

**Annual report including audited financial statements  
as at 31st December 2023**

# **WATERLOO SICAV**

Société d'Investissement à Capital Variable

R.C.S. Luxembourg B209184

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No subscription can be received on the basis of this financial report. Subscriptions are only valid if made on the basis of the current prospectus, the key information document ("KID"), supplemented by the latest annual report including audited financial statements and the most recent unaudited semi-annual report, if published thereafter.

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# WATERLOO SICAV

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# WATERLOO SICAV

## Organisation

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### Registered Office

16, Boulevard Royal  
L-2449 LUXEMBOURG  
(until 31st December 2023)

2, Rue d'Alsace  
L-1122 Luxembourg  
(since 1st January 2024)

### Board of Directors

#### Chairman

Oscar CASAS  
Manager  
FINANSWER LUXEMBOURG S.À R.L.  
23, rue Jean-Pierre Sauvage  
L-2514 LUXEMBOURG

#### Directors

Jérémie PULINX  
CCO  
WATERLOO ASSET MANAGEMENT S.A.  
2, Place de Paris  
L-2314 LUXEMBOURG

Aid NANIC  
CEO  
WATERLOO ASSET MANAGEMENT S.A.  
2, Place de Paris  
L-2314 LUXEMBOURG

### Management Company and Domiciliary Agent

BLI - BANQUE DE LUXEMBOURG INVESTMENTS  
Société Anonyme  
acting under the commercial name  
CONVENTUM THIRD PARTY SOLUTIONS  
16, Boulevard Royal  
L-2449 LUXEMBOURG  
(until 31st December 2023)

### Management Company

ALTUM MANAGEMENT COMPANY (LUXEMBOURG) S.A.  
(formerly LINK FUND SOLUTIONS (LUXEMBOURG) S.A.)  
19-21 Route d'Arlon  
L-8009 Strassen  
(since 1st January 2024)

### Domiciliary Agent

UI efa S.A.  
2, Rue d'Alsace  
L-1122 Luxembourg  
(since 1st January 2024)

## **WATERLOO SICAV**

### **Organisation (continued)**

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#### **Board of Directors of the Management Company (until 31st December 2023)**

##### **Chairman**

Nicolas BUCK  
Chief Executive Officer  
AVANTERRA  
Société Anonyme  
33-39, Rue du Puits Romain  
L-8070 BERTRANGE

##### **Directors**

Gary JANAWAY  
Chief Executive Officer  
UI efa S.A.  
Société Anonyme  
(Formerly EUROPEAN FUND ADMINISTRATION S.A.)  
2, Rue d'Alsace  
L-1122 LUXEMBOURG

Fanny NOSETTI - PERROT  
Chief Executive Officer  
BLI - BANQUE DE LUXEMBOURG INVESTMENTS  
Société Anonyme  
16, Boulevard Royal  
L-2449 LUXEMBOURG

Guy WAGNER  
Chief Investment Officer  
BLI - BANQUE DE LUXEMBOURG INVESTMENTS  
Société Anonyme  
16, Boulevard Royal  
L-2449 LUXEMBOURG

#### **Conducting Officers of the Management Company (until 31st December 2023)**

Fanny NOSETTI - PERROT  
Chief Executive Officer

Nico THILL  
Deputy Chief Executive Officer

Cédric LENOBLE  
Chief Operating and Chief Financial Officer

Guy WAGNER  
Chief Investment Officer

#### **Depositary and Primary Paying Agent**

BANQUE DE LUXEMBOURG  
Société Anonyme  
14, Boulevard Royal  
L-2449 LUXEMBOURG

## WATERLOO SICAV

### Organisation (continued)

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**Central Administration**

BANQUE DE LUXEMBOURG  
Société Anonyme  
14, Boulevard Royal  
L-2449 LUXEMBOURG  
(until 30th September 2023)

**Central Administration's Subcontractor**

UI efa S.A.  
Société Anonyme  
(Formerly EUROPEAN FUND ADMINISTRATION S.A.)  
2, Rue d'Alsace  
L-1122 LUXEMBOURG  
(until 30th September 2023)

**Central Administration**

UI efa S.A.  
Société Anonyme  
(Formerly EUROPEAN FUND ADMINISTRATION S.A.)  
2, Rue d'Alsace  
L-1122 LUXEMBOURG  
(since 1st October 2023)

**Investment Manager**

WATERLOO ASSET MANAGEMENT S.A.  
2, Place de Paris  
L-2314 LUXEMBOURG

**Cabinet de Révision agréé**

HACA Partners S.à r.l.  
6, Route d'Esch  
L-1470 LUXEMBOURG

# WATERLOO SICAV

## Report of the Board of Directors

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### 1st Quarter

#### Equities

There's no doubt about it: March 2023 will go down in the stock market annals. Three bankruptcies in less than a week: Silvergate Bank, Silicon Valley Bank and Signature Bank. The speed with which events have unfolded is impressive. These bankruptcies did not affect small local banks.

At the global level, Q1 continued the momentum of the last quarter of 2022: MSCI World index closed with another increase of 7.88%. The U.S. Federal Reserve has raised its key interest rate by 25 bps.

The turbulence in the banking sector in March should be taken seriously. However, they did not prevent US equities from rising. The flagship S&P 500 index closed the first quarter of the year up 7.50% in USD terms.

The rate cut, which resulted from the tensions in the banking market, was particularly beneficial for technology stocks. This can be explained by the significant fall in interest rates, particularly long-term rates, which is further affecting the valuation of companies whose profits are expected in the distant future.

This first quarter was primarily driven by US large caps. In times of high inflation, large companies can more easily put pressure on the price of their inputs. Their businesses are also more integrated and diversified, making them less vulnerable to the surge of a particular entrant.

The ECB has raised rates twice by 50 bps. This is the sixth-rate hike since March 2022 and the cumulative increase is 350 basis points. This is the biggest and fastest rate hike the ECB has had to deliver since it came into existence.

The end of the story for Credit Suisse, founded in 1856, did not weigh on the share price for long. The rapid takeover by UBS, orchestrated by the Swiss authorities, is a success in terms of financial stability. During this first quarter, the EURO STOXX 50 rose by 13.77% Japanese equities also rose well in the first quarter. The Topix Core 30 index was up 7.2% in JPY. International investors' attention has been focused on the Bank of Japan, which announced an adjustment to its yield curve control policy in mid-December.

The strongest quarterly rebound in Asia came from the Taiwan index (+12.24%), followed by the South Korean "Kospi 200" index (+10.63%). Taiwan and South Korea are finally benefiting from China's improved growth prospects and Xi Jinping's more supportive tone towards the business community.

#### Bonds

During Q1, fears of a banking crisis led to a notable sell-off into government bonds which serve as a safe haven in such circumstances. Despite the continued increase in key rates by Central Banks, bond prices have increased and led to a general decline in yields to maturity, regardless of maturities. The gains are particularly notable for maturities of 20 years and above.

The month of March was particularly instructive in the United States. The U.S. 10-year bond yield fell from 4.08% at the beginning of March to 3.48% at the end of the first quarter. Therefore the yield curve inversion fell from around 100 basis points to 58 basis points in less than 30 days.

In the Euro Zone, government bonds also benefited from the defensive decline but the movements in yields at maturity were less violent than in the United States. Germany's 10-year yield recorded a decrease from 2.57% to 2.34%. Overall, bond indices underperformed their American equivalents.

## **WATERLOO SICAV**

### **Report of the Board of Directors (continued)**

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Government bonds from emerging countries continue to benefit from the more moderate rise in rates in the United States. Emerging market public debt securities, issued in local currency, have held up better since the beginning of the year. This is linked to the relative weakness of the dollar during the quarter.

The depreciation of the US dollar continued, except against the yen and the Australian dollar. Considering a diversified basket of international currencies, the dollar is nevertheless stable (+0.25%)..

#### **2nd Quarter**

##### **Equities**

At the global level, Q2 continued the momentum of the previous two: MSCI World index closed with an increase of 7%, after those of 7.88% and 9.89% in the two previous quarters.

US stocks ended the quarter higher but most of the gains were made in June. The Federal Reserve raised interest rates by 25 basis points in May, being the 10th rate increase in last 15 months.

The flagship S&P 500 index closed Q2 with an increase of 8.74%, compared to 7.50% and 7.56% during the previous two quarters. Above all, it is the flagship index of technology stocks, the Nasdaq 100, which is impressive: it has posted a performance close to 40% since the beginning of the year. This is the best performance of all major stock indices in the United States.

Equities within the euro zone continued their progression started since the end of the third quarter of 2023 but this progression is running out of steam and is no longer as homogeneous. While it rebounded by 13.77% during the first quarter, the EURO STOXX50 only rose by 1.95%.

Japanese stocks rose the most in Asia during Q2 (+16.65%) in local currency. The yen nevertheless depreciated by around 6% against the euro. The Nikkei reached 33,700 yen in June, its highest level in 33 years.

Outside of Japan, the rebound of the "MSCI Asia Pacific" index did not continue. The Shanghai index closed down (-2.16%) but it was above all the Hong Kong Hang Seng index which fell (-7.27%). The economic rebound which followed the reopening of the country after the Covid-19 crisis is already running out of steam. Industrial production in China has started to slow due to sluggish consumer spending and weak export demand linked to rising interest rates in the United States and Europe.

##### **Bonds**

With the exception of Japan, all major central banks continued to raise interest rates during the quarter. The Federal Reserve was nevertheless the first to take a break in June, leaving rates between 5% and 5.25% after more than a year of consecutive increases.

The price of government bonds has started to fall again due to more persistent inflation than expected and a greater determination by central banks to fight inflation. The decline exceeds 3% on maturities of 10 years and over.

The yield required at maturity at 10 years in the USA rose from 3.47% to 3.81% and the two-year yield rose from 4.03% to 4.87%, reinforcing the inversion of the curve.

