

DSM Capital Partners Funds

**Long form report on the activity
of the Fund
in accordance with CSSF Circulars 2002/81
and 2004/146
as of 30 September 2021**

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Appendices

Appendix 1: Procedures and controls for the monitoring of activities delegated by the Management Company

Appendix 2: Management letter

Terms of engagement

We were appointed to act as independent auditors (*réviseurs d'entreprises agréés*) for the purposes of the following engagements:

- Statutory audit of the financial statements of the Fund for the year ended 30 September 2021;
- Additional procedures with reference to Circulars 2002/77, 2002/81 and 2004/146 issued by the Commission for the Supervision of the Financial Sector (the "CSSF").

Audit report on annual financial statements

- In accordance with the mandate given to us, we have audited the Statement of Assets and Liabilities and the Schedule of Investments of the Fund as at 30 September 2021 and the Statement of Operations and Changes in Net Assets for the period ended 30 September 2021. These financial statements are the responsibility of the Board of Directors of the Fund (the "Board of Directors" or "Directors"). Our responsibility is to express an opinion on these financial statements based on our audit. In our report dated 26 January 2022, we expressed an unqualified opinion on these financial statements.
- We have obtained from the Board of Directors written representations dated 26 January 2022, relating to the audit of the financial statements of the Fund for the year ended 30 September 2021.

Long form report on the activity of the Fund

- Our report on the activity of the Fund has been prepared in the context of our mandate as independent auditor of the Fund with reference to Circular 2002/81 issued by the CSSF.
- We have obtained from the Board of Directors written representations dated 26 January 2022 2021 ("written representation") relating to the long form report on the activity of the Fund for the period ended 30 September 2021.

Our procedures were performed in respect of the period ended 30 September 2021 and do not cover any events which may have occurred since 30 September 2021.

Please refer to Section 6 for the overall conclusion of our work performed.

This report is issued for the exclusive use of the Board of Directors, and of the CSSF and should not be used for any other purposes. This report is not to be used or reproduced in whole or in part or relied upon by any other person or for any other purpose without our prior written authorization.

1. Organization of the Fund

Organization as at 30 September 2021

DSM Capital Partners Funds (the “Company”) was incorporated for an unlimited period on 21 February 2014 as a société anonyme under the laws of the Grand Duchy of Luxembourg and qualifies as an open-ended SICAV under part I of the Law of 2010.

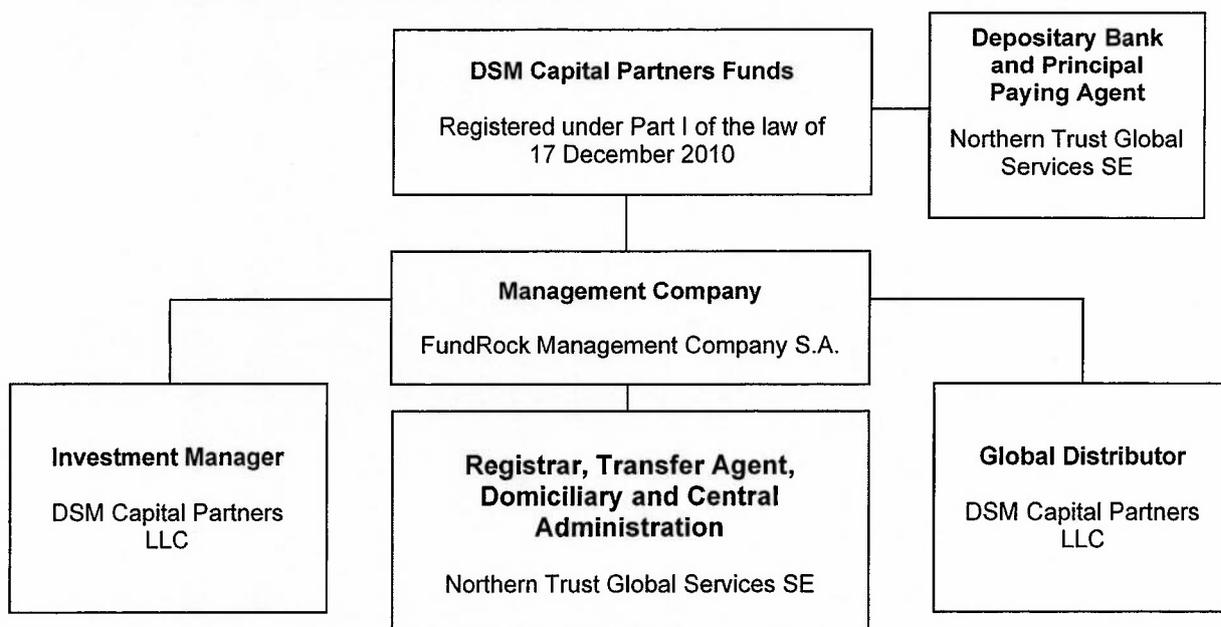
The Company was incorporated with an initial capital of the equivalent in USD of EUR 31,000. The Shares subscribed for by the founding Shareholders at the incorporation of the Company were transferred to investors subscribing in the Initial Offering Period of the initial Sub-Fund. The capital of the Company is equal to the net assets of the Company. The minimum capital of the Company may not be less than the equivalent in USD of EUR 1,250,000.

