



APHILION Q²

INVESTMENT COMPANY WITH VARIABLE CAPITAL UNDER BELGIAN LAW

**PUBLIC SICAV UNDER BELGIAN LAW WITH A VARIABLE NUMBER OF
PARTICIPATION RIGHTS, OPTING FOR INVESTMENTS THAT COMPLY WITH THE
CONDITIONS OF THE DIRECTIVE 2009/65/EC**

HAVENLAAN 86 C B320, 1000 BRUSSELS

PROSPECTUS

JULY 2014

Aphilion Q²
Havenlaan 86 C b320, 1000 Brussels, BELGIUM
Co. Reg. N° 0475 805 685

PROSPECTUS OF THE SICAV APHILION Q²

WARNING

Please note that this prospectus consists of two parts. The general part describes the fund Aphilion Q² and the general conditions. The second part contains specific information on each of the sub-funds, in particular concerning its investment policy and objectives. This forms an integral part of this prospectus.

This prospectus may not be distributed unless accompanied by a copy of the statutes/by-laws/articles of association and the most recent annual or semi-annual report of the SICAV. These also form an integral part of this prospectus.

This Prospectus may not be used for the purpose of an offer or solicitation in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful or not authorised. In particular the Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) or the securities laws of any state or political subdivision of the United States and may not, except in a transaction which does not violate U.S. securities laws, be directly or indirectly offered or sold in the United States or to any U.S. Person. The Company will not be registered under the United States Investment Company Act of 1940 as amended.

PART I: Information With Regard To The Sicav

1. Name: *Aphilion Q²*
2. Legal Form: Public Limited Company
3. Date of Incorporation: *26/09/2001*
4. Period of existence: Unlimited duration
5. Registered Office: Havenlaan 86 C b320, 1000 Brussels, Belgium
6. Statute: A Sicav-fund with several subfunds, which has opted for investments that comply with the conditions of the directive 2009/65/EC directive, and which, with regard to its operation and investments, is governed by the Law of August 3, 2012, regarding certain specific forms of collective management of investment portfolios.
7. List of the subfunds that are commercialized by the Sicav:
 - "Equities"
 - "Balance"

8. Board of Directors of the Sicav:

- President: Prof. Michel Tison, lecturer in commercial and financial law, Ghent University

- Directors: Nico Goethals, co-manager of Aphilion sprl
Jan Holvoet, co-manager of Aphilion sprl

- Independent Directors:

Jan Van Nuland, former Ombudsman for the banking system.

Prof. Michel Tison, lecturer in commercial and financial law, Ghent University

9. The two executive directors :

Daily management is entrusted to Jan Holvoet and Nico Goethals, Directors of the Sicav.

10. Management type: Self-managed Sicav

11. Intellectual management: Both executive managers are jointly responsible for the intellectual management of the Sicav.

12. Delegation of the fund administration: CACEIS BELGIUM N.V., Havenlaan 86 C b320 - 1000 Brussels

13. Financial service: CACEIS BELGIUM N.V., Havenlaan 86 C b320 - 1000 Brussels

14. Distributor(s):

Quaestor Vermogensbeheer, Roeselare, Belgium

Merit Capital, Antwerp, Belgium

Dierickx Leys Effectenbank, Antwerp, Belgium

For all subscriptions and withdrawals, you may directly get in touch with Caceis Belgium nv, acting as transfer agent and financial service provider for the Fund.

15. Custodian: BNP Paribas Fortis - Fortis Bank N.V., Warandeborg 3 - 1000 Brussels, Belgium

16. Subcustodian : BNP Paribas Securities Services Brussels, Louizalaan 489 - 1050 Brussels, Belgium, to whom the material tasks have been delegated.

17. Auditor / Supervisory Director: ANDRE CLYBOUW, Oosterveldlaan 246 - 2610 Wilrijk, Belgium.

18. Promotor: APHILION BVBA Koloniënstraat 11 - 1000 Brussel

19. The Royal Decree dd. November 12th, 2012 regarding certain public institutions for collective investment stipulates that certain costs in connection with a withdrawal from the Sicav, whether forced or not, must not be borne by the Sicav, nor by the investor in question.

This particularly relates to Art. 115 §3, par. 3; Art. 149; Art. 152; Art. 156; Art. 157 §1, par. 1; Art. 165, Art. 179, par. 3 and Art. 180, par. 3. Such costs shall be borne by Aphilion bvba.

20. Capital: the share capital shall at all times be equal to the net asset value and must amount to no less than 1,200,000 EUR.

21. Asset Valuation Rules: Cfr. Article 10 of the Articles of Association of the Sicav.

22. Account Closing Date: March 31

23. Rules regarding the Allocation of Net Revenue: the net revenues are capitalized.

24. Tax Regime::

For the Sicav:

- An annual tax of 0,0925%, levied on the basis of the net outstanding amounts in Belgium on December 31 of the preceding year.
- Recovery of withholding taxes on Belgian dividends and foreign income received by the Sicav (in accordance the Agreements for the Avoidance of Double Taxation)

For the investor: (in Belgium[°])

- Dividend tax (in the case of distribution shares): exonerating withholding tax of 25%
- No taxation of capital gains

« °The tax regime for the revenues and surplus values received by an investor depends on the specific statute applicable to the investor in the country where the income is earned. In case of doubts about the applicable tax regime, the investor must make personal inquiries with professionals or competent advisers.»