In the eurozone, the ECB continued to raise interest rates. Overall inflation has nevertheless fallen significantly from its peak. Germany's 10-year yield rose from 2.31% to 2.39%.

Government bonds from emerging countries continue to rise. Emerging market public debt securities, issued in local currency, have held up better since the start of the year. The relative weakness of the dollar is the cause: since the start of the year, it has been falling against the main currencies of emerging countries.



### 3rd Quarter

#### Equities

The quarter ended in a gloomy atmosphere due to a month of September which did not fail to live up to its reputation as the worst month of the year. While the MSCI World closed higher at the end of Q2, it recorded a negative performance of 3.36%.

US stocks are falling but most of the losses were made in September. At the start of the quarter, the stock market continued its upward momentum and expectations of an inflation peak reached in July pushed bond yields down. Not only did the level of inflation in August, higher than expected, sow doubt, but the firm tone adopted by the president of the FED during the meeting on September 20th, suggested that rates would be maintained at high levels for longer.

Above all, it is the Nasdaq 100, which continues to impress: it displays a performance close to 35% over 2023 and it once again held up very well during Q3. This is the best performance of all major stock indices.

It is therefore the very large capitalizations that are doing well. This can be seen by comparing the S&P 500 (+13.07%) to the S&P 600 made up of small market capitalizations (+0.81%). These "mega-corporations" are symbolized by the Magnificent Seven (Apple, Microsoft, Alphabet (Google), Amazon, Tesla, Meta (Facebook), and Nvidia).

The ECB continued its strategy of raising rates to combat inflation. It made two additional increases of 25 bps during Q3. Although the President of the ECB, Christine Lagarde, maintains a firm line, the favorable evolution of inflation could suggest a lull on the monetary front. Overall inflation on an annual basis decreased from 5.5% in June to 4.3% in September.

Growth in the euro zone remains very fragile. After going through a slight recession over the winter, with a drop in GDP of -0.1% in Q4 2022, the growth rate stagnated at 0.1% during the first two quarters of 2023. The data Forecasts also indicate a slowdown in the eurozone economy.

In yen, Japanese stocks held up well after a euphoric Q2. The Topix Core 30 index is stagnating (+0.59%), just like the yen which remained stable against the euro. It has nevertheless depreciated by around 12.5% against the euro since 2023.

The fall of the MSCI Asia Pacific index, which excludes Japan, continued (-4.26%). When we look in detail at the various Asian stock markets, China is once again the main culprit for this slowdown. The Shanghai index closed down (-2.86%) but it was once again the Hong Kong Hang Seng index which fell the most (-5.85%). The economic rebound which followed the reopening of the country after the Covid-19 crisis has run out of steam but it is above all the real estate sector which is particularly affected.

#### Bonds

The price of long-term government bonds in the United States has further declined. Even though the increase in key rates appears to be coming to an end, markets have mainly anticipated a prolonged period of high rates, which has been the main driver of the rise in yields to maturity (and therefore the fall in bond prices). obligations). Then comes Fitch's decision to downgrade the United States' AAA rating to AA+, while citing deterioration in governance.

The robustness of American growth was surprising and the scenario of a "soft landing" is now favored by the market. The required return at maturity 10 years in the United States rose from 3.84% to 4.46% and the two-year yield rose from 4.90% to 5.05%, slowing the inversion of the yield curve in the United States.

In the euro zone, the ECB carried out two additional increases of 25 basis points during the third quarter. Since July 2022, being the tenth rate increase and the cumulative increase reaches 450 basis points.

# **WATERLOO SICAV**

## **Report of the Board of Directors (continued)**

The overall yield nevertheless fell significantly compared to the peak reached: it went from 10.6% in October 2022 to 4.3% in September 2023. The yield at 10 years of Germany rose from 2.39% to 2.85%.

The bond market held up better in Europe than in the United States, particularly for long maturities.

### **4th Quarter**

#### **Equities**

During Q4, US stock markets were boosted by expectations of interest rate cuts. The annual inflation rate in the US slowed down to 3.1% in November.

S&P500 index is up 26.29% over the year 2023, after an increase of 11.69% during Q4. Above all, it is the Nasdaq 100, which broke all records: it posted a performance of 55.13% over 2023. The very large American capitalizations did well. We can see this by comparing the S&P 500 (+ 26.29%) to the S&P 600 composed of small market capitalizations (+ 16.05%). Significantly, Apple is now worth more than all the companies that make up the Russell 2000. This demonstrates the extent to which the weight of "mega-companies" in the United States is significant.

European stocks also rose during Q4, boosted by hopes of a lull in monetary tightening. The rise in the stock market nevertheless remains less significant than in the USA.

The ECB did not raise its rates during Q4. The rate of annual inflation in the euro zone nevertheless remains more difficult to curb than in the United States. It returned to 2.9% in December compared to more than 10% in November 2022.

The stock market in Europe grew by around 6% during Q4 and by 13% over 2023. Within the Eurozone, the Greek FTSE index leads the pack: it rose by 38.7 % in 2023. Greece continues to benefit from the renewed attractiveness of its economy in the eyes of international investors.

On a sectoral level in Europe, all sectors progressed during the last quarter of the year, except energy. The real estate sector grew significantly (+21.62%) given the prospect of lower financing costs. Stocks in the information technology sector, whose valuation depends on cash flows and profits further out in time, also benefited from this drop in interest rates (+16.86%).

In local currency, Japanese stocks continued to rise during the last quarter but disappointed compared to their American and European equivalents. The "Topix Core 30" index is up (+2.89%). However, remember that the yen depreciated by around 12.5% against the euro in 2023, which makes the annual performance of Japanese stocks much less interesting in the eyes of European investors.

The "MSCI Asia Pacific" index, which excludes Japan, rebounded during the last quarter (+ 7.48%) but its annual performance in dollars remain very disappointing. When we look in detail at the various Asian stock markets, China (and mainly the Hong Kong market) is the main culprit for this slowdown.

#### **Bonds**

During the last quarter, regardless of the maturity of more than one year, the prices of government bonds in the United States were on an upward trend. The increase in key rates is very likely over and the markets have anticipated a drop, undoubtedly too sharp, in rates in 2024, which was the main driver of the sudden drop in yields to maturity (and therefore of the rise bond prices). The price increase exceeds 11% for maturities of 20 years and over. Over the whole of 2023, it is nevertheless maturities between 1 and 7 years which have progressed the best (between 1.07% and 1.95%).

The bond market has progressed better in Europe than in the United States, particularly for long maturities. Over a 7-year maturity, the outperformance of Europe compared to the USA is around 2.70%

## **WATERLOO SICAV**

### **Report of the Board of Directors (continued)**

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Despite the slowdown in growth prospects, the easing of financial conditions makes the risk of a deep recession less significant in the eyes of investors and the corporate bond market has benefited greatly.

#### **Waterloo Global Balanced Selection ("WGBS")**

##### **Key management decisions**

###### **1st Quarter:**

During Q1, the Investment Manager let the underlying's managers do the work. It was only in mid-March, during the "mini banking crisis" that the Investment Manager slightly modified the asset allocation by selling part of the target funds most exposed to equities, namely R-co Valor (which also had a direct exposure to SV Bank) and The Blue Global Fund. About half of the positions of R-co Valor that were sold was later repurchased.

A new target fund was added to the portfolio, MainFirst - Global Equities Fund X (ISIN: LU1004824873), in the end of the first quarter. This is a flexible fund that can range from 0 to 100% in stocks, with a focus on growth companies. The aim was to get more exposure to the rise in the markets in the event of a positive announcement regarding inflation.

###### **2nd Quarter:**

Only three transactions occurred in WGBS during this quarter. In accordance with the philosophy of multi-conviction, the Investment Manager let each underlying asset manager work according to its own philosophy.

Few profits were gained on the sale of a part of the positions held in the following three target funds: Acatis Value Event Fonds, Sparinvest SICAV - Procedeo EUR I and Unirak.

###### **3rd Quarter:**

End of July, and given the nervousness of the markets, and the lack of clear catalysts that could still push the markets a little higher, the Investment Manager sold some of the target funds heavily weighted in equities, meaning: R-co Valor, Flossbach von Storch - Multiple Opportunities II IT and The Blue Global Fund. The goal was to reduce portfolio risk and have ammunition to be able to buy back in the event of slight market corrections. Later, in beginning of October and for the same reason, positions held in Varenne Global were sold by the Investment Manager.

In mid-July, with a EUR/USD exchange rate of about 1.12, the remaining hedged USD positions were sold.

###### **4th Quarter:**

Few transactions occurred in WGBS during this quarter. The Investment Manager slightly reduced the weight of following target funds because of management seeming a little too defensive: BL Global Flexible EUR, BlackRock Global Funds - ESG Multi Asset ESG Multi-Asset Fund and Flossbach von Storch - Multiple Opportunities II IT.

The US Dollar appreciated significantly during Q3, especially from 14th July to end of the quarter as of 29th September (+6.2%). Based on this, the Investment Manager decided to hedge 15% of the US positions held in the USA.

# WATERLOO SICAV

## Report of the Board of Directors (continued)

### SFDR classification:

As stated in the latest version of the prospectus, WGBS is classified under Article 6 of the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector ("SFDR") and does not promote environmental and/or social characteristics nor has sustainable investments as its objective.