The Board of Directors shall maintain for each Sub-Fund a separate portfolio of assets. Each portfolio of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. A Shareholder shall only be entitled to the assets and profits of that Sub-Fund in which it participates. The Company is considered as one single legal entity. With regard to third parties, including the Company’s creditors, the Company will only be responsible for all liabilities incurred by a Sub-Fund exclusively based on the assets of the relevant Sub-Fund. The liabilities of each Sub-Fund to its Shareholders are only incurred with respect to the relevant Sub-Fund.

As at 30 September 2021, the Company has two active Sub-Funds: DSM Capital Partners Funds – Global Growth Sub-Fund and DSM Capital Partners Funds – U.S. Large Cap Growth.

The prospectus applicable as of 30 September 2021 is dated Sep 2021 (the “Prospectus”).

Organisation Chart as of 30 September 2021



The following is a list of parties with whom the Fund has contractual relationships:

We have obtained written representation that the Fund has no contractual relations with parties other than those described below:

Management Company

On 21 February 2014 (as amended in March 2019), the Fund entered into a fund management company agreement with FundRock Management Company S.A., whose registered office is at 33 rue de Gasperich – Building B, L-5826 Hesperange Luxembourg and which has been authorised by the CSSF on 10 November 2004 in accordance with Chapter 15 of the Law as a management company managing UCITS governed by the UCITS V Directive 2014/91/EU.

Investment Manager

The Fund, the Management Company and DSM Capital Partners LLC (the “Investment Manager”) entered into an investment management agreement dated 21 February 2014 (as amended in March 2019).

The Investment Manager is regulated and subject to prudential supervision by the United States Securities and Exchange Commission.

Depository Bank, Paying, and Listing Agent

Under an agreement dated 1 March 2016, as amended on 15 June 2018, the Board of Directors has appointed Northern Trust Global Services SE, Luxembourg branch to provide depository, paying, and listing services to the Fund.

Effective 1 March 2019, the depository and custodian services of the Depository Bank, Paying, and Listing Agent were transferred to Northern Trust Global Services SE.

Registrar, Transfer Agent, Domiciliary and Central Administration

Under an agreement dated 21 February 2014, as amended from time to time, the Fund and the Management Company entered into an agreement with Northern Trust Luxembourg Management Company S.A., relating to the provision of registrar, transfer agent, corporate, domiciliary and administrative services to the Fund.

Effective 1 March 2019, the fund administration services of the Administrator were transferred to Northern Trust Global Services SE.

Global Distributor

The Fund and the Management Company have entered into a global distribution agreement dated 21 February 2014 (as amended in March 2019), whereby the Management Company appointed DSM Capital Partners LLC as the global distributor:

For further details on the distribution network, please refer to section 2.1.1.b.

Money Laundering Reporting Officer (“MLRO”)

Services Agreement dated 15 May 2017 between the Fund and FundRock Management Company S.A. regarding provision of MLRO Service.

Related parties

The Investment Manager and distributor are related parties to the Fund.

Other intermediary significant to the Fund’s operations:Legal advisor

The Board of Directors appointed Dechert Luxembourg, as legal adviser.

1.1 Central Administration**1.1.1 Reliance by the Fund’s independent auditor on a report issued by the auditor of the Central Administration**

Pursuant to the provisions of the CSSF Circular 2002/81, Northern Trust Global Services SE acting as Central Administration of the Fund has requested KPMG Luxembourg S.à r.l. to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with the International Standard on Assurance Engagements 3402 (“ISAE 3402”) relating to its fund administration services, which was signed on 9 December 2021, (hereafter the “NTGS SE SOC report”). We read the above-mentioned NTGS SE SOC report, the opinion of which is unqualified.

