 3%, selection of these eligible Target Funds will be done through a look through analysis in line with the Sub-Fund investment strategy and policy.

The Sub-Fund will not invest directly in asset-backed securities (“ABS”), mortgage-backed securities (“MBS”) or contingent convertible capital (“CoCos”). Nevertheless, indirect exposure limited to a residual part of the assets of the Sub-Fund may occur from the investment in the eligible Target Funds.

In addition, taking into account the investment objective, investment policy and the investment restrictions, the Sub-Fund may also hold cash on an ancillary basis and additionally invest in money market funds which comply with the UCITS Directive.

Under exceptional market circumstances, for the sole purpose of protecting the Sub-Fund assets and to protect interest of investors, the Sub-Fund may be invested up to 100% of its net assets in cash, or cash equivalent on a temporary basis.

Derivative techniques, special techniques and instruments

The Sub-Fund may also employ derivative techniques, such as the use of options, futures and swaps.

Total return swaps will be negotiated with swap counterparties on market conditions. The swap counterparties shall post UCITS Directive eligible collateral, including equities and government bonds and provide for a collateralization of the mark-to-market exposure of all of the swaps entered into by the Sub-Fund.
Swaps may also be used if they provide exposure to a security or index position in a more cost-efficient manner than a direct investment in that security or index position.
The Sub-Fund may apply special techniques and instruments as further described in the section which is headed “*Techniques and financial instruments*” of the Prospectus. The Investment Manager will use its discretion to determine which form of special techniques and instruments is most appropriate.

The current expected proportion of assets under management of the Sub-Fund that will be subject to SFTs and TRS is as follows:

Securities lending	0%
Securities borrowing	0%
Repurchase agreements	0%
Total Return Swaps	0%

The maximum proportion of assets under management of the Sub-Fund that can be subject to SFTs and TRS is as follows:

Securities lending	0%
Securities borrowing	0%
Repurchase agreements	0%
Total Return Swaps	70 %

6. Profile of the Typical Investor

The Sub-Fund is suitable for institutional, and sophisticated investors ready to take a high level of Risk and who are able and prepared to invest in a mid-long-term investment horizon and a high-risk tolerance adjusted for an investment in the SRPs.

7. Risk Profile

This Sub-Fund is suitable for institutional, and sophisticated investors who can understand the complexity of SRPs and agree to take the higher risks associated with SRPs investment strategy to maximise the return. Thus, the Investor should have experience with SRPs to accept significant temporary losses. The Sub-Fund may have these additional risks: derivative risks, as further described in Appendix I. Furthermore, the Investors should be informed about the additional costs linked to SRPs.
The value of investments may vary (this may partly be the result of volatility risks or exchange rate fluctuations in investments which have an exposure to foreign currencies) and investors may not recover the full amount invested. The Sub-Fund's performance may be adversely affected by variations in the relative strength of individual world currencies or if the EUR strengthens against other currencies.

Global Exposure approach used	Relative benchmark[1]	Expected level of leverage (Sum of Notionals)[1]	Higher leverage levels (Sum of Notionals)[1]	Expected level of leverage (Commitment)	Higher leverage levels (Commitment)[1]
Absolute VaR	N/A	50%	200%	N/A	N/A

[1] *If the VAR approach is used. The level of leverage may vary over time. Investors must be aware of the possibility of higher leverage levels under certain circumstances.*

8. Fee Schedule, available Share Classes and main features

Class	Targeted investors	Shares' form	Category	Denomination Currency	Currency Hedged Share Class	Valuation Day	Management Fee[1]	Performance Fee	Subscription Fee[2,3]	Redemption Fee[3]	Conversion Fee[3]	Distribution Fee	Initial issue price	Minimum initial investment[4]	Minimum subsequent investment[4]	Minimum holding amount[4]
R	Retail	Registered Shares and/or dealt in through clearing houses	Capitalisation	EUR	N/A	Daily	1.80%	15%	N/A	N/A	N/A	N/A	100	10'000	N/A	N/A
I	Institutional		Capitalisation	EUR	N/A		0.90%	10%	N/A	N/A	N/A	N/A	100	100'000	N/A	N/A
			Distribution	EUR	N/A		0.90%	10%	N/A	N/A	N/A	N/A	100	100'000	N/A	N/A
L	All Investors - Listed and tradable on Borsa Italiana		Capitalisation	EUR	N/A		1.40%	15%	N/A	N/A	N/A	N/A	100	1 share	N/A	N/A

Conversions are only authorized into share classes of this Sub-Fund, subject to compliance with any eligibility conditions. Conversions into share classes of another Sub-Fund are not authorized, unless otherwise decided by the Board of Directors.

[1] *Per annum, payable monthly on the value of the average net assets of the Sub-Fund during the relevant month.*

[2] *Such fee may be use in order to remunerate the distributors, and any other financial intermediaries involved in the distribution, placement and marketing of the Shares through a regular agreement.*

[3] *Percentage of the net asset value of the shares subscribed/redeemed/converted.*

[4] *The Board of Directors is authorised to waive any requirements relating to the initial minimum subscription amount, to the subsequent minimum amount or to the minimum holding amount in its reasonable discretion and by taking into consideration the best interest of the Fund.*

9. Performance Fees

Applicable to R & L classes

In addition to the Management Fee, the Management Company is entitled to receive a Performance Fee.