Chart showing performance of the share class R-EUR of WGBS against its Morningstar category since 1st January 2023:

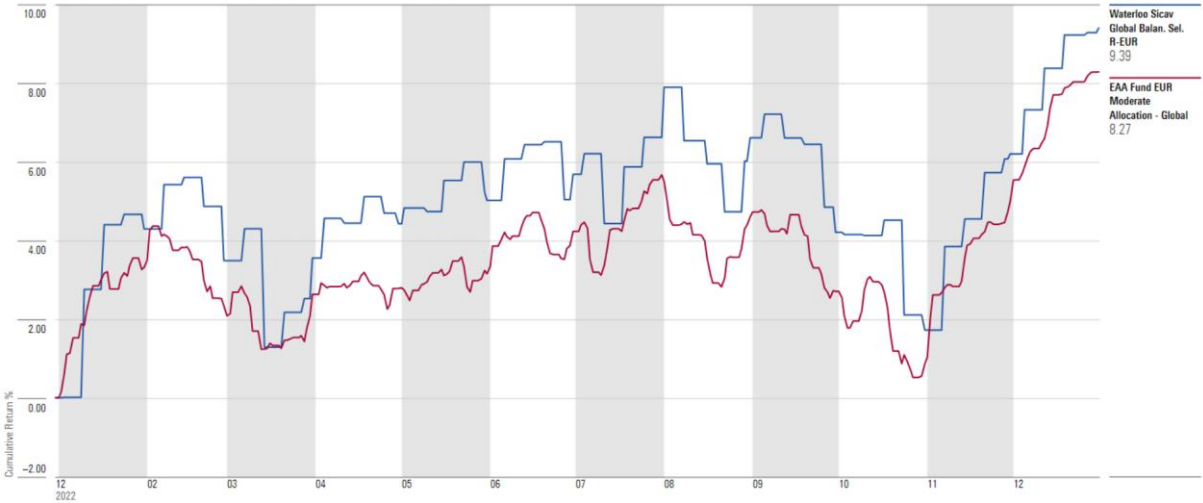
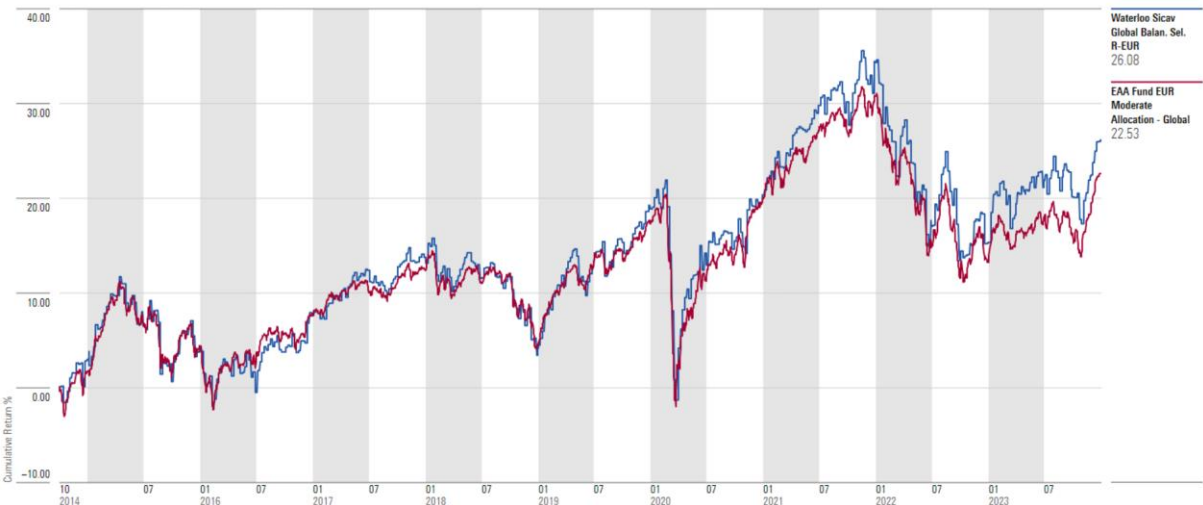


Chart showing the performance of the share class R-EUR of WGBS against its Morningstar category since 30th September 2014 (incorporation date) :



### Waterloo Global Flexible ("WGF")

#### 1st Quarter:

WGF started the year with a direct exposure to equities amounting to about 72.5%, quickly increased to about 75% end of January and, then, 79%, mainly through purchases of growth stocks (Alibaba, Apple, Microsoft, Sonova, Tesla).

## **WATERLOO SICAV**

### **Report of the Board of Directors (continued)**

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When the banking crisis occurred, the Investment Manager directly sold around 10% of shares, notably by liquidating a large part of positions in banking securities, in order to avoid any risk of contagion. Then, the Investment Manager reinvested part of the cash via:

- BNP Paribas

After reducing our position in American banks, the Investment Manager decided to select a European bank. BNP Paribas seems to be the most solid and best valued of the European banks.

- Moderna

The Investment Manager added Moderna to the Biotech part because the RNA technology it has developed, associated with its production capacities as well as the cash accumulated during the Covid-19 period should allow it to accelerate the rapid advancement of its pipeline. In addition, the decline of its share price of about 16% since the start of 2023 made it attractive again.

Given the rise in rates, the Investment Manager found an alternative to cash by creating a pocket of "non-investment grade" medium-term bonds, through so-called maturity funds. These are funds with a maturity date (like an individual bond) but allowing to benefit from the credit analyst of these managers.

#### **2nd Quarter:**

The quarter began with a weighting of around 71% of shares, consequence of the banking crisis. Quite quickly, the Investment Manager increased the weight to 76%, serenity seeming to have returned to the markets. This was done mainly in May via growth stocks (Alphabet, Alibaba, Tesla, Nvidia, ASML) as well as by reconstituting part of US banking position (Citigroup and JPMorgan Chase Co).

Around mid-June, the Investment Manager arbitrated Roche Holding for the benefit of Novo Nordisk. Roche seemed to us to be a stock that was too defensive and too diversified, probably a little too focused on its leading positions for several of its molecules. Novo Nordisk is the world leader in the treatment of diabetes with a market share of more than 30% in a market of more than 50 billion USD (constantly growing)

#### **3rd Quarter:**

Four arbitrages occurred in the portfolio during September. Indeed, the Investment Manager sold Waste Management, Recruit Holding, Hong Kong Exchanges and Clearing Limited and Total, and replaced them respectively by Relx, Automatic Data Processing, UBS and Shell.

In mid-July, with a EUR/USD exchange rate of about 1.12, the remaining hedged USD positions were sold.

#### **4th Quarter:**

The quarter started with a weighting of around 70% of shares, then decreased to 68% during October before increasing to 76% in the first days of November.

This rise was mainly due to a rise in the weight of the so-called "Magnificent Seven" stocks (Amazon, Alphabet, Apple, Meta, Nvidia, etc.), but also some banks.

No arbitrages recorded during the quarter.

# WATERLOO SICAV

## Report of the Board of Directors (continued)

As the US Dollar appreciated significantly from mid-July to end of September, the Investment Manager decided to hedge 15% of the US positions held in the USA.

### SFDR classification:

As stated in the latest version of the prospectus, WGF is classified under Article 6 of the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (“SFDR”) and does not promote environmental and/or social characteristics nor has sustainable investments as its objective.

Chart showing performance of the share class R-EUR of WGF against its Morningstar category since 1st January 2023:

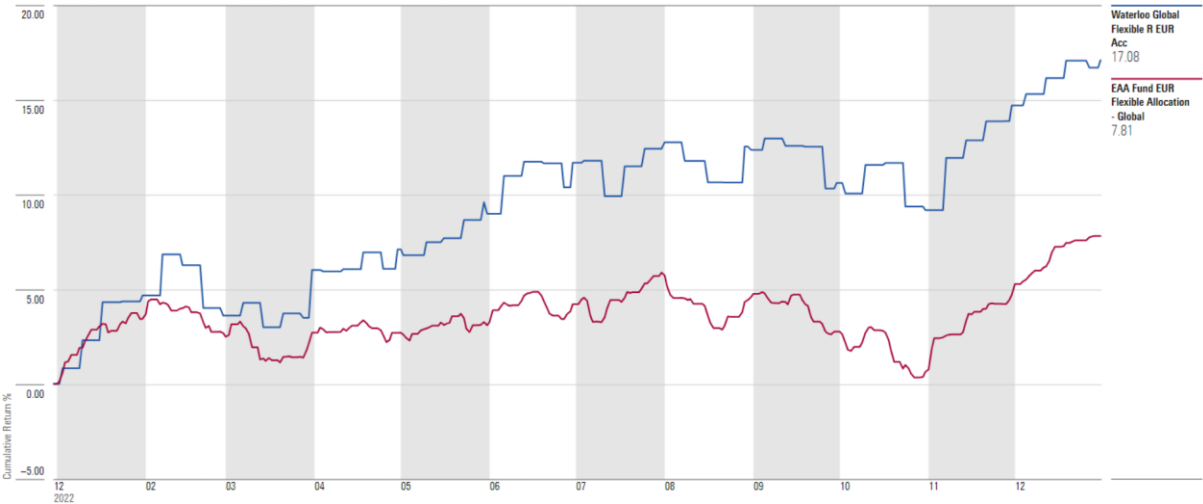


Chart showing performance of the share class R-EUR of WGF against its Morningstar category since 24th October 2016 (incorporation date) :



Luxembourg, 3rd April 2024

The Board of Directors

Note: The information in this report represents historical data and is not an indication of future results.



# HACA PARTNERS

Audit & Governance

To the Shareholders of  
**WATERLOO SICAV**  
R.C.S. Luxembourg B209184  
2, rue d'Alsace  
L- 1122 Luxembourg

## REPORT OF THE REVISEUR D'ENTREPRISES AGRÉÉ

### *Opinion*

We have audited the accompanying financial statements of WATERLOO SICAV and each of its sub-funds (“**the Fund**”) which comprise:

- the statements of net assets as of 31 December 2023;
- the statements of operations and other changes in net assets for the year then ended;
- the statements of investments and other net assets as of 31 December 2023; and
- the notes to the financial statements, which include a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Fund as of 31 December 2023, and of the results of its operations and changes in its net assets for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

### *Basis for opinion*

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (“**Law of 23 July 2016**”) and with International Standards on Auditing (“**ISAs**”) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (“**CSSF**”). Our responsibilities under those Law and standards are further described in the “Responsibilities of the “*Réviseur d’entreprises agréé*” for the audit of the financial statements” section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Fund in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (“**IESBA Code**”) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements. We have fulfilled our other ethical responsibilities under those ethical requirements.