Less than 25% of the assets of the subfunds Equities and Balance consist of fixed income securities or deposits as defined in article 19bis of the Belgian Income Tax code of 1992. Therefore the investors in the fund are not subject to the 25% withholding tax on the income the fund has derived from such securities or deposits.

For the same reason the investors in the fund will not be subject to the information exchange between states as defined in the directive 2003/48/EC.

25. Supplementary Information:

25.1. Information Sources:

- Upon request, the annual and semi-annual reports and, as the case may be, full information about the other subfunds can be obtained for free at the offices of CACEIS BELGIUM N.V., Havenlaan 86 C b320 - 1000 Brussels.
- The total cost percentage and the portfolio turnover rate for the preceding periods are available at the following location: CACEIS BELGIUM N.V., Havenlaan 86 C b320 - 1000 Brussels.

- The following documents and information may be consulted on the website of the promoter: www.aphilion.com :
 - the Key Investor Information Document (KIID), the prospectus, the Articles of Association, the annual and semi-annual reports, and the total cost percentage and portfolio turnover ratio for the preceding periods
- Information about the measures taken with respect to making distributions to the participants, the purchase or refund of participation rights, and the spreading of information about the Sicav:
 - Anyone may contact us at CACEIS BELGIUM N.V., Havenlaan 86 C b320 - 1000 Brussels. Phone: (+32) 02 209 26 40. The NAVs of the Sicav are published in l'Echo and De Tijd, as well as by the principal suppliers of stock exchange information (Bloomberg, Reuters).

25.2 Annual General Meeting: scheduled on the next-to-last Thursday of June at 16:00 hrs at registered office of the Sicav.

25.3. Competent Authority: Financial Services and Markets Authority (FSMA), Congresstraat 12-14, 1000 Brussels.

The prospectus is published following approval by the FSMA, in accordance with Article 60, §1 of the Law of August 3, 2012 regarding certain forms of collective management of investment portfolios. Such approval does not constitute an assessment of the opportunity or quality of the offer, nor of the condition of the person who makes the offer.

The official text of the Articles of Association has been submitted to the Court Registry of the Commercial Court of Brussels.

25.4. If you should need further information, please contact: Mr. Nico Goethals and Mr. Jan Holvoet, available during business hours at +32 2 217 01 30, or via info@aphilion.com; Offices: Koloniënstraat 11, 1000 Brussels.

25.5 Persons responsible for the contents of the prospectus and the Key Investor Information Document (KIID): the board of directors, more specifically Mr. Nico Goethals and Mr. Jan Holvoet.

26. Risk profile of the SICAV

26.1 General risks inherent to each investment

Each sub-fund's assets are subject to market fluctuations and the risks inherent to any investment in financial assets.

No guarantee can be given that the SICAV's objective will be achieved and that investors will recover the amount of their initial investment.

26.2 Specific risks

Market risk:

This is a general risk that affects all types of investment. Changes in the price of transferable securities and other instruments are primarily determined by the performance of financial markets and changes in the position of issuers, who are themselves affected by the global economic environment as well as economic and political conditions in their home countries.

Performance Risk:

This relates to the uncertainty about the actual return of an investment. It is a combination of market risk on the one hand and the level of active portfolio management on the other.

Exchange Rate or Currency Risk:

If a sub-fund includes assets denominated in currencies other than its benchmark currency, it may be affected by any fluctuation in the rate of exchange between its benchmark currency and these other currencies or by a possible amendment to foreign exchange controls. If the currency in which a security is denominated appreciates against the sub-fund's benchmark currency, the security's equivalent value in this benchmark currency will rise. Conversely, a depreciation of this same currency would reduce the equivalent value of the security. Where the sub-fund hedges currency risk, the complete effectiveness of these transactions cannot be guaranteed.

Capital Risk:

The risk of not getting the full value of one's initial investment back. It refers to the degree of capital guarantee that the SICAV or its sub-funds enjoy.

Concentration Risk:

Some sub-funds may concentrate their investments in one or more countries, regions, sectors, asset classes, types of instrument or currencies in such a way as that they are more affected by any economic, social, political or tax events involving the countries, regions, sectors, asset classes, types of instrument or currencies concerned.

Operational Risk:

Risk associated with failings of internal systems or insufficient human and technical infrastructure of the fund.

27. Synthetic risk/return indicator (SRRI)

This indicator can be found in the Key Investor Information Document (KIID) of each sub-fund. It ranks the sub-fund on a scale of 1 to 7 based on its realized volatility of the past 5 years.

Drawbacks of the SRRI:

- it uses historical figures, and these aren't always a reliable guide to future performance.
- there's no guarantee that the SRRI of a sub-fund will remain the same; it can change over time.
- the lowest category does not imply a risk-free investment.

28. Running costs

The running costs are the costs that are taken out of the sub-fund in the course of one year. It is represented as a percentage of the net-assets and does not include: performance fees and transaction fees, except those associated with investments by the sub-fund in other funds. The figure can be found in the Key Investor Information Document (KIID) of each sub-fund.