Northern Trust Corporation has requested KPMG LLP to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with US Statement on Standards for Attestation Engagements 16 (“SSAE 16”) – reporting on controls at a third party service organization covering “Custody and Fund Services”, which was signed on 8 November 2021, (hereafter the “NTC SOC report”). Part of the activities of central administration are performed by Northern Trust Corporation subsidiaries, and reported in this NTC SOC report. We read the above-mentioned NTC SOC report, the opinion of which is unqualified.

Based on these reports, we have prepared the following analysis which compares certain sections of the CSSF circular 2002/81 to their contents.

1.1.1.1. Procedures and controls

CSSF Circular 2002/81 Requirements	Section of Report Referenced	Conclusion of the independent auditor of the Central Administration
Procedures manual in accordance with Chapter D of the IML Circular 91/75	NTGS SE SOC report – section III	<u>NTGS SE SOC report</u> The auditor of the NTGS SE SOC report has issued an unqualified opinion.
Adequacy of human resources available to ensure proper fulfilment of the Central Administration's contractual obligations towards the Fund	NTGS SE SOC report – section III	
Anti-money laundering and fight against terrorism financing procedures	NTGS SE SOC report – section IV	<u>NTC SOC</u> The auditor of the NTC SOC report has issued an unqualified opinion.
Valuation of securities	NTGS SE SOC report – section VII - Control Objective 4 NTC SOC report - section IV - Control Objective 19 and Control Objective 33	
Compliance	NTGS SE SOC report – section III NTC SOC report – section IV - Control Objective 26	
Net asset value calculation	NTGS SE SOC report – section V NTGS SE SOC report – section VII - Control Objective 6 NTC SOC report - section IV - Control Objective 29 and Control Objective 35	
Shareholder processing	NTGS SE SOC report – section V NTGS SE SOC report – section VII – Control Objective 2 and Control Objectives 8 to 10 NTC SOC report – section IV – Control Objective 31 and Control Objectives 36 to 38	

CSSF Circular 2002/81 Requirements	Section of Report Referenced	Conclusion of the independent auditor of the Central Administration
Trade processing	NTGS SE SOC report – section VII - Control Objective 1 NTC SOC report - section IV - Control Objectives 4 to 6	

Comments from the independent auditor of the Fund

During our usual audit procedures, nothing came to our attention to indicate that the human resources available were not sufficient to ensure proper fulfilment of the Central Administration's contractual obligations towards the Fund for the period ended 30 September 2021.

1.1.1.2. Information technology

CSSF Circular 2002/81 Requirements	Section of Report Referenced	Conclusion of the independent auditor of the Central Administration
List and description of main software	NTGS SE SOC report – section IV NTC SOC report - section III	NTGS SE SOC report The auditor of the NTGS SE SOC report has issued an unqualified opinion.
Change management process and controls	NTC SOC report - section III NTC SOC report - section IV - Control Objective 1	
Adequacy of IT size with the business volume	Not covered in the NTGS SE SOC report or NTC SOC report	NTC SOC The auditor of the NTC SOC report has issued an unqualified opinion.
Appropriateness of the system for asset classes	Not covered in the NTGS SE SOC report or NTC SOC report	
Manual entries and validation	NTC SOC report - section IV - Control Objective 4 to 6, and Control Objective 21	
Measures to safeguard confidentiality	NTC SOC report - section III NTC SOC report - section IV - Control Objectives 2 to 5	
Overview of the Business Continuity Plan	NTC SOC report - section V	
Compliance with section III.1 of the Chapter D of the IML Circular 91/75	NTC SOC report - section III	

Comments from the independent auditor of the Fund

During our usual audit procedures, nothing came to our attention to indicate that the computer system was not adequate in relation to:

- the volume of business of the Fund for the period ended 30 September 2021;
- the asset classes in which the Fund invests.

1.2 Depositary Bank**1.2.1 Reliance by the Fund's independent auditor on a report issued by the auditor of the Depositary Bank**

Pursuant to the provisions of the CSSF Circular 2002/81, Northern Trust Global Services SE acting as Depositary Bank of the Fund has requested KPMG Luxembourg S.à r.l. to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with the International Standard on Assurance Engagements 3402 ("ISAE 3402") relating to its custody and depositary bank services, which was signed on 7 December 2021 (hereafter the "NTGS SE report"). We read the above-mentioned NTGS SE SOC report, the opinion of which is unqualified.