### *Other information*

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Grand Duchy of Luxembourg — Tel: +352 28 99 20 03  
RCS Luxembourg B 204968  
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## HACA PARTNERS

Audit & Governance

The Board of Directors of the Fund is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our report of “*Réviseur d’Entreprises Agréé*” thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of the Board of Directors of the Fund and those charged with governance for the financial statements***

The Board of Directors of the Fund is responsible for the preparation and fair presentation of the financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors of the Fund determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors of the Fund is responsible for assessing the Fund’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors of the Fund either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund’s financial reporting process.

### ***Responsibilities of the “Réviseur d’entreprises agréé” for the financial statements***

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of “*Réviseur d’Entreprises Agréé*” that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from



error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors of the Fund;
- conclude on the appropriateness of the Board of Directors of the Fund's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Fund to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Luxembourg, 3rd April 2024

**HACA Partners S.à r.l.**,  
Cabinet de révision agréé

DocuSigned by:  
  
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Cyril Cayez  
Réviseur d'entreprises agréé

## WATERLOO SICAV

### Combined statement of net assets (in EUR) as at 31st December 2023

#### Assets

Securities portfolio at market value	97,118,141.63
Cash at banks	3,693,741.15
Income receivable on portfolio	14,653.33
Bank interest receivable	819.63
Receivable on issues of shares	72,575.22
Unrealised gain on forward foreign exchange contracts	152,899.36
Prepaid expenses	5,185.82
Total assets	<u>101,058,016.14</u>

#### Liabilities

Expenses payable	<u>460,350.39</u>
Total liabilities	<u>460,350.39</u>
Net assets at the end of the year	<u><u>100,597,665.75</u></u>

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV

### Combined statement of operations and other changes in net assets (in EUR) from 1st January 2023 to 31st December 2023

<b>Income</b>	
Dividends, net	672,884.08
Bank interest	178,964.74
Other commissions received	18,340.64
Total income	870,189.46
<b>Expenses</b>	
Management fees	1,281,431.25
Performance fees	295,388.19
Depositary fees	68,444.51
Banking charges and other fees	6,525.19
Transaction fees	47,717.85
Central administration costs	76,220.41
Professional fees	26,940.48
Other administration costs	88,974.02
Subscription duty ("taxe d'abonnement")	32,362.54
Bank interest paid	10,314.30
Other expenses	19,582.19
Total expenses	1,953,900.93
Net investment loss	-1,083,711.47
<b>Net realised gain/(loss)</b>	
- on securities portfolio	2,022,940.10
- on forward foreign exchange contracts	575,003.05
- on foreign exchange	39,629.93
Realised result	1,553,861.61
<b>Net variation of the unrealised gain/(loss)</b>	
- on securities portfolio	9,689,158.34
- on forward foreign exchange contracts	-319,911.49
Result of operations	10,923,108.46
Subscriptions	23,865,559.65
Redemptions	-13,143,895.29
Total changes in net assets	21,644,772.82
Total net assets at the beginning of the year	78,952,892.93
Total net assets at the end of the year	100,597,665.75

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Flexible

### Statement of net assets (in EUR) as at 31st December 2023

#### Assets

Securities portfolio at market value	60,513,755.12
Cash at banks	3,458,704.96
Income receivable on portfolio	14,653.33
Bank interest receivable	767.13
Receivable on issues of shares	59,999.91
Unrealised gain on forward foreign exchange contracts	99,786.95
Prepaid expenses	3,255.40
Total assets	<u>64,150,922.80</u>

#### Liabilities

Expenses payable	<u>403,788.32</u>
Total liabilities	<u>403,788.32</u>
Net assets at the end of the year	<u><u>63,747,134.48</u></u>

#### Breakdown of net assets per share class

Share class	Number of shares	Currency of share class	NAV per share in currency of share class	Net assets per share class (in EUR)
R - EUR	157,133.902	EUR	140.632	22,098,054.73
R - D - EUR	336,113.622	EUR	123.914	41,649,079.75
				<u><u>63,747,134.48</u></u>

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Flexible

### Statement of operations and other changes in net assets (in EUR) from 1st January 2023 to 31st December 2023

<b>Income</b>	
Dividends, net	573,028.25
Bank interest	156,382.12
Other commissions received	4,632.17
Total income	734,042.54
<b>Expenses</b>	
Management fees	751,988.04
Performance fees	295,388.19
Depositary fees	35,326.91
Banking charges and other fees	5,092.19
Transaction fees	42,697.19
Central administration costs	38,326.73
Professional fees	14,537.50
Other administration costs	45,288.14
Subscription duty ("taxe d'abonnement")	25,450.13
Bank interest paid	96.37
Other expenses	9,786.26
Total expenses	1,263,977.65
Net investment loss	-529,935.11
<b>Net realised gain/(loss)</b>	
- on securities portfolio	419,852.56
- on forward foreign exchange contracts	558,082.49
- on foreign exchange	-10,494.58
Realised result	437,505.36
<b>Net variation of the unrealised gain/(loss)</b>	
- on securities portfolio	7,206,624.86
- on forward foreign exchange contracts	-322,850.35
Result of operations	7,321,279.87
Subscriptions	23,170,371.01
Redemptions	-3,269,273.39
Total changes in net assets	27,222,377.49
Total net assets at the beginning of the year	36,524,756.99
Total net assets at the end of the year	63,747,134.48

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Flexible

### Statistical information (in EUR)

as at 31st December 2023

<b>Total net assets</b>	<b>Currency</b>	<b>31.12.2021</b>	<b>31.12.2022</b>	<b>31.12.2023</b>
	EUR	29,558,790.80	36,524,756.99	63,747,134.48

<b>Net asset value per share class</b>	<b>Currency</b>	<b>31.12.2021</b>	<b>31.12.2022</b>	<b>31.12.2023</b>
R - EUR	EUR	134.452	120.115	140.632
R - D - EUR	EUR	118.473	105.837	123.914

<b>Number of shares</b>	<b>outstanding at the beginning of the year</b>	<b>issued</b>	<b>redeemed</b>	<b>outstanding at the end of the year</b>
R - EUR	126,877.034	43,485.535	-13,228.667	157,133.902
R - D - EUR	201,109.317	147,974.441	-12,970.136	336,113.622

## WATERLOO SICAV - Global Flexible

### Statement of investments and other net assets (in EUR) as at 31st December 2023

Currency	Number/ nominal value	Description	Cost	Market value	% of total net assets *
<b><u>Investments in securities</u></b>					
<b><u>Transferable securities admitted to an official stock exchange listing</u></b>					
<b>Shares</b>					
AUD	27,970	BHP Group Ltd	722,837.50	870,961.90	1.37
AUD	6,355	Commonwealth Bank of Australia	400,029.62	438,881.58	0.69
			<u>1,122,867.12</u>	<u>1,309,843.48</u>	<u>2.06</u>
CHF	9,356	Nestlé SA Reg	931,266.93	981,346.69	1.54
CHF	3,890	Sonova Holding AG	1,136,467.98	1,148,198.04	1.80
CHF	57,000	UBS Group Inc	1,344,258.58	1,600,289.13	2.51
			<u>3,411,993.49</u>	<u>3,729,833.86</u>	<u>5.85</u>
DKK	22,900	Novo Nordisk AS B	1,713,987.95	2,144,574.72	3.36
			<u>1,713,987.95</u>	<u>2,144,574.72</u>	<u>3.36</u>
EUR	1,988	Air Liquide SA	165,929.15	350,126.56	0.55
EUR	2,715	Allianz SE Reg	545,389.90	656,894.25	1.03
EUR	2,220	ASML Holding NV	1,365,771.90	1,513,374.00	2.37
EUR	6,000	BNP Paribas SA A	333,222.68	375,540.00	0.59
EUR	8,310	Deutsche Post AG Reg	395,177.32	372,745.05	0.58
EUR	15,650	Deutsche Telekom AG Reg	285,049.20	340,387.50	0.53
EUR	8,609	Iberdrola SA	93,324.70	102,188.83	0.16
EUR	15,480	Koninklijke Ahold Delhaize NV	412,618.49	402,712.20	0.63
EUR	1,200	L'Oréal SA	359,768.45	540,780.00	0.85
EUR	2,130	Linde Plc	610,359.88	785,118.00	1.23
EUR	1,147	LVMH Moët Hennessy L Vuit SE	708,859.39	841,439.20	1.32
EUR	40,453	Prosus NV N Reg	1,242,958.80	1,091,624.21	1.71
EUR	14,540	SAP SE	1,656,363.98	2,028,039.20	3.18
EUR	32,500	Shell Plc	978,209.03	968,500.00	1.52
EUR	10,650	Siemens AG Reg	1,377,992.54	1,809,648.00	2.84
EUR	500	Teleperformance SE	109,925.00	66,025.00	0.10
EUR	3,605	Unilever Plc Reg	156,552.67	158,097.28	0.25
EUR	19,255	Vonovia SE	693,799.00	549,537.70	0.86
			<u>11,491,272.08</u>	<u>12,952,776.98</u>	<u>20.30</u>
GBP	17,270	Compass Group Plc Reg	342,566.26	427,805.99	0.67
GBP	10,900	Relx Plc	346,112.89	391,301.66	0.61
			<u>688,679.15</u>	<u>819,107.65</u>	<u>1.28</u>
HKD	107,200	AIA Group Ltd	992,222.78	845,798.95	1.33
HKD	30,000	Alibaba Group Holding Ltd Reg	343,960.68	262,958.54	0.41
			<u>1,336,183.46</u>	<u>1,108,757.49</u>	<u>1.74</u>
JPY	4,600	Keyence Corp	1,814,205.44	1,834,197.99	2.88
JPY	16,000	Nintendo Co Ltd	713,263.41	755,780.57	1.19
JPY	36,000	Toyota Motor Corp	532,018.38	598,608.71	0.94
			<u>3,059,487.23</u>	<u>3,188,587.27</u>	<u>5.01</u>
USD	10,100	Alphabet Inc C	1,100,807.31	1,288,663.26	2.02
USD	7,950	Amazon.com Inc	950,412.58	1,093,588.34	1.72
USD	10,220	Apple Inc Reg	1,485,246.69	1,781,410.17	2.79
USD	1,500	Automatic Data Processing Inc	344,597.52	316,377.71	0.50

\* Minor differences may arise due to rounding in the calculation of percentages.