29. Portfolio Turnover Ratio (rotation)

The portfolio turnover ratio is a complementary indicator for the size of the transaction costs. It is represented as a percentage of the average net-assets over the preceding year and calculated in accordance with Belgian Royal Decree of November 12, 2012.

A figure close to 0% implies that all portfolio transactions in a certain period were executed only to service the subscriptions and redemptions in and out of the fund.

The Portfolio Turnover Ratio of each sub-fund can be found in the most recent annual report of the fund.

PART 2: Characteristics of the sub-funds

I. Information regarding the sub-fund Aphilion Q² - Equities 9

II. Information regarding the sub-fund Aphilion Q² - Balance 16

I: Information regarding the sub-fund Aphilion Q² - Equities

I. Introduction

- I.1. Name: Aphilion Q² - "Equities"
- I.2. Date of Incorporation 26/09/2001
- I.3. Period of existence: unlimited duration

2. Investment Data

2.1. Investment Objective

* The assets of the subfund "Aphilion Q² - Equities" are mainly invested in shares or comparable securities of countries belonging to the OECD, principally Western Europe, the USA and Japan. The subfund aims to be more than 95% invested in the equity markets but always holds a small percentage of liquidities to allow for flexible portfolio-management.

The assets are invested so as to generate a value increase in the mid-long term and the underlying philosophy of the fund is to search for undervalued shares and sectors which may best contribute to this objective.

The reference-index is the MSCI World Index in euro (Bloomberg Code: MSERWI Index).

There is no capital-protection or capital-guarantee for this subfund and its investors.

2.2. Investment Policy

* Categories of eligible assets: global stocks (and other securities that are equivalent to shares or stock), principally from countries belonging to the OECD, bonds, convertible bonds and liquid assets.

* Eligible derivative transactions:

The subfund may conduct any and all derivative transactions that are permitted by the Law of August 3, 2012 regarding certain forms of collective management of investment portfolios, and more in particular: covered option writing of call and put options on shares, stock indexes and currency; buying and selling of stock index futures, and buying and selling of foreign currency on the futures market.

Characteristics of bonds and debt instruments: Investments in bonds and other debt instruments only serve the purpose of making profitable investments using temporary cash

positions and only consist of classical debt instruments of highly rated debtors (bonds, cash on deposit, ...)

Although the structure of the portfolio complies with the general, legal and statutory conditions and restrictions, this does not exclude the possibility of a risk concentration arising in certain smaller asset categories or economic and geographic sectors.

The volatility of the Net Asset Value may be high, as a result of the composition of the portfolio or of the techniques that may be used for fund management.

* Investment Policy Limits: the subfund aims at a balanced spread of its equity investments between the different economic regions and sectors, without however imposing any formal boundaries or limits (except for those required by law).

* Description of the general strategy used for hedging the exchange risk:

The subfund does not intend to hedge against exposure to exchange rate risks. This implies that, even if certain stock exchanges are performing well in their domestic currency, such advantage may be annihilated by a depreciation of the exchange rate of the country in question.

* Social, ethical and environmental aspects:

Pursuant to applicable law², the Sicav shall not undertake any financing of companies under Belgian or foreign law whose activity comprises the manufacturing, using, repairing, offering for sale, selling, distributing, import or export, storage or transportation of anti-personnel mines and/or submunition, and with a view to their further spreading or proliferation.

2.3. Risk Profile

The assessment of the risk profile associated with the UCI and/or the investor type profile is based on a recommendation of the Belgian Association of Asset Managers, which may be consulted online at <http://www.beama.be>.

- The value of a unit may increase or decrease, so an investor may receive less than his original investment.
- Summary of the pertinent and significant risks as evaluated by the subfund:

Market risk:

The portfolio is composed of global equity. The uncertainty inherent to such equity implies that their value may fluctuate strongly, depending on the (economic) expectations of the investors. Fluctuations of more than 30 % on an annual basis are possible.

Performance Risk:

The performance risk is connected with the market risk.

Exchange Rate or Currency Risk:

A substantial part of the assets are denominated in foreign currency (principally USD and JPY), as a consequence of which their value in EUR may fluctuate depending on the exchange rates of the currencies concerned.

Capital Risk:

The subfund does not benefit from any capital guarantee nor any form of capital protection. This means that it is possible that the investor loses all or part of his capital.

Concentration Risk:

The stock markets are highly intercorrelated on a global scale, which may result in strong fluctuations of the value of the portfolio.

Operational Risk:

These are all the risks associated with the human and technical infrastructure at the sub-funds disposal. These risks are attenuated by the strong reliability of the IT systems used and an experienced, competent management team capable of replacing each other in all aspects of daily management.

2.4. Historical returns

The historical returns of the sub-fund are available in the latest annual report of the SICAV.

2.5. Risk Profile According to the Type of Investor:

The target group of Aphilion Q2 - "Equities" consists of both institutional and private investors who, within the framework of their global portfolio management, are looking for a shareholder position. The specific percentage of stocks in portfolio will always depend on the specific profile of the investor: the more defensive, the less stocks.