Northern Trust Corporation has requested KPMG LLP to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with SSAE 16 – reporting on controls at a third party service organization covering "Custody and Fund Services", which was signed on 8 November 2021 (hereafter the "NTC SOC report"). Part of the activities of central administration are performed by Northern Trust Corporation subsidiaries, and reported in this NTC SOC report. We read the above-mentioned NTC SOC report, the opinion of which is unqualified.

Based on these reports, we have prepared the following analysis which compares certain section of the CSSF circular 2002/81 to their contents.

1.2.1.1. Procedures and controls

CSSF 2002/81 Circular requirements	Section of Report Referenced	Conclusion of the independent auditor of the Depositary Bank
Procedures manual in accordance with CSSF Circular 2016/644	NTGS SE report – section III	<u>NTC SOC</u> The auditor of the NTC SOC report has issued an unqualified opinion.
Selection of network and selection criteria	NTGS SE report – section IV	
Explanations of segregation of duties between central administration and depositary responsibilities	NTGS SE report – section III	<u>NTGS SE report</u>

CSSF 2002/81 Circular requirements	Section of Report Referenced	Conclusion of the independent auditor of the Depository Bank
Description of IT organization and software	NTC SOC report - section III NTGS SE report – section IV	The auditor of the NTGS SE report has issued an unqualified opinion.
Review of significant changes and IT issues	NTC SOC report - section III	
Adequacy of the system and human resources	NTGS SE report – section III	
Controls on the reconciliation	NTGS SE report – sections IV NTGS SE report – section VII - Control Objective 2, and Control Objectives 4 and 5	

Comments from the independent auditor of the Fund

During our usual audit procedures, nothing came to our attention to indicate that the computer system and the human resources to support such systems were not sufficient to support the Fund's operations for the period ended 30 September 2021.

1.2.1.2. Results of reconciliations

See section 2.7. of this report for the documentation of any significant matter noted during the period ended 30 September 2021.

1.3 Relationship with the Management Company

1.3.1 Description of the Management Company

The Board of Directors has appointed the Management Company to carry out the functions listed in Appendix II of the Law in accordance with Chapter 15 of the Law.

The Management Company was incorporated on 10 November 2004 under the laws of the Grand Duchy of Luxembourg and its purpose (as per its articles of incorporation) is the creation, promotion, administration and management of undertakings for collective investment. The Management Company also acts as the management company for other investment funds. As of 30 September 2021, the Management Company managed 62 other UCI's.

The Management Company is responsible for the day-to-day management of the affairs of the Fund in accordance with the Articles of Incorporation and the Prospectus, subject to the policies and guidelines issued from time to time by the Board of Directors and in the best interest of the Shareholders of the Fund.

The Management Company, with approval of the Board of Directors, delegated under its own responsibility and control the following functions to the various service providers as listed in section 1 of this report:

- Investment Management;
- Central Administration;
- Registrar and Transfer Agency;
- Marketing and Distribution.

Please refer to Appendix 1 for documentation of the procedures and controls performed by the Management Company over the delegated functions.

The Management Company has 79 employees as at 30 September 2021. The accounting function of the Management Company is performed by the Finance Department of the Management Company.

1.3.2 Assessment by the independent auditor

Our procedures included the following items:

- We have obtained the articles of incorporation of the Management Company and checked that the above-mentioned functions performed by the Management Company for the Fund are in accordance with its articles of incorporation and the Law;
- We have read the agreements signed by the Management Company evidencing its relations with the Fund and its service providers;
- We have received confirmation from the Board of Directors that, during the year under review the Management Company fulfilled its obligations included in the Prospectus and the management regulations in relation to the Fund;
- We have read the Management Company Report, in relation to the Fund, held during the year under review and have noted that no issue has been reported or discussed relating to the legal and contractual duties of the Management Company in relation to the Fund.

Conclusion

Based on the work performed above, nothing has come to our attention to indicate that, in relation to the Fund, the Management Company exercised functions which are not in accordance with the legal and contractual provisions during the period ended 30 September 2021.

1.4 Relationship with other intermediaries

1.4.1 Description of the other intermediaries network

Please refer to section 1 for the description received from the Board of Directors of the other intermediaries involved in the activity of the Fund.

We obtained from the Board of Directors written representation that, during the period ended 30 September 2021, the Fund's operations were at no time disrupted by major problems in the flows of transactions with such other intermediaries.