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Flexible

### Statement of investments and other net assets (in EUR) (continued) as at 31st December 2023

Currency	Number/ nominal value	Description	Cost	Market value	% of total net assets *
USD	4,295	Berkshire Hathaway Inc	1,228,824.65	1,386,858.63	2.18
USD	16,200	Citigroup Inc	688,993.09	754,450.23	1.18
USD	750	Costco Wholesale Corp	351,292.03	448,200.62	0.70
USD	9,250	Exxon Mobil Corp	622,205.26	837,277.62	1.31
USD	9,060	Honeywell Intl Inc	1,610,176.50	1,720,132.72	2.70
USD	6,541	Johnson & Johnson	935,442.72	928,193.69	1.46
USD	7,020	JPMorgan Chase & Co	899,410.11	1,081,075.55	1.70
USD	37,496	Kenvue Inc	704,336.74	730,875.81	1.15
USD	1,880	Mc Donald's Corp	430,308.46	504,675.03	0.79
USD	3,735	Meta Platforms Inc A	1,025,008.26	1,196,904.26	1.88
USD	7,260	Microsoft Corp	1,818,352.31	2,471,640.40	3.88
USD	3,900	Moderna Inc Reg	490,765.40	351,143.00	0.55
USD	4,720	NextEra Energy Inc	339,179.27	259,556.20	0.41
USD	1,790	Nike Inc B	215,394.04	175,945.23	0.28
USD	3,810	NVIDIA Corp	929,158.93	1,708,196.28	2.68
USD	6,300	Pepsico Inc	981,445.60	968,713.05	1.52
USD	1,160	Procter & Gamble Co	147,241.73	153,896.52	0.24
USD	3,095	Tesla Inc	529,078.86	696,252.41	1.09
USD	2,150	Union Pacific Corp	421,028.91	478,097.87	0.75
USD	2,125	United Health Group Inc	839,842.93	1,012,854.78	1.59
USD	10,260	Verizon Communications Inc	416,633.76	350,189.67	0.55
			<u>19,505,183.66</u>	<u>22,695,169.05</u>	<u>35.62</u>
<b>Total Shares</b>			<b>42,329,654.14</b>	<b>47,948,650.50</b>	<b>75.22</b>
<b>Closed-ended investment funds</b>					
USD	3,500	ProLogis Inc	422,614.13	422,389.21	0.66
			<u>422,614.13</u>	<u>422,389.21</u>	<u>0.66</u>
<b>Total Closed-ended investment funds</b>			<b>422,614.13</b>	<b>422,389.21</b>	<b>0.66</b>
Total Investments in securities			<u>42,752,268.27</u>	<u>48,371,039.71</u>	<u>75.88</u>
<b><u>Investments in open-ended investment funds</u></b>					
<b>Investment funds (UCITS)</b>					
EUR	7,497.5782	Diversified Bond Opp 2025 I1 Cap	749,930.00	793,693.63	1.25
EUR	5,000	Keren 2029 I Cap	520,300.00	520,350.00	0.82
EUR	9,050	Keren Recovery 2027 I Cap	1,000,466.00	1,055,592.00	1.66
EUR	9,999.65	M&G (Lux) Investment Funds 1 Fixed Maturity Bond 2 WI Cap	999,965.00	1,010,713.62	1.59
EUR	1,380	Ostrum SRI Cred Ultra Short Plus SI Cap	2,146,816.14	2,245,743.00	3.52
EUR	5,015.7002	R-Co 2 SICAV Target 2027 HY P EUR	499,965.00	530,159.51	0.83
EUR	14,372.6698	R-Co 2 SICAV Target 2028 IG Cap	1,507,870.00	1,581,712.31	2.48
EUR	6,609.2513	R-co Thematic Target 2026 HY SICAV C EUR Cap	755,913.00	815,978.17	1.28
EUR	9,064.4059	R-co Valor Bond Opportunities C EUR Cap	997,775.69	1,005,151.97	1.58
			<u>9,179,000.83</u>	<u>9,559,094.21</u>	<u>15.01</u>
USD	8,000	Franklin Templeton GI Fds Plc Brandywine GI Inc Opt X Cap	739,426.61	711,819.29	1.12
USD	9,200	Solitaire Fd Global Bond I Cap	1,108,560.09	1,147,011.91	1.80
			<u>1,847,986.70</u>	<u>1,858,831.20</u>	<u>2.92</u>

\* Minor differences may arise due to rounding in the calculation of percentages.

The accompanying notes are an integral part of these financial statements.



## WATERLOO SICAV - Global Flexible

### Statement of investments and other net assets (in EUR) (continued) as at 31st December 2023

Currency	Number/ nominal value	Description	Cost	Market value	% of total net assets *
<b>Total Investment funds (UCITS)</b>			<u>11,026,987.53</u>	<u>11,417,925.41</u>	<u>17.93</u>
<b>Tracker funds (UCITS)</b>					
EUR	11,000	iSharesDJGIT 50 UCITS ETF(DE) Dist	683,868.00	724,790.00	1.14
			<u>683,868.00</u>	<u>724,790.00</u>	<u>1.14</u>
<b>Total Tracker funds (UCITS)</b>			<u>683,868.00</u>	<u>724,790.00</u>	<u>1.14</u>
Total Investments in open-ended investment funds			<u>11,710,855.53</u>	<u>12,142,715.41</u>	<u>19.07</u>
Portfolio of investment			54,463,123.80	60,513,755.12	94.95
Cash at banks				3,458,704.96	5.43
Other net assets/(liabilities)				-225,325.60	-0.38
Total				<u><u>63,747,134.48</u></u>	<u><u>100.00</u></u>

\* Minor differences may arise due to rounding in the calculation of percentages.

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Flexible

### Industrial and geographical classification of investments as at 31st December 2023

#### Industrial classification

(in percentage of net assets)

Investment funds	19.07 %
Technologies	18.63 %
Cyclical consumer goods	11.49 %
Non-cyclical consumer goods	11.06 %
Financials	9.69 %
Healthcare	8.76 %
Industrials	7.76 %
Raw materials	3.15 %
Energy	2.83 %
Telecommunications services	1.08 %
Real estate	0.86 %
Utilities	0.57 %
Total	<u>94.95 %</u>

#### Geographical classification

(by domicile of the issuer)

(in percentage of net assets)

United States of America	36.28 %
France	16.83 %
Germany	10.16 %
Switzerland	5.85 %
Japan	5.01 %
The Netherlands	4.71 %
Denmark	3.36 %
United Kingdom	3.05 %
Ireland	2.35 %
Australia	2.06 %
Liechtenstein	1.80 %
Luxembourg	1.59 %
Hong Kong	1.33 %
Cayman Islands	0.41 %
Spain	0.16 %
Total	<u>94.95 %</u>

## WATERLOO SICAV - Global Balanced Selection

### Statement of net assets (in EUR) as at 31st December 2023

#### Assets

Securities portfolio at market value	36,604,386.51
Cash at banks	235,036.19
Bank interest receivable	52.50
Receivable on issues of shares	12,575.31
Unrealised gain on forward foreign exchange contracts	53,112.41
Prepaid expenses	1,930.42
Total assets	<u>36,907,093.34</u>

#### Liabilities

Expenses payable	<u>56,562.07</u>
Total liabilities	<u>56,562.07</u>
Net assets at the end of the year	<u><u>36,850,531.27</u></u>

#### Breakdown of net assets per share class

Share class	Number of shares	Currency of share class	NAV per share in currency of share class	Net assets per share class (in EUR)
R - EUR	182,986.085	EUR	126.079	23,070,613.16
R - D - EUR	114,127.274	EUR	104.190	11,890,929.70
I - EUR	14,670.260	EUR	128.763	1,888,988.41
				<u><u>36,850,531.27</u></u>

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Balanced Selection

### Statement of operations and other changes in net assets (in EUR) from 1st January 2023 to 31st December 2023

<b>Income</b>	
Dividends, net	99,855.83
Bank interest	22,582.62
Other commissions received	13,708.47
Total income	136,146.92
<b>Expenses</b>	
Management fees	529,443.21
Depositary fees	33,117.60
Banking charges and other fees	1,433.00
Transaction fees	5,020.66
Central administration costs	37,893.68
Professional fees	12,402.98
Other administration costs	43,685.88
Subscription duty ("taxe d'abonnement")	6,912.41
Bank interest paid	10,217.93
Other expenses	9,795.93
Total expenses	689,923.28
Net investment loss	-553,776.36
<b>Net realised gain/(loss)</b>	
- on securities portfolio	1,603,087.54
- on forward foreign exchange contracts	16,920.56
- on foreign exchange	50,124.51
Realised result	1,116,356.25
<b>Net variation of the unrealised gain/(loss)</b>	
- on securities portfolio	2,482,533.48
- on forward foreign exchange contracts	2,938.86
Result of operations	3,601,828.59
Subscriptions	695,188.64
Redemptions	-9,874,621.90
Total changes in net assets	-5,577,604.67
Total net assets at the beginning of the year	42,428,135.94
Total net assets at the end of the year	36,850,531.27

The accompanying notes are an integral part of these financial statements.