An investment horizon of at least 10 years is recommended, as the chances for a negative return tend to increase in the case of investments over a shorter period.

3. Company Information:

3.1. Provisions and Costs:

Non-recurrent provisions and costs borne by the investor (expressed in the currency of the subfund or as a % calculated on the NAV per share)

	Entry Costs	Exit Costs	Change of subfund
Placing Commission	Max. 2,5 % (1)	-	The difference, if any, between the placing commission for the new subfund and that of the present subfund.
Tax on Financial Transactions	-	Capitalization shares 1,00% (maximum of 1500 EUR)	Cap. → Cap./Dis.: 1,00% (maximum of 1500 EUR)

- (1) To the benefit of the financial institution where the subscription is made. This trading commission fee is applicable to all distributors of the Fund. The provisions and costs listed in the above table are the maximum tariffs that may be charged. For the tariffs that are actually charged by the broker who carries out the subscription, refund or subfund change, please refer to the attached tariff list.

Recurrent provisions and costs borne by the subfund (expressed in the currency of the subfund or as a % calculated on the NAV of the assets)

Annual fee for the management of the investment portfolio - Fixed - Variable	1,5% (2)	Calculated on the basis of the average net assets and payable quarterly. Part of the management fee is used for the distribution of the shares of the Sicav.
Annual administration fee	0,065%	Calculated on the basis of the average net assets and payable monthly; minimum EUR 915.80 per month.
Annual fee for the financial agent	0,02%	Calculated on the basis of the average net assets and payable monthly; minimum EUR 130.83 per month.
Annual custodial fee	0,08%	Calculated on the basis of the average net assets and payable quarterly; minimum EUR 1500 per quarter.
Annual fee for the External Auditor	2159,85 EUR	
Annual remuneration of the independent directors	3600 EUR	

Annual remuneration of the general managers	Nihil	
Annual tax on the collective investment schemes, on the credit institutions and on the Insurance companies	0.0925% of the net outstanding amounts placed in Belgium as of December 31 of the preceding year.	
Other costs (estimate)	0,1%	Incorporation expenses, publishing expenses, ...

- (2) The management fee is set at a fixed percentage of 1.5% annually, calculated on the basis of the average net assets and payable at the end of each quarter.

This is supplemented by a performance fee equal to : one fifth of the total proceeds of the fund MINUS the reference return (the so-called 'HURDLE RATE'), which is the interest on the Belgian reference OLO over a 10 year period + 3%. The aforementioned reference return is determined at the start of the fund, and subsequently at the beginning of each quarter, on the basis of the current market interest rates.

At the end of each financial year, this performance fee, if positive, is paid out to the portfolio-managers. The performance fee cannot be negative, but, as far as the actual charging of the fee is concerned, we always look at the total return of the fund since its launch date. This means that the performance fee will be charged only on condition that any negative past performances were completely compensated for, i.e. the so-called 'HIGH WATERMARK'-principle. Please refer to Appendix I attached to the present prospectus for a more elaborate calculated example.

3.2 Running costs of the portfolio

The running costs, calculated in accordance with EC Directive 583/2010, can be found in the Key Investor Information Document (KIID)

3.3 Portfolio Turnover Ratio

The Portfolio Turnover Ratio of the sub-fund can be found in the most recent annual report of the fund.

3.4 'Soft Commissions'

The management of the Sicav does not and will not receive any form of retrocessions or other remunerations/benefits ('soft commissions') from the parties with which they interact on behalf of the Sicav (stockbrokers, banks, etc.). Furthermore, as far as its structure is concerned, the Sicav is completely free to choose its counterparties and there are no other agreements or commercial relations that would impose any restriction as to its choice of counterparties.

3.5 'Fee-sharing Agreements'

Within the framework of the distribution contracts entered into by the Sicav, it is stipulated that part of the management fee shall belong to the fund distributors in proportion to the net capital that was contributed by them ('fee-sharing agreement'). The structure of these agreements is however such that no potential conflicts of interest are supposed to arise with regard to the Sicav.

4. Information regarding the Marketing of the Units

4.1. Types of units offered to the public:

Type	Munteenheid	ISIN Code	Vorm
Capitalisation	EUR	BE0058285850	registered or dematerialised

The Board of Directors has decided to appoint BNP Paribas Fortis - Fortis Bank N.V., Warandeborg, 3 - 1000 Brussels as the authorized account holder for the dematerialised securities, as meant in Article 475 Ter of the Company Code, as from 01/01/2008.

4.2. Currency used for the calculation of the net asset value: EUR

4.3. Voting right of the shareholders: one vote per share, rounded off downwards in the case of fractional shares.

4.4. Liquidation of the Subfund:

At any extraordinary general meeting of shareholders, the Board of Directors may propose to proceed to the liquidation of the subfund, pursuant to Articles 5 and 25 of the Articles. If the general meeting gives its consent, the liquidation will be executed by one or more liquidators, either physical or legal persons, appointed by the general meeting which will also determine their powers and remuneration. The proceeds of the liquidation for each subfund shall be distributed among the shareholders in proportion to their rights and as stipulated in the procedure.