2. Review of the transactions of the Fund**2.1 Anti-money laundering and fight against terrorism financing procedures****2.1.1 Description of anti-money laundering and fight against terrorism financing procedures and distribution network****a. Anti-money laundering and fight against terrorism financing procedures**

Northern Trust Global Services SE ('NTGS SE') acting as Central Administration of the Fund has requested KPMG Luxembourg S.à r.l. to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with ISAE 3402 relating to its fund administration services, which was signed on 7 December 2021 (hereafter the "NTGS SE SOC report")

NTGS SE's anti-money laundering and anti-terrorist financing procedures are described in section V of this report.

b. Distribution channels

The matrix below was provided by the Board of Directors:

Country	Equivalent/non equivalent	Intermediary type	Regulated (Y/N)
Luxembourg	Equivalent	Distributor	Y
Denmark	Equivalent	Distributor	Y
Finland	Equivalent	Distributor	Y
Germany	Equivalent	Distributor	Y
Italy	Equivalent	Distributor	Y
The Netherlands	Equivalent	Distributor	Y
Norway	Equivalent	Distributor	Y
Sweden	Equivalent	Distributor	Y
UK	Equivalent	Distributor	Y
Singapore	Equivalent	Distributor	Y

c. Accounts

The number of active accounts is 34.

Northern Trust Global Services SE., the Transfer Agent, has provided us with the number of blocked accounts in the shareholder books of the Fund, which is 7 as of 30 September 2021, due to missing AML documentation.

d. Suspicious transactions

The Management Company of the Fund confirmed that there was no suspicious transaction detected at the level of the Fund and no suspicious transaction reported to the CRF ("cellule de renseignement financier du parquet").

e. Transactions data

The Management Company of the Fund confirmed that the percentage of fund transfers for which data on the payer was missing or incomplete is nil based on total fund transfers for the period ended 30 September 2021. As of period-end 30 September 2021, the percentage with missing and/or incomplete data is nil.

f. Anti-money laundering and fight against terrorism financing training

The employees of the Management Company of the Fund followed training and/or an awareness program in relation to anti-money laundering and fight against terrorism financing carried out during the period ended 30 September 2021.

2.1.2 Assessment by the independent auditor**Procedures carried out by Ernst & Young S.A.**

- We read the above-mentioned NTGS SE report (please refer to section 1.1 for results).
- We read the descriptions in Section 2.1.1. And ensured they are consistent with our knowledge of the activity of the Fund.
- We obtained the Fund's written risk analysis as regards money laundering and terrorism financing in accordance with Circular 11/529.
- We have performed the anti-money laundering and fight against terrorism financing ("AML") fund-specific testing for the long form report of the Fund as required in the CSSF Circular 2002/81 in compliance with relevant Circulars and Regulations issued in the context of anti-money laundering and fight against terrorism financing and in particular the Circular CSSF 13/556 and the CSSF Regulation N° 12-02.
 - Our work has been performed for funds audited by Ernst & Young S.A. and administered by the Transfer Agent. We have tested the level of documentation for a sample of accounts opened during the fiscal year of the Fund to ensure that documents required by Laws are accurate and complete. Due to the nature and purpose of our work, our sample has been built on a judgmental approach and, as a consequence, based on a risk based approach. Our judgment has been determined using the following criteria:
 - Number of new accounts / investors during the year;
 - Risk classification as per Transfer Agent. If not available, we have used our own risk approach based on investor's country and type of client (retail, corporate, institutional).

Out of the shareholders register of the Fund, we have requested the list of accounts opened during the fiscal year of the Fund and we selected from this list one account related to an institutional investor for the purpose of our testing. We also reviewed two old accounts out of which one was related to a retail investor and one was related to an institutional investor to ensure that the KYC documentation is up-to-date.

- At the transfer agent level, we have performed inquiries related to the existence and application of appropriate AML procedures.
- We obtained from the Board of Directors and the Management Company the following:
 - The description of the policy implemented by the management of the Fund for the prevention of money laundering and terrorist financing, including its processes implemented to ensure conformity with Luxembourg laws and regulations applicable to investment funds with regard to anti-money laundering and fight against terrorism financing.
 - The description of the oversight controls at the level of the management of the Fund for the proper implementation of the policy with regard to anti-money laundering and fight against terrorism financing.
 - Its written analysis of the risks of money laundering and terrorist financing to which the Fund is exposed, such as types of investors and distribution network.
 - Statistical information about suspicious transactions detected at the level of the fund, including information on the number of suspicious transactions reported to the CRF as well as the total amounts of the funds involved;
 - Statistical information about the percentage of transactions for which data on the payer were missing or incomplete, and the measures taken by the professional in this context.
 - Information about training and awareness program in relation to AML/CTF carried out by management of the Fund (i.e. Board of Directors or employees of the Management Company).
- We conducted interviews with the management of the Fund regarding the implementation of the above-mentioned procedures and processes. In this context, we obtained evidence of the key monitoring reports applicable to the Fund audited.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that the anti-money laundering and fight against terrorism financing procedures were not properly applied for the period ended 30 September 2021.