## WATERLOO SICAV - Global Balanced Selection

### Statistical information (in EUR)

as at 31st December 2023

<b>Total net assets</b>	<b>Currency</b>	<b>31.12.2021</b>	<b>31.12.2022</b>	<b>31.12.2023</b>
	EUR	53,001,564.87	42,428,135.94	36,850,531.27

<b>Net asset value per share class</b>	<b>Currency</b>	<b>31.12.2021</b>	<b>31.12.2022</b>	<b>31.12.2023</b>
R - EUR	EUR	134.247	115.256	126.079
R - D - EUR	EUR	111.868	95.247	104.190
I - EUR	EUR	135.974	117.224	128.763

<b>Number of shares</b>	<b>outstanding at the beginning of the year</b>	<b>issued</b>	<b>redeemed</b>	<b>outstanding at the end of the year</b>
R - EUR	252,097.679	2,513.296	-71,624.890	182,986.085
R - D - EUR	115,300.449	3,722.773	-4,895.948	114,127.274
I - EUR	20,391.409	162.778	-5,883.927	14,670.260

## WATERLOO SICAV - Global Balanced Selection

### Statement of investments and other net assets (in EUR) as at 31st December 2023

Currency	Number/ nominal value	Description	Cost	Market value	% of total net assets *
<b><u>Investments in open-ended investment funds</u></b>					
<b>Investment funds (UCITS)</b>					
EUR	166.46	Acatis Value Event Fds B Dist	2,540,643.28	4,072,403.95	11.05
EUR	1,115.077	Allianz European Pension Inv Strateg 50 NT EUR Cap	1,894,596.56	2,539,632.47	6.89
EUR	537.454	BL Global 75 BI Cap	508,626.23	588,103.66	1.60
EUR	616.616	BL Global Flexible EUR BI Cap	654,507.29	656,350.74	1.78
EUR	72,902.46	BlackRock Global Fds ESG Multi-Asset D2 Cap	1,443,819.55	1,482,107.01	4.02
EUR	13,663.141	Blue Fd SICAV (The) Global C Cap	2,566,375.27	3,616,223.53	9.81
EUR	50,000	Capital Intl Fd Gr GI Allocation (LUX) Z Cap	1,002,500.00	1,001,500.00	2.72
EUR	166,707.899	Comgest Growth Plc Global Flex I Cap	2,142,196.50	2,478,946.46	6.73
EUR	19,988.792	Flossbach von Storch Multiple Opportunities II IT Cap	2,431,200.55	3,517,427.73	9.55
EUR	4,206.867	JPMorgan Inv Fds Global Macro Opp C EUR Cap	758,034.84	698,844.75	1.90
EUR	3,500	MainFirst Global Equities Fd X Dist	440,055.00	483,525.00	1.31
EUR	47,580	Oddo BHF Exklusiv Polaris Balanced Uts DNWEUR Dist	2,527,449.60	2,795,800.80	7.59
EUR	2,040.5688	R-co Valor P EUR Cap	2,970,365.12	4,255,932.72	11.55
EUR	9,421.6591	Sparinvest Procedo EUR I Cap	1,779,989.85	2,499,754.59	6.78
EUR	20,095.879	UniRak Dist	2,255,877.45	2,855,021.53	7.75
EUR	21,367.459	Varenne UCITS Global PCap	3,190,569.55	3,062,811.57	8.31
			<u>29,106,806.64</u>	<u>36,604,386.51</u>	<u>99.34</u>
<b>Total Investment funds (UCITS)</b>			<u>29,106,806.64</u>	<u>36,604,386.51</u>	<u>99.34</u>
Total Investments in open-ended investment funds			<u>29,106,806.64</u>	<u>36,604,386.51</u>	<u>99.34</u>
Portfolio of investment			29,106,806.64	36,604,386.51	99.34
Cash at banks				235,036.19	0.64
Other net assets/(liabilities)				11,108.57	0.02
Total				<u><u>36,850,531.27</u></u>	<u><u>100.00</u></u>

\* Minor differences may arise due to rounding in the calculation of percentages.

The accompanying notes are an integral part of these financial statements.

## **WATERLOO SICAV - Global Balanced Selection**

### **Industrial and geographical classification of investments** as at 31st December 2023

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#### **Industrial classification**

(in percentage of net assets)

Investment funds	99.34 %
Total	<u>99.34 %</u>

#### **Geographical classification**

(by domicile of the issuer)

(in percentage of net assets)

Luxembourg	62.26 %
Germany	18.80 %
France	11.55 %
Ireland	6.73 %
Total	<u>99.34 %</u>

# WATERLOO SICAV

## Notes to the financial statements

as at 31st December 2023

### Note 1 - General information

WATERLOO SICAV (the "**Fund**") is a Luxembourg open-ended investment company incorporated for an unlimited period of time in Luxembourg on 13th September 2016 and established as an investment company with variable capital ("*société d'investissement à capital variable*") formed as a public limited liability company ("*société anonyme*") in accordance with the amended Luxembourg law of 17th December 2010 concerning Undertakings for Collective Investment (the "**Law of 2010**").

The Fund is subject, in particular, to the provisions of Part I of the Law of 2010 and to the European Directive 2009/65/EC of the European Parliament as amended.

The Fund is offering Shares of one or several separate Sub-Funds (individually a "**Sub-Fund**", collectively the "**Sub-Funds**") on the basis of the information contained in the prospectus of the Fund and in the documents referred to herein.

The Shares to be issued by the Fund may be of several different classes which relate to several separate Sub-Funds. For each Sub-Fund, the board of directors of the Fund (the "**Board of Directors**") may decide at any time to issue different classes of Shares (individually a "**Class**", collectively the "**Classes**") whose assets will be invested jointly according to the Sub-Fund's specific investment policy, but with specific features applicable to each Class.

A separate portfolio of assets is maintained for each Sub-Fund and is invested in accordance with the investment policy applicable to the relevant Sub-Fund as further described in the part B "Specific Information" in the prospectus of the Fund. The Board of Directors may, at any time, create additional Sub-Funds, whose investment policy may differ from those of the Sub-Funds then existing.

The financial year of the Fund starts each year on 1st January and ends on the last day of December of each year.

The Fund publishes an annual report including audited financial statements on 31st December and an unaudited semi-annual report on 30th June. These financial reports contain information on the asset situation of the Fund and separate financial statements for each Sub-Fund.

The Net Asset Value and the issue, redemption and conversion prices for the shares in each Sub-Fund may be obtained during business hours at the registered office of the Fund.

The following documents are made available to the public at the registered office of the Fund:

- the Articles of Association of the Fund,
- the prospectus of the Fund including the fact sheets, (also published on [linkfundsolutions.lu](http://linkfundsolutions.lu)),
- the key information document ("KID") of the Sub-Funds, (also published on [linkfundsolutions.lu](http://linkfundsolutions.lu)),
- the financial reports of the Fund, (also published on [linkfundsolutions.lu](http://linkfundsolutions.lu)).

A copy of the agreements contracted with the Management Company, the Investment Manager of the Fund, the Depositary, the Primary Paying Agent, the Central Administration and Domiciliary Agent are available free of charge at the registered office of the Fund.

The complaints handling procedure setup in accordance with the CSSF Regulation relating to the out-of-court resolution of complaints is available free of charge upon request at the registered office of the Fund.



### Note 2 - Significant accounting policies

#### a) Presentation of the financial statements

The financial statements of the Fund are prepared in accordance with the Luxembourg legal and regulatory requirements concerning Undertakings for Collective Investment and with generally accepted accounting principles in Luxembourg.

The financial statements of the Fund have been prepared on a going concern basis.

#### b) Valuation of assets

1. The value of any cash on hand or on deposit, bills and demand notes payable and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof.
2. The value of any security or other asset which is quoted or dealt in on a stock exchange is based on its last available price in Luxembourg on the stock exchange which is normally the principal market for such security.
3. The value of any security or other asset which is dealt in on any other regulated market is based on its last available price in Luxembourg.
4. In the event that any assets are not listed nor dealt in on any stock exchange or on any other regulated market, or if, with respect to assets listed or dealt in on any stock exchange or on any other regulated market as aforesaid, the price as determined pursuant to sub-paragraph 2. or 3. is not, in the opinion of the Board of Directors of the Fund, representative of the fair market value of the relevant assets, the value of such assets is based on the reasonably foreseeable sales price determined prudently and in good faith.
5. Units of undertakings for collective investment is valued at their last determined and available net asset value at the valuation date or, if such price is not, in the opinion of the Board of Directors of the Fund, representative of the fair market value of such assets, then the price shall be determined by the Board of Directors of the Fund on a fair and equitable basis.
6. The liquidating value of futures, spot, forward or options contracts not traded on stock exchanges nor on other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Board of Directors of the Fund, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, spot, forward or options contracts traded on stock exchanges or on other regulated markets shall be based upon the last available settlement prices of these contracts on stock exchanges and regulated markets on which the particular futures, spot, forward or options contracts are traded by the Fund; provided that if a futures, spot, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as the Board of Directors of the Fund may deem fair and reasonable. Swaps will be valued at their market value.
7. The value of money market instruments not traded on stock exchanges nor on other regulated markets and with a remaining maturity of less than 12 months and of more than 90 days is deemed to be the nominal value thereof, increased by any interest accrued thereon. Money market instruments with a remaining maturity of 90 days or less is valued by the amortized cost method, which approximates market value.
8. Interest rate swaps is valued at their market value established by reference to the applicable interest rates' curve.