4.5. Initial subscription period: from 12/11/2001 up to and including 3/12/2001

4.6. Initial subscription price: EUR 100. Minimum subscription amount: EUR 5000.

4.7. Calculation of the Net Asset Value:

The net asset value is calculated weekly on Thursday (D+1), on the basis of the closing rates of D, where 'D' stands for Wednesday (the final day of the order receiving period). If such Thursday falls on a Belgian non-business day, then the calculation will be made on the first following business day. If, however, more than 20% of the fair values is known at the time of closure of the reception of order requests, the fair market values for D and D+1 will be used.

Notwithstanding this, if more than 20% of the fair market value is known at the moment of closing of the reception of order requests as a result of a closure of the markets, then the calculation will be postponed and the order requests shall be gathered and included in the next evaluation.

4.8. The net asset value is published weekly in De Tijd, l'Echo and on www.aphilion.com

4.9. How to subscribe for units and how to redeem them; Rules for switching between subfunds:

* D = the closing date of the receipt period for order requests (every week on Wednesday at 16:00 hrs, or on the preceding day if said date falls on a non-business day in Belgium) and the date of the publicized net asset value.

The abovementioned closing time of the receipt period for order requests applies to the financial service and to the distributors who are listed in the prospectus. As for the other distributors, the investor will need to conduct personal inquiries with said distributors for more information regarding their closing time for receiving any order requests.

* D, before 16:00 hours = date of payment of the order requests. The subscription requests are carried out on the basis of the next net asset value following the request, on condition that the payment in EUR and the order request were received on Wednesday before 16:00 hours by the institution charged with the financial service. Requests for subscription, swap or purchasing are accepted at Fasten Belgium on every bank business day in Belgium.

* D + 1 = calculation date for the net asset value

* D + 3 bank business days = date of repayment of the order requests. The order requests for purchase or swap shall be carried out on the basis of the net asset value (calculated on day D+1) following reception of the request, on condition that said request is received on Wednesday before 16:00 hours by the institution charged with the financial service. The purchases shall be paid in currency on the second bank business day following the calculation of the net asset value.

The subscription price and the balance, if any, owed by the investor in the case of a swap must be paid to the bank account appearing on the subscription form. The purchase price and the balance, if any, owed by the investor must be paid by bank transfer to the account of the investor appearing on the repurchasing form or to another bank account as indicated by the investor.

4.10. Suspension of Repayment of Units:

Article 11 of the Articles of Association sets forth the conditions for the suspension of the calculation of the net asset value, as well as the issuance, repurchasing and swap of the shares.

II: Information regarding the sub-fund Aphilion Q² - Balance

I. Introduction

- I.1. Name: Aphilion Q² - "Balance"
- I.2. Date of Incorporation 4/08/2014
- I.3. Period of existence: unlimited duration

2. Investment Data

2.1. Investment Objective

* The assets of the subfund "Aphilion Q2 - Balance" are mainly invested in shares or comparable securities of countries belonging to the OECD, principally Western Europe, the USA and Japan. The subfund aims to be more than 95% invested in the equity markets but always holds a small percentage of liquidities to allow for flexible portfolio management.

The subfund will limit the equity-market risk with the use of derivatives on stock indices. This hedge will on average amount to 75% of the assets, but can vary between 0% and 100% depending on the expectations of the portfolio managers and the level of volatility in the markets.

The assets are invested so as to generate a value increase in the mid-long term. The underlying philosophy of the fund is to search for undervalued shares and sectors that will provide an above average return so that, even when equity market risk is hedged, a positive return can be achieved.

There is no capital-protection or capital-guarantee for this subfund and its investors.

2.2. Investment Policy

* Categories of eligible assets: global stocks (and other securities that are equivalent to shares or stock), principally from countries belonging to the OECD, bonds, convertible bonds and liquid assets.

* Eligible derivative transactions:

The subfund may conduct any and all derivative transactions that are permitted by the Law of August 3, 2012 regarding certain forms of collective management of investment portfolios, and more in particular: covered option writing of call and put options on shares, stock indexes and

currency; buying and selling of stock index futures, and buying and selling of foreign currency on the futures market.

Characteristics of bonds and debt instruments: Investments in bonds and other debt instruments only serve the purpose of making profitable investments using temporary cash positions and only consist of classical debt instruments of highly rated debtors (bonds, cash on deposit, ...)

Although the structure of the portfolio complies with the general, legal and statutory conditions and restrictions, this does not exclude the possibility of a risk concentration arising in certain smaller asset categories or economic and geographic sectors.

The volatility of the Net Asset Value may be high, as a result of the composition of the portfolio or of the techniques that may be used for fund management.

* Investment Policy Limits: the subfund aims at a balanced spread of its equity investments between the different economic regions and sectors, without however imposing any formal boundaries or limits (except for those required by law).

* Description of the general strategy used for hedging the exchange risk:

The subfund does not intend to hedge against exposure to exchange rate risks. This implies that, even if certain stock exchanges are performing well in their domestic currency, such advantage may be annihilated by a depreciation of the exchange rate of the country in question.