2.2 Valuation methods**2.2.1 Description of the valuation methods**

The table below was confirmed by the Fund's Central Administration.

Investments	Allowed per the Prospectus Y/N	In use during the year ended 30 September 2021 Y/N
Equities	Y	Y
Bonds	Y	N
Money Market Instruments	Y	N
UCI	Y	N
Forwards	Y	N
Futures	Y	N
Options	Y	N
Swaps	Y	N

The Prospectus of the Fund dated September 2021 describes the valuation methods to be applied to the financial instruments of the Fund.

a. Valuation policies for listed securities or financial instruments

The value of securities and/or FDIs which are quoted or dealt in on any stock exchange shall be based, except as defined below, in respect of each security on the latest available dealing prices on the stock exchange which is normally the principal market for such security.

Where investments of a Sub-Fund are both listed on a stock exchange and dealt in by market makers outside the stock exchange on which the investments are listed, then the Board will determine the principal market for the investments in question and they will be valued at the latest available price in that market.

Units or shares in underlying open-ended investment funds shall be valued at their last available net asset value reduced by any applicable charges.

Liquid assets and Money Market Instruments are valued at their market price, at their nominal value plus accrued interest or on an amortized cost basis in accordance with ESMA's guidelines on a common definition of European money market funds. If the Company considers that an amortization method can be used to assess the value of a Money Market Instrument, it will ensure that this will not result in a material discrepancy between the value of the Money Market Instrument and the value calculated according to the amortization method.

In the event that the above mentioned calculation methods are inappropriate or misleading, the Board may adjust the value of any investment or permit some other method of valuation to be used for the assets of the Company if it considers that the circumstances justify that such adjustment or other method of valuation should be adopted to reflect more fairly the value of such investments.

b. Valuation policies for illiquid securities and unlisted financial instruments

The FDIs which are not listed on any official stock exchange or traded on any other organized market will be valued in a reliable and verifiable manner on a daily basis and verified by a competent professional appointed by the Board.

In the event that any of the securities held in a Sub-Fund's portfolio on the Valuation Day are not quoted or dealt in on a stock exchange or another regulated market, or for which no price quotation is available, or if the price as determined pursuant to above is not in the opinion of the Board representative of the fair market value of the relevant securities, the value of such securities shall be determined prudently and in good faith, based on the reasonably foreseeable sales price or any other appropriate valuation principles.

2.2.2 Assessment by the independent auditor**Procedures carried out by Ernst & Young S.A.**

1. We compared 100% of the valuation of listed securities, held in the Fund as of 30 September 2021 to an external pricing source.
2. We have tested a sample of security transactions during the year under review and have verified, for each trade, that the price used for the transaction was included within the trading limits of this security on that particular day and that the percentage brokerage fees applied to the transaction was reasonable and in line with market rates.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that the valuation policies and procedures have not been properly applied in all material respects on a consistent basis according to the Prospectus or that any of the Fund's security transactions have not been carried out on an arm's length basis for the year ended 30 September 2021.

2.3 Risk management systems**2.3.1 Description of the risk management systems**

The risk management process was implemented pursuant to the rules and principles formulated in the CSSF Circular 2011/512. The last version was communicated to the CSSF on 31 May 2021.

2.3.2 Assessment by the independent auditor**Procedures carried out by Ernst & Young S.A.**

1. Where the Management Company delegated risk management activities to specialised third parties we ensured the requirements detailed in CSSF Circular 2011/512 Appendix point 1.9. were included in the risk management process submitted to the CSSF.
2. The risk management process which was implemented pursuant to the rules and principles formulated in the CSSF Circular 11/512 and communicated to the CSSF on 31 May 2021 includes the minimum requirements described in the appendix, sections 1 to 14, of the CSSF Circular 11/512.