## **WATERLOO SICAV**

### **Notes to the financial statements (continued)**

as at 31st December 2023

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9. All other securities and other assets is valued at fair market value as determined in good faith pursuant to procedures established by the Board of Directors of the Fund.

c) Acquisition cost of securities in the portfolio

The acquisition cost of the securities held by each Sub-Fund that are denominated in currencies other than the reference currency of the Sub-Fund is converted into this currency at the exchange rate prevailing on the date of purchase.

d) Net realised gain/(loss) on securities portfolio

The realised gains and losses on securities portfolio are calculated on the basis of the average acquisition cost and are disclosed net in the statement of operations and other changes in net assets.

e) Investment portfolio income

Dividend income is recorded at the ex-date, net of any withholding tax.

f) Valuation of forward foreign exchange contracts

Open forward foreign exchange contracts are valued at forward market rates for the remaining period from valuation date to the maturity of the contracts. Realised gains and losses on forward foreign exchange contracts correspond to the difference between the value of the contract at the time its opening and its closing value. Net unrealised gains or losses of open contracts are disclosed in the statement of net assets. Net variation of unrealised gains or losses and net realised gains or losses are disclosed in the statement of operations and other changes in net assets.

g) Formation expenses

The formation expenses were amortised on a straight line basis over a period of five years.

If the launch of a Sub-Fund occurs after the launch date of the Fund, the formation expenses related to the launch of the new Sub-Fund is charged to such Sub-Fund alone and may be amortised over a maximum of five years with effect as from the Sub-Fund's launch date.

h) Conversion of foreign currencies

Cash at banks, other net assets, liabilities and the market value of the securities in portfolio expressed in currencies other than the reference currency of the Sub-Fund are converted into this currency at the exchange rate prevailing on the date of the financial statements. Income and expenses expressed in currencies other than the reference currency of the Sub-Fund are converted into this currency at the exchange rate prevailing on the date of the transaction. Net realised gains or losses on foreign exchange are disclosed in the statement of operations and other changes in net assets.

## WATERLOO SICAV

### Notes to the financial statements (continued) as at 31st December 2023

At the date of the financial statements, the exchange rates are the following:

1	EUR	=	1.6188627	AUD	Australian Dollar
			0.9296445	CHF	Swiss Franc
			7.4543871	DKK	Danish Krona
			0.8663137	GBP	Pound Sterling
			8.6249339	HKD	Hong Kong Dollar
			155.7912512	JPY	Japanese Yen
			1.1045500	USD	US Dollar

#### i) Combined financial statements

The combined financial statements of the Fund are expressed in EUR and are equal to the sum of the corresponding items in the financial statements of each Sub-Fund.

#### j) Transaction fees

Transaction costs disclosed under the item "Transaction fees" in the expenses of the statement of operations and other changes in net assets are mainly composed of broker fees incurred by the Fund and of fees relating to transactions paid to the depositary as well as of transaction fees on financial instruments.

### Note 3 - Management fees

#### Management fees:

The management fees invoiced by the Management Company are composed of fees in relation with portfolio management activities and fees in relation with risk management function and other functions borne by the Management Company.

#### Portfolio management function:

For the portfolio management function, the Management Company is entitled to receive the following portfolio management fees, payable monthly and calculated on the average net assets of the respective share class of each Sub-Fund determined on each NAV date for each month during the continuance of the UCITS Portfolio Management Agreement concluded with the Management Company and as amended from time to time:

Sub-Fund	Class R (in % per p.a.)	Class R-D (in % per p.a.)	Class I (in % per p.a.)
WATERLOO SICAV - Global Flexible	1.50	1.50	1.10
WATERLOO SICAV - Global Balanced Selection	1.25	1.25	0.85

As this function has been delegated to the Investment Manager Waterloo Asset Management S.A. for both Sub-Funds, the Management Company agreed that the portfolio management fees be directly paid to the Investment Manager.

#### Other function, including the risk management function:

For the services provided, the Management Company receives a flat fee amounting to EUR 4.650 per quarter per Sub-Fund, payable in advance on the first business day of each quarter, plus a remuneration amounting to 0,04% per annum calculated on the average net assets of each Sub-Fund during the quarter in question and payable quarterly during the month following the quarter end.

## WATERLOO SICAV

### Notes to the financial statements (continued)

as at 31st December 2023

#### Note 4 - Management fees of the target funds

There might be duplication of management fees and other operating fund related expenses, each time the Sub-Funds of the Fund invest in other UCIs and/or UCITS. To reduce the risk of duplication of fees, the maximum level of cumulated management fees that may be supported by both the Sub-Funds of the Fund and UCITS and/or UCIs in which they invest is fixed at 2.80% of the Sub-Funds' net asset value.

#### Note 5 - Management fee retrocession

Management fees retrocessions received by each Sub-Fund and related to its investments in UCITS or other UCIs are disclosed under the item "Other commissions received" in the statement of operations and other changes in net assets.

#### Note 6 - Performance fee

##### WATERLOO SICAV - Global Balanced Selection

The Sub-Fund is not subject to performance fees.

##### WATERLOO SICAV - Global Flexible

The Investment Manager is entitled to a performance fee of 10% ("**Performance Fee Rate**") based on the high watermark ("**HWM**") principle. The HWM used for the purpose of the performance fee calculation is assessed on the NAV of the last business day ("**Valuation Point**") of the calendar year ("**Calculation Period**") and corresponds to the highest NAV of any previous Valuation Point. The first Calculation Period begins on 31st December 2020 and ends on the following Valuation Point. In case of a class of shares is launched after the beginning of the first Calculation Period, the HWM will be the Initial Offering Price of the share class.

The performance fee is accrued at each NAV calculation and paid to the Investment Manager within 25 days following the end of each Calculation Period. In case of NAV decrease during the Calculation Period, the accrued performance fee is adjusted accordingly. If these provisions are reduced to zero at the end of the Calculation Period, no performance fee will be charged.

The performance fees are calculated based on the formula as disclosed in the pre-contractual documents (prospectus and KIDs, if any).

The performance fee accrual calculation is adjusted for subscriptions and redemptions recorded during the Calculation Period.

In case of redemptions recorded during a Calculation Period, the corresponding performance fee will be crystalized and paid at the end of the relevant Calculation Period.

In case of subscriptions recorded during a Calculation Period, the calculation of the performance fee is adjusted to prevent the subscriptions having an impact on the amount of accruals for performance fees. For such adjustments, the outperformance of the NAV per share compared with the HWM up to the subscription date is not taken into account when calculating the Performance Fee. The provision set aside for the Performance Fee will be reduced by 10% of the Outperformance determined on the Valuation Day on which the subscriptions were deducted, multiplied by the number of shares subscribed.

## WATERLOO SICAV

### Notes to the financial statements (continued) as at 31st December 2023

At the date of the financial statements, the performance fee was recorded for the following Sub-Fund and amounted to :

Sub-Fund	Share Class	Performance fee amount in Sub-Fund currency	Performance fee ratio in % of average total net assets
WATERLOO SICAV - Global Flexible	R - D - EUR	189,056.06	0.65%
WATERLOO SICAV - Global Flexible	R - EUR	106,332.13	0.58%
		<u>295,388.19</u> EUR	

#### Note 7 - Depositary fees

The remuneration for depositary services are included in the item "Depositary fees" disclosed in the statement of operations and other changes in net assets.

#### Note 8 - Central administration costs

The item "Central administration costs" disclosed in the statement of operations and other changes in net assets is composed of administrative agent and domiciliation fees.

#### Note 9 - Subscription duty ("*taxe d'abonnement*")

The Fund is governed by Luxembourg law.

Pursuant to the legislation and regulations in force, the Fund is subject to an annual subscription duty ("*taxe d'abonnement*") of 0.05% which is payable quarterly and calculated on the basis of the net assets of each Sub-Fund on the last day of each quarter. Pursuant to Article 174 (2) of the amended law of 17th December 2010, the rate of this tax is reduced to 0.01% for the share classes reserved to institutional investors.

Pursuant to Article 175 (a) of the amended law of 17th December 2010, the net assets invested in Undertakings for Collective Investment already subject to the "*taxe d'abonnement*" are exempt from this tax.

#### Note 10 - Compliance fees

As contractually defined in the Compliance Support Agreement, the Fund has appointed Compliance Tree to provide compliance and legal support to the Fund in relation with the requirements of the Luxembourg Law of 12th November 2004 (the "AML/CFT Law"). Pursuant to the Compliance Support Agreement concluded, Compliance Tree is entitled to receive from the Fund a gross annual flat fee ("*compliance fees*") of EUR 14,000.00.

#### Note 11 - Directors fees

In consideration of the provision of the services rendered by the Independent Director to the Fund, the Fund shall pay an annual fee of EUR 7,500.00 payable quarterly in advance.

The remuneration of the directors is included in the item "Other expenses" disclosed in the statement of operations and other changes in net assets of the annual report.

## WATERLOO SICAV

Notes to the financial statements (continued)  
as at 31st December 2023

### Note 12 - Forward foreign exchanges contracts

The forward foreign exchange contracts opened as at 31st December 2023 are described in the tables below:

#### WATERLOO SICAV - Global Flexible

Currency	Purchases	Currency	Sales	Maturity	Unrealised result (in EUR)
<b><u>Banque de Luxembourg SA</u></b>					
<b>Forward foreign exchange contracts</b>					
EUR	2,902,091.85	USD	3,100,000.00	07.02.2024	99,786.95
					<u>99,786.95</u>
					<u>99,786.95</u>

#### WATERLOO SICAV - Global Balanced Selection

Currency	Purchases	Currency	Sales	Maturity	Unrealised result (in EUR)
<b><u>Banque de Luxembourg SA</u></b>					
<b>Forward foreign exchange contracts</b>					
EUR	1,544,661.79	USD	1,650,000.00	07.02.2024	53,112.41
					<u>53,112.41</u>
					<u>53,112.41</u>

### Note 13 - Changes in investments

The statement of changes in investments for the reporting period is available free of charge at the registered office of the Fund.