The Performance Fee becomes due in the event the NAV (before deduction of accrual of the Performance Fee, but after deduction or accrual of all other expenses and liabilities, including the Management Fee) is higher than the High-Water Mark[1] (the "HWM"). The Performance Fee will amount to 15% of the outperformance of the relevant Share Class expressed in the Reference Currency compared to the HWM.

With respect to each Share Class of the Sub-Fund, the HWM shall mean the Net Asset Value of the relevant Share Class at the end of the most recent Reference Period for which a Performance Fee has been paid or is due, or, if no performance fee has been paid or is due since the inception, the initial Net Asset Value of such Share Class, the HWM also refer to the "Reference NAV" with regards to the Performance Fee calculation. If a Performance Fee is introduced during a calendar year, then its first Reference Period will commence on the date on which such fee is introduced.

If the NAV at the end of a calendar year (the "Reference Period") does not exceed the HWM, or if no Performance Fee is due, the Reference NAV will be use for the following Reference Period (i.e. extension of the period without reset of the HWM).

The Performance Fee is calculated and accrued on each Valuation Day.

In addition, the Performance Fee will be calculated taking into account capital fluctuation and applying the Crystallization Principle[2] so that the Performance Fee is calculated on the basis of the Net Asset Value after deduction of all expenses, liabilities, and Management Fees (but not Performance Fee), and is adjusted to take account of all subscriptions and redemptions. If Shares are redeemed on any day before the last day of the period for which a Performance Fee is calculated, while provision has been made for Performance Fee, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date.

Gains which have not been realized are taken into account in the calculation and payment of Performance Fees.

The Performance Fee, if any, will be paid after the end of each reference period.

Applicable to I class

In addition to the Management Fee, the Management Company is entitled to receive a Performance Fee.

The Performance Fee becomes due in the event the NAV (before deduction of accrual of the Performance Fee, but after deduction or accrual of all other expenses and liabilities, including the Management Fee) is higher than the High-Water Mark[1] (the "HWM"). The Performance Fee will amount to 10% of the outperformance of the relevant Share Class expressed in the Reference Currency compared to the HWM.

---

[1] ***High-Water Mark****: With respect to each Share Class of the Sub-Fund shall mean the Net Asset Value of the relevant Share Class as of the end of the most recent reference period (calendar year) for which a performance fee was paid or payable to the Investment Manager, or if no performance fee has been paid since the inception, then the initial Net Asset Value of such Share Class of the SubFund.*

[2] *Any accrued positive performance fee will be crystallized. When there are redemptions at the Fund level, the proportion of the accrued fee applicable to the redemption will be crystallized, i.e. become payable and cannot be eroded by future underperformance. As accrued performance fees are crystallized, the cumulative accrual will be adjusted with the payable amount without any impact on the NAV.*

With respect to each Share Class of the Sub-Fund, the HWM shall mean the Net Asset Value of the relevant Share Class at the end of the most recent Reference Period for which a Performance Fee has been paid or is due, or, if no performance fee has been paid or is due since the inception, the initial Net Asset Value of such Share Class, the HWM also refer to the "Reference NAV" with regards to the Performance Fee calculation. If a Performance Fee is introduced during a calendar year, then its first Reference Period will commence on the date on which such fee is introduced.

If the NAV at the end of a calendar year (the "Reference Period") does not exceed the HWM, or if no Performance Fee is due, the Reference NAV will be use for the following Reference Period (i.e. extension of the period without reset of the HWM).

The Performance Fee is calculated and accrued on each Valuation Day.

In addition, the Performance Fee will be calculated taking into account capital fluctuation and applying the Crystallization Principle[1] so that the Performance Fee is calculated on the basis of the Net Asset Value after deduction of all expenses, liabilities, and Management Fees (but not Performance Fee), and is adjusted to take account of all subscriptions and redemptions. If Shares are redeemed on any day before the last day of the period for which a Performance Fee is calculated, while provision has been made for Performance Fee, the Performance Fees for which provision has been made and which are attributable to the Shares redeemed will be paid at the end of the period even if provision for Performance Fees is no longer made at that date.

Gains which have not been realized are taken into account in the calculation and payment of Performance Fees.

The Performance Fee, if any, will be paid after the end of each reference period.

10. Initial Offering Period

The Sub-Fund will be launched upon first subscription at any moment upon decision of the Board of Directors.

This Sub-Fund does not allow subscription nor redemption in kind.

[1] *Any accrued positive performance fee will be crystallized. When there are redemptions at the Fund level, the proportion of the accrued fee applicable to the redemption will be crystallized, i.e. become payable and cannot be eroded by future underperformance. As accrued performance fees are crystallized, the cumulative accrual will be adjusted with the payable amount without any impact on the NAV.*