3. We requested any correspondence from the CSSF commenting on the risk management process.
4. We obtained representation from the Board of Directors that the risk management process as described in the communication to the CSSF has been implemented in all material respects.
5. Based on our reading of the risk management process, we identified the key monitoring reports applicable to the Fund. We selected a sample of these reports, ensured their existence and read them.
6. We received a copy of the Board of Directors approval of the risk profile for the Fund.
7. We have read the minutes of the Board of Directors meetings held during the period under review.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that the risk management process pursuant to the rules and principles formulated in the CSSF Circular 11/512 and detailed in the communication to the CSSF made on 31 May 2021, has not been implemented in all material respects.

2.4 Specific tests

1. During our usual audit procedures for the period ended 30 September 2021, we did not identify material NAV computation errors or instances of active non-compliance with investment restrictions or objectives in accordance with CSSF Circular 2002/77.
2. We obtained from the Board of Directors written representation that no matters in relation to CSSF Circular 2002/77 occurred during the period under review.

2.5 Statements of net assets and of changes in net assets

2.5.1 Review of the combined statements of net assets and of changes in net assets

a. Analytical review

Investments

As of 30 September 2021, the total value and cost of investments are as follows (USD):

	<u>2021</u>	<u>2020</u>	<u>Variance</u>
Market value of investments	205,081,928	175,978,776	16.54%
Cost of investments	142,634,243	109,178,516	30.64%
Unrealized gain/(loss) on investments	62,447,685	66,800,260	(6.52%)

Total net assets

As of 30 September 2021, the total net assets are as follows (USD):

	2021	2020	Variance
Total net assets	208,446,887	176,542,261	18.07%

Expenses

As of 30 September 2021, the total expenses charged to the Fund are as follows (USD):

	2021	2020	Variance
Investment management fees	(1,418,970)	(949,832)	49.39%
Transaction fees	(17,562)	(5,520)	218.15%
Administration, Registrar and Transfer Agent Fees	(147,947)	(160,551)	(7.85%)
Depositary fees	(75,991)	(55,392)	37.19%
Taxation	(46,659)	(31,239)	49.36%
Management Company fees	(79,245)	(61,181)	29.53%
Directors' fees and expenses	(47,795)	(45,048)	6.10%
Overdraft bank interest	0	(56)	(100%)
Other expenses	(362,007)	(280,577)	29.02%
Total expenses	(2,196,176)	(1,589,396)	38.18%

Changes in net assets

As of 30 September 2021, the principal components of changes in net assets are as follows (USD):

	2021	2020	Variance
Net investment loss	(1,125,021)	(645,283)	74.35%
Net realised gains on investments	33,261,672	4,175,704	696.55%
Net realised loss on forward exchange	(54,923)	(80,898)	(32.11%)
Net realised loss on foreign exchange	35,887	86,732	(58.62%)
Change in net unrealised gains (losses)			
-on investments	(4,352,575)	40,833,818	(110.66%)
-on foreign exchange	(188)	(6)	(3,033.33%)
Subscriptions	23,552,469	21,679,110	8.64%
Redemptions	(19,412,695)	(7,986,816)	143.06%
Net assets at the beginning of the year	176,542,261	118,479,900	49.01%
Net assets at the end of the year	208,446,887	176,542,261	18.07%

b. Comments from the independent auditor

Most of the increase in the net asset value is brought by the realised results and net subscriptions during the period, and partially offset by change in unrealised results.

2.5.2 “Window Dressing”**a. Description**

All sales and purchases of securities made during the two weeks preceding and following the year-end and performed by the Fund Manager in order to improve the appearance (acquisition cost versus valuation) of the portfolio and/or its conformity with the Law and the Prospectus before presenting it to the shareholders.

b. Assessment by the independent auditorProcedures carried out by Ernst & Young S.A.

We have scrutinized purchases and sales of securities two weeks before and after the period ended 30 September 2021 to assess the possible presence of “Window Dressing”.

We obtained from the Board of Directors written representation indicating that no “Window Dressing” took place in the financial statements as of 30 September 2021.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that significant transactions were carried out for the sole purpose of “Window Dressing” in the financial statements as of 30 September 2021.