* Social, ethical and environmental aspects:

Pursuant to applicable law², the Sicav shall not undertake any financing of companies under Belgian or foreign law whose activity comprises the manufacturing, using, repairing, offering for sale, selling, distributing, import or export, storage or transportation of anti-personnel mines and/or submunition, and with a view to their further spreading or proliferation.

2.3. Risk Profile

The assessment of the risk profile associated with the UCI and/or the investor type profile is based on a recommendation of the Belgian Association of Asset Managers, which may be consulted online at <http://www.beama.be>.

- The value of a unit may increase or decrease, so an investor may receive less than his original investment.
- Summary of the pertinent and significant risks as evaluated by the subfund:

Market risk:

The portfolio is composed of global equity. The uncertainty inherent to such equity implies that their value may fluctuate strongly, depending on the (economic) expectations of the investors. The portfolio managers will limit this market risk by

hedging a substantial part of it, mainly with equity index futures. Still, fluctuations of more than 15 % on an annual basis remain possible. Market risk is *medium*.

Performance Risk:

The performance risk is connected with the market risk and is also *medium*.

Exchange Rate or Currency Risk:

A substantial part of the assets are denominated in foreign currency (principally USD and JPY), as a consequence of which their value in EUR may fluctuate depending on the exchange rates of the currencies concerned.

Capital Risk:

The subfund does not benefit from any capital guarantee nor any form of capital protection. This means that it is possible that the investor loses all or part of his capital.

Concentration Risk:

The stock markets are highly intercorrelated on a global scale, which may result in strong fluctuations of the value of the portfolio.

Operational Risk:

These are all the risks associated with the human and technical infrastructure at the sub-funds disposal. These risks are attenuated by the strong reliability of the IT systems used and an experienced, competent management team capable of replacing each other in all aspects of daily management.

2.4. Historical returns

The historical returns of the sub-fund are available in the latest annual report of the SICAV.

2.5. Risk Profile According to the Type of Investor:

The target group of Aphilion Q2 - "Balance" consists of both institutional and private investors with a rather dynamic risk profile, but for whom an equity market exposure of almost 100% results in too volatile returns.

An investment horizon of at least 5 years is recommended, as the chances for a negative return tend to increase in the case of investments over a shorter period.

3. Company Information:

3.1. Provisions and Costs:

Non-recurrent provisions and costs borne by the investor (expressed in the currency of the subfund or as a % calculated on the NAV per share)

	Entry Costs	Exit Costs	Change of subfund
Placing Commission	Max. 2,5 % (1)	-	The difference, if any, between the placing commission for the new subfund and that of the present subfund.
Tax on Financial Transactions	-	Capitalization shares 1,00% (maximum of 1500 EUR)	Cap. → Cap./Dis.: 1,00% (maximum of 1500 EUR)

- (3) To the benefit of the financial institution where the subscription is made. This trading commission fee is applicable to all distributors of the Fund. The provisions and costs listed in the above table are the maximum tariffs that may be charged. For the tariffs that are actually charged by the broker who carries out the subscription, refund or subfund change, please refer to the attached tariff list.

Recurrent provisions and costs borne by the subfund (expressed in the currency of the subfund or as a % calculated on the NAV of the assets)

Annual fee for the management of the investment portfolio - Fixed - Variable	1,5% (2)	Calculated on the basis of the average net assets and payable quarterly. Part of the management fee is used for the distribution of the shares of the Sicav.
Annual administration fee	0,065%	Calculated on the basis of the average net assets and payable monthly; minimum EUR 915.80 per month.
Annual fee for the financial agent	0,02%	Calculated on the basis of the average net assets and payable monthly; minimum EUR 130.83 per month.
Annual custodial fee	0,08%	Calculated on the basis of the average net assets and payable quarterly; minimum EUR 1500 per quarter.
Annual fee for the External Auditor	2159,85 EUR	
Annual remuneration of the independent directors	3600 EUR	

Annual remuneration of the general managers	Nihil	
Annual tax on the collective investment schemes, on the credit institutions and on the Insurance companies	0.0925% of the net outstanding amounts placed in Belgium as of December 31 of the preceding year.	
Other costs (estimate)	0,1%	Incorporation expenses, publishing expenses, ...

- (4) The management fee is set at a fixed percentage of 1.5% annually, calculated on the basis of the average net assets and payable at the end of each quarter. This is supplemented by a performance fee equal to : one fifth of the total proceeds of the fund MINUS the reference return (the so-called 'HURDLE RATE'), which is 4% annually. At the end of each financial year, this performance fee, if positive, is paid out to the portfolio-managers. The performance fee cannot be negative, but, as far as the actual charging of the fee is concerned, we always look at the total return of the fund since its launch date. This means that the performance fee will be charged only on condition that any negative past performances were completely compensated for, i.e. the so-called 'HIGH WATERMARK'-principle. Please refer to Appendix 2 attached to the present prospectus for a more elaborate calculated example.

3.2 Running costs of the portfolio

The running costs, calculated in accordance with EC Directive 583/2010, can be found in the Key Investor Information Document (KIID)

3.3 Portfolio Turnover Ratio

The Portfolio Turnover Ratio of the sub-fund can be found in the most recent annual report of the fund.