### Note 14 – Events

#### Termination of agreements

The Board of Directors of the Fund received on 23rd March 2023 a termination letter from the management company, BLI - BANQUE DE LUXEMBOURG INVESTMENTS acting under the commercial name CONVENTUM THIRD PARTY SOLUTIONS, informing the Fund of its decision to terminate the following agreements effective 30th June 2023:

- The UCITS Management Company Agreement entered into between the Management Company and the Fund, dated 15th October 2018, including its appendices, schedules and amendments (if any);
- The Domiciliation Agreement entered into between the Management Company and the Fund, dated 2nd October 2018, including its appendices, schedules and amendments (if any);
- The UCITS Depositary Agreement entered into between the Management Company, the Fund and the Depositary Bank, dated 15th October 2018, including its appendices, schedules and amendments (if any);

## **WATERLOO SICAV**

### **Notes to the financial statements (continued)**

as at 31st December 2023

- The UCITS Portfolio Management Agreement entered into between the Management Company, the Fund, and Waterloo Asset Management as Investment Manager, dated 12th October 2020, including its appendices, schedules and amendments (if any).

Considering the necessary time needed by the Fund and its Board of Directors to select and appoint a new management company as well as the time necessary to organize the transfer, including the operational, legal and administrative transfer, to the new management company to be appointed, BLI - BANQUE DE LUXEMBOURG INVESTMENTS postponed the termination date to 30th September 2023, as specified to the Fund and its Board of Directors in a letter dated as of 30th June 2023, and then to 31st December 2023, as notified in a letter dated as of 25th July 2023.

#### Migration to the new Management Company and Domiciliation Agent

Through a circular resolution dated as of 24th November 2023, the Board of Directors of the Fund resolved to:

- Appoint ALTUM MANAGEMENT COMPANY (LUXEMBOURG) S.A. (formerly known as "LINK FUND SOLUTIONS (LUXEMBOURG) S.A. until 21st March 2024 hereafter "LINK FUND SOLUTIONS") as the Management Company of the Fund in replacement of BLI - BANQUE DE LUXEMBOURG INVESTMENTS with effect as of 1st January 2024 and approve the relating agreement;
- Appoint UI efa S.A. (hereafter "EFA") as the Domiciliary Agent of the Fund in replacement of BLI - BANQUE DE LUXEMBOURG with effect as of 1st January 2024 and approve the relating agreement;
- Approve the investment management delegation from LINK FUND SOLUTIONS to WATERLOO ASSET MANAGEMENT and the relating agreement to be inter into between LINK FUND SOLUTIONS, the Fund and WATERLOO ASSET MANAGEMENT.

To summary, except for the management company, all other servicers and delegate remain the same. EFA will also act as Domiciliary Agent as from 1st January 2024 in addition of its activities of Central Administration.

The Board of Director of the Fund estimated the total migration fees at EUR 20 000 representing mainly setup fees at the service provider side and resolved, through the circular resolution dated as of 24th November 2023, those fees to be amortized over a period of 5 years.

### **Amendment of the prospectus**

#### **Amendment as of 25th January 2023**

The prospectus of the Fund was amended on 25th January 2023. The two main amendments relate to:

- The description of the performance fee mechanism of the sub-fund WATERLOO SICAV - Global Flexible.

In accordance with the ESMA Guideline on Performance Fees, concrete examples on how performance fee is calculated for this Sub-Fund were included in the description of the performance fee mechanism.

- Holding of ancillary liquid assets (i.e. bank deposits at sight) for up to 20% of the net assets of the Sub-Fund, except under exceptional circumstance when the Sub-Funds may temporarily, if

## **WATERLOO SICAV**

### **Notes to the financial statements (continued)**

as at 31st December 2023

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this is considered justified in view of the interests of investors, hold more than 20% of their net assets in bank deposit at sight.

The investment policy of each Sub-Fund of the Fund was updated, as aforementioned, in accordance with the CSSF FAQs published on 3rd November 2021 in relation to the holding of ancillary liquid assets by UCITS.

#### Amendment as of 1st October 2023

The prospectus was amended on 1st October 2023 to reflect the change, as further described hereunder, of the set-up of the Fund's central administration functions. The change set out below will become effective as from 1st October 2023 (the "Effective Date").

Up to 30th September 2023, BLI – BANQUE DE LUXEMBOURG INVESTMENTS acting under the commercial name CONVENTUM THIRD PARTY SOLUTIONS ("Conventum TPS"), acting in its capacity as the Fund's management company, delegated the performance of the Fund's central administration functions to BANQUE DE LUXEMBOURG S.A. ("BDL") including (i) registrar function, (ii) NAV calculation and accounting functions and (iii) investor communication. BDL further sub-delegated the performance of such functions to UI efa S.A. ("EFA").

Following the entry into force of CSSF Circular 22/811 on authorisation and organisation of entities acting as UCI administrator, Conventum TPS, BDL and EFA agreed to amend the existing delegation model in the sense that, as from 1st October 2023 (the "Effective Date"), Conventum TPS will delegate the performance of the Fund's central administration functions directly to EFA.

There was no change related to fees applicable to the Fund as a consequence of the change of delegation model.

#### Amendment as of 1st January 2024

The prospectus was amended on 1st January 2024 to reflect the change of Management Company and Domiciliary Agent as further described hereabove in the paragraph "Migration to the new management company and domiciliation agent".

#### **Note 15 - Subsequent events**

There are no subsequent events.



# **WATERLOO SICAV**

## **Additional information (unaudited)**

as at 31st December 2023

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### **1 - Risk management**

As required by Circular CSSF 11/512 as amended, the Management Company of the Fund needs to determine the global risk exposure of the SICAV by applying either the commitment approach or the VaR ("Value at Risk") approach.

In terms of risk management, the Management Company of the Fund decided to adopt the commitment approach as a method of determining the global exposure.

### **2 - Remuneration disclosure**

The remuneration policy of BLI - BANQUE DE LUXEMBOURG INVESTMENTS is aligned with that in force within its parent company, BANQUE DE LUXEMBOURG. This policy complies with the regulatory provisions and the values with which BLI - BANQUE DE LUXEMBOURG INVESTMENTS is identified in the long term.

BLI - BANQUE DE LUXEMBOURG INVESTMENTS respects an appropriate balance between the fixed and variable components of its employees' total remuneration. The fixed component represents a sufficiently major proportion of the total remuneration so that the policy can be exercised with complete freedom regarding the variable components, especially the option not to pay any variable component. BLI - BANQUE DE LUXEMBOURG INVESTMENTS reserves the right to revoke any variable remuneration award if it is found to have been granted under conditions of misconduct. In such cases, BLI - BANQUE DE LUXEMBOURG INVESTMENTS may demand the reimbursement of all or part of the amount allocated, up to three years after its payment.

The development of employees' remuneration is based on their accumulated experience and the assumption of new responsibilities, but also to an annual assessment of each employee by the management. It is based on qualitative rather than quantitative criteria. Where quantitative criteria are taken into account, they are expressed and assessed more in relation to the achievement of collective targets. In no case is the amount of the bonus correlated with the financial performance of an employee.

In accordance with Article 5 of the Regulation (EU) 2019/2088 of the European Parliament and the Council of 27th November 2019 on sustainability-related disclosures in the financial services sector, the remuneration policy of BLI - BANQUE DE LUXEMBOURG INVESTMENTS includes consideration of sustainability risks.

In concrete terms, BLI - BANQUE DE LUXEMBOURG INVESTMENTS considers that the transition to a balanced and sustainable economy is an integral part of its objectives and that each employee has an active role to play. As sustainability factors are integrated in the qualitative assessment criteria of the remuneration in the same way as the other relevant criteria, each employee actively participates in the achievement of BLI - BANQUE DE LUXEMBOURG INVESTMENTS' sustainability objectives.

The remuneration policy of BLI - BANQUE DE LUXEMBOURG INVESTMENTS is reviewed each year and its implementation is assessed annually by an independent body.

BLI - BANQUE DE LUXEMBOURG INVESTMENTS has delegated the investment management to the following external portfolio manager: WATERLOO ASSET MANAGEMENT S.A. (the "Investment Managers").

BLI - BANQUE DE LUXEMBOURG INVESTMENTS ensures that its delegate Investment Manager is subject to regulatory requirements on remuneration disclosure for their staff that are equally as effective as those applicable to the management company and/or that appropriate arrangements are in place.

## **WATERLOO SICAV**

### **Additional information (unaudited) (continued)**

as at 31st December 2023

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BLI - BANQUE DE LUXEMBOURG INVESTMENTS further informs that it did not pay any remuneration to the staff of its delegate Investment Manager.

During the financial year 2023, a total remuneration of EUR 10.474 mio has been paid to an average of 66 employees with a variable component weighted 25 %. Total remuneration paid to 20 identified risk takers was EUR 5.570 mio, with a variable component weighted 38 %.

Details of the updated remuneration policy, including in particular a description of how remuneration and benefits are calculated, the identity of the persons responsible for awarding remuneration and benefits, the composition of the remuneration committee and the integration of sustainability factors, are available free of charge upon request by investors on [www.conventumtpts.lu](http://www.conventumtpts.lu).

### **3 - Information concerning the transparency of securities financing transactions and of reuse of cash collateral (regulation EU 2015/2365, hereafter "SFTR")**

During the reporting period, the Fund did not engage in transactions which are subject to the publication requirements of SFTR. Accordingly, no information concerning the transparency of securities financing transactions and of reuse of cash collateral should be reported.

### **4 - Information related to the Regulations (EU) 2019/2088 and of the Council of 27th November 2019 on sustainability-related disclosures in the financial services sector (hereafter "SFDR")**

As stated in the latest version of the prospectus, the Sub-Funds of the Fund are classified under Article 6 of the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector ("**SFDR**"), meaning they do not promote environmental and/or social characteristics nor have sustainable investments as their objective.

The Investment Manager does not consider risks associated to sustainability in the frame of selection, holding and sale process of the targeted underlying investments funds. Indeed, given the investment strategy and investment focus of the Sub-Funds of the Fund, the latter do not invest based on ESG criteria and do not take ESG/sustainability risks into account when investing. Those aspects have not been provided for in the investment policy of the Sub-Funds, as further detailed in the prospectus of the Fund, and have not been agreed with the investors of the Sub-Funds. Therefore, the Sub-Funds of the Fund are not intended for investors who show an interest in these aspects.