3.4 'Soft Commissions'

The management of the Sicav does not and will not receive any form of retrocessions or other remunerations/benefits ('soft commissions') from the parties with which they interact on behalf of the Sicav (stockbrokers, banks, etc.). Furthermore, as far as its structure is concerned, the Sicav is completely free to choose its counterparties and there are no other agreements or commercial relations that would impose any restriction as to its choice of counterparties.

3.5 'Fee-sharing Agreements'

Within the framework of the distribution contracts entered into by the Sicav, it is stipulated that part of the management fee shall belong to the fund distributors in proportion to the net capital that was contributed by them ('fee-sharing agreement'). The structure of these agreements is however such that no potential conflicts of interest are supposed to arise with regard to the Sicav.

4. Information regarding the Marketing of the Units

4.1. Types of units offered to the public:

Type	Munteenheid	ISIN Code	Vorm
Capitalisation	EUR	BE6270159799	registered or dematerialised

The Board of Directors has decided to appoint BNP Paribas Fortis - Fortis Bank N.V., Warandeborg, 3 - 1000 Brussels as the authorized account holder for the dematerialised securities, as meant in Article 475 Ter of the Company Code, as from 01/01/2008.

4.2. Currency used for the calculation of the net asset value: EUR

4.3. Voting right of the shareholders: one vote per share, rounded off downwards in the case of fractional shares.

4.4. Liquidation of the Subfund:

At any extraordinary general meeting of shareholders, the Board of Directors may propose to proceed to the liquidation of the subfund, pursuant to Articles 5 and 25 of the Articles. If the general meeting gives its consent, the liquidation will be executed by one or more liquidators, either physical or legal persons, appointed by the general meeting which will also determine their powers and remuneration. The proceeds of the liquidation for each subfund shall be distributed among the shareholders in proportion to their rights and as stipulated in the procedure.

4.5. Initial subscription period: from 1/09/2014 up to and including 24/09/2014

4.6. Initial subscription price: EUR 100. Minimum subscription amount: EUR 5000.

4.7. Calculation of the Net Asset Value:

The net asset value is calculated weekly on Thursday (D+1), on the basis of the closing rates of D, where 'D' stands for Wednesday (the final day of the order receiving period). If such Thursday falls on a Belgian non-business day, then the calculation will be made on the first following business day. If, however, more than 20% of the fair values is known at the time of closure of the reception of order requests, the fair market values for D and D+1 will be used.

Notwithstanding this, if more than 20% of the fair market value is known at the moment of closing of the reception of order requests as a result of a closure of the markets, then the calculation will be postponed and the order requests shall be gathered and included in the next evaluation.

4.8. The net asset value is published weekly in De Tijd, l'Echo and on www.aphilion.com

4.9. How to subscribe for units and how to redeem them; Rules for switching between subfunds:

* D = the closing date of the receipt period for order requests (every week on Wednesday at 16:00 hrs, or on the preceding day if said date falls on a non-business day in Belgium) and the date of the publicized net asset value.

The abovementioned closing time of the receipt period for order requests applies to the financial service and to the distributors who are listed in the prospectus. As for the other distributors, the investor will need to conduct personal inquiries with said distributors for more information regarding their closing time for receiving any order requests.

* D, before 16:00 hours = date of payment of the order requests. The subscription requests are carried out on the basis of the next net asset value following the request, on condition that the payment in EUR and the order request were received on Wednesday before 16:00 hours by the institution charged with the financial service. Requests for subscription, swap or purchasing are accepted at Fasten Belgium on every bank business day in Belgium.

* D + 1 = calculation date for the net asset value

* D + 3 bank business days = date of repayment of the order requests. The order requests for purchase or swap shall be carried out on the basis of the net asset value (calculated on day D+1) following reception of the request, on condition that said request is received on Wednesday before 16:00 hours by the institution charged with the financial service. The purchases shall be paid in currency on the second bank business day following the calculation of the net asset value.

The subscription price and the balance, if any, owed by the investor in the case of a swap must be paid to the bank account appearing on the subscription form. The purchase price and the balance, if any, owed by the investor must be paid by bank transfer to the account of the investor appearing on the repurchasing form or to another bank account as indicated by the investor.

4.10. Suspension of Repayment of Units:

Article 11 of the Articles of Association sets forth the conditions for the suspension of the calculation of the net asset value, as well as the issuance, repurchasing and swap of the shares.

APPENDIX I: CALCULATION OF THE OUTPERFORMANCE FEE FOR THE “EQUITIES” SUBFUND: NUMERICAL EXAMPLE

* interest rate of 10 year OLO (Belgian Govt. Bond): Period 0 : 4.50% * benchmarkreturn: Period 0 : = 4,50% + 3% = 7,50% annually = 0,1442% for each weekly NAV
 Period 9: 5.00% Period 9: = 5,00% + 3% = 8,00% annually = 0,1538% for each weekly NAV

* For each period 0 to 8 the performance fee is calculated as follows:

$$[(NAV_t/NAV_{t-1} - 1) - 7.5\%/52] \times 1/5 \times NAV_{t-1} \times \text{no. of shares } t-1$$

(From period 9 onwards the new benchmarkreturn of 8,00% is used)

* These weekly amounts are accumulated and taken into consideration when calculating the NAV (if positive).

Eventually this amount at the end of the fiscal year is paid to the managers of the fund, if positive.

PERIOD	NAV FUND	NUMBER OF SHARES	FUND RETURN	BENCHMARK RETURN	RELATIVE PERFORMANCE	PERFORMANCE FEE	CUMULATIVE PERF. FEE	BOOKED	PAYABLE
	A	B	C	D	=C-D	=A*B*(C-D)/5	F		
0	100	70,000.00							
1	102	75,000.00	2.00%	0.1442%	1.86%	25,980.77	25,980.77	25,980.77	
2	103	80,000.00	0.98%	0.1442%	0.84%	12,793.27	38,774.04	38,774.04	
3	101	82,000.00	-1.94%	0.1442%	-2.09%	-34,376.92	4,397.12	4,397.12	
4	99	84,000.00	-1.98%	0.1442%	-2.12%	-35,189.04	-30,791.92	0.00	
5	97	85,000.00	-2.02%	0.1442%	-2.16%	-35,998.85	-66,790.77	0.00	
6	98	86,000.00	1.03%	0.1442%	0.89%	14,621.63	-52,169.13	0.00	
7	101	88,000.00	3.06%	0.1442%	2.92%	49,168.85	-3,000.29	0.00	
FISCAL YEAR END	102	90,000.00	0.99%	0.1442%	0.85%	15,036.15	12,035.87	12,035.87	12,035.87
9	104	92,000.00	1.96%	0.1442%	1.82%	33,351.92	45,387.79	33,351.92	
10	105	94,000.00	0.96%	0.1442%	0.82%	15,640.00	61,027.79	48,991.92	
11	104	96,000.00	-0.95%	0.1442%	-1.10%	-21,647.12	39,380.67	27,344.81	
12	102	98,000.00	-1.92%	0.1538%	-2.08%	-41,472.00	-2,091.33	0.00	
13	102	100,000.00	0.00%	0.1538%	-0.15%	-3,075.69	-5,167.02	0.00	
14	101	102,000.00	-0.98%	0.1538%	-1.13%	-23,138.46	-28,305.48	0.00	
15	103	104,000.00	1.98%	0.1538%	1.83%	37,630.15	9,324.67	0.00	

APPENDIX 2: CALCULATION OF THE OUTPERFORMANCE FEE FOR THE "BALANCE" SUBFUND: NUMERICAL EXAMPLE

* The performance fee is 1/5 of the return exceeding 4% on an annual basis.

The "high-watermark" principle is applied: performance fee is only charged once past performance deficits have been eliminated

* In every weekly calculation period the performance fee is calculated as:

$$[(NAV_t/NAV_{t-1} - 1) - 4.0\%/52] \times 1/5 \times NAV_{t-1} \times \text{\#units } t-1$$

* These weekly calculations are accumulated and accrued in the NAV calculation if positive;

finally, the resulting figure at the end of the financial year will be paid out to the portfolio managers, if positive, and a new high-watermark will be set.

PERIOD	NAV SUBFUND	NUMBER OF UNITS	RETURN SUBFUND	RETURN BENCHMARK	RELATIVE PERFORMANCE	PERFORMANCE FEE	ACCUMULATED PERF. FEE	ACCRUED IN NAV	PAYABLE
	A	B	C	D	=C-D	=A*B*(C-D)/5	F		
0	100	70,000.00							
1	102	75,000.00	2.00%	0.0769%	1.92%	26,923.08	26,923.08	26,923.08	
2	103	80,000.00	0.98%	0.0769%	0.90%	13,823.08	40,746.15	40,746.15	
3	101	82,000.00	-1.94%	0.0769%	-2.02%	-33,267.69	7,478.46	7,478.46	
4	99	84,000.00	-1.98%	0.0769%	-2.06%	-34,074.15	-26,595.69	0.00	
5	97	85,000.00	-2.02%	0.0769%	-2.10%	-34,879.38	-61,475.08	0.00	
6	98	86,000.00	1.03%	0.0769%	0.95%	15,731.54	-45,743.54	0.00	
7	101	88,000.00	3.06%	0.0769%	2.98%	50,303.38	4,559.85	4,559.85	
FISCAL YEAR END	102	90,000.00	0.99%	0.0769%	0.91%	16,232.62	20,792.46	20,792.46	20,792.46
9	104	92,000.00	1.96%	0.0769%	1.88%	34,587.69	55,380.15	34,587.69	
10	105	94,000.00	0.96%	0.0769%	0.88%	16,928.00	72,308.15	51,515.69	
11	104	96,000.00	-0.95%	0.0769%	-1.03%	-20,318.46	51,989.69	31,197.23	
12	102	98,000.00	-1.92%	0.0769%	-2.00%	-39,936.00	12,053.69	0.00	
13	102	100,000.00	0.00%	0.0769%	-0.08%	-1,537.85	10,515.85	0.00	
14	101	102,000.00	-0.98%	0.0769%	-1.06%	-21,569.23	-11,053.38	0.00	
15	103	104,000.00	1.98%	0.0769%	1.90%	39,215.08	28,161.69	7,369.23	