2.5.3 Portfolio turnover**a. Description**

The portfolio turnover of the sub-fund for the year ended 30 September 2021 is as follows:

<u>Sub-funds</u>	<u>Portfolio turnover</u>
DSM Capital Partners Funds – Global Growth	107.51%
DSM Capital Partners Funds – U.S Large Cap Growth	79.97%

The portfolio turnover data has been computed by the Central Administration, using the method described in the CSSF Circular 2003/122 issued on 19 December 2003:

$$\text{Turnover} = [(Total\ 1 - Total\ 2)/M] * 100$$

With:

Total 1 = Total of securities transactions during the relevant period = X + Y, where X = purchases of securities and Y = sales of securities.

Total 2 = Total of transactions in shares of the UCITS during the relevant period = S + T, where S = subscriptions of shares of the UCITS and T = redemptions of shares of the UCITS.

M = average assets of the UCITS.

b. Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

We have verified the arithmetical accuracy of the figures provided by Northern Trust Global Services SE.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that the turnover calculations are not arithmetically accurate for the period ended 30 September 2021.

2.5.4 Performance fees

a. Description

As per the Prospectus, the Fund is not subject to any performance fees for the period ended 30 September 2021.

b. Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

Not applicable.

2.5.5 Soft commissions or similar arrangements and rebates

Procedures carried out by Ernst & Young S.A.

We obtained from the Board of Directors written representation that in connection with the management of the Fund no soft commissions or similar arrangements were in place during the period ended 30 September 2021. However, the investment manager has allocated soft commission expenses to the Fund in accordance with its policies and procedures during the period ended 30 September 2021.

We obtained from the Board of Directors written representation that neither the manager nor any related party of the manager, received rebates from brokers.

2.5.6 Retrocessions

We obtained from the Board of Directors written representation that neither the manager nor any related party of the manager received retrocessions or rebates from managers of investee funds.

2.5.7 Expenses

a. Description

Refer to section 2.5.1. for the detail of the expenses charged to the Fund for the period under review. The other operating expenses amounting to USD (362,007) consist of legal fees, fees in connection with obtaining or maintaining any registration or authorisation of the Fund with any governmental agency, audit fees, and other miscellaneous expenses.

b. Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

- We have obtained a list of all expenses (refer to section 2.5.1) and reviewed the significant expenses in the course of our audit procedures.
- We have tested a sample of security transactions during the period under review and have verified, for each trade, that the price used for the transaction was included within the trading limits of this security on that particular day and that the percentage brokerage fees applied to the transaction was reasonable and in line with market rates.

Conclusion

Based on our usual audit procedures, nothing came to our attention to indicate that such expenses are not in accordance with the contractual arrangements and the Prospectus for the period ended 30 September 2021.

2.6 NAV publication

2.6.1 Description of the NAV publication procedures

As per Article 157 of the Law of 17 December 2010 and in accordance with the Prospectus, the Fund is required to make public the issue, sale and repurchase price of the shares issued for the sub-fund on each calculation date.

The NAV publication process ensures that the NAV is made public at the registered office of the Fund and is available at the offices of the Transfer Agent. This NAV publication process includes displaying Net Asset Values on Fundsquare website.

2.6.2 Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

We ensured that, on a random sample basis, the Net Asset Value in the Fundsquare reports of the Fund were consistent with figures calculated by the Central Administration on each particular valuation date.

Conclusion

Based on the procedures described above, nothing came to our attention to indicate that the Fund did not publish its NAV in accordance with Article 157 of the Law of 17 December 2010, and in accordance with its Prospectus for the period ended 30 September 2021.

2.7 Results of reconciliations

2.7.1 Description of the reconciliation procedures

Please refer to section 1.2.1. for the reference of the reconciliation procedures performed by the Depositary Bank.

2.7.2 Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

As part of our usual audit procedures, we examined the results of the Central Administration reconciliation procedures performed for the Fund as at 30 September 2021.

More specifically, we reviewed the following reconciliations performed by the Central Administration of the Fund as at 30 September 2021:

- Cash;
- Securities.

As part of our audit procedures we ensured that the Central Administration reconciled the positions held by the Fund at 30 September 2021 to the positions held by the brokers.

Conclusion

Based on our usual audit procedures, nothing came to our attention to indicate that the reconciliations were not carried out in a satisfactory manner as at 30 September 2021.

2.8 Late trading and market timing

2.8.1 Description of late trading and market timing procedures

The Board of Directors has ensured that the Fund complies with the requirements of CSSF Circular 04/146 in the following manner:

Northern Trust Global Services SE ('NTGS SE') acting as Central Administration of the Fund has requested KPMG Luxembourg S.à r.l. to prepare a Report on Controls Placed in Operation and Tests of Operating Effectiveness for the period from 1 October 2020 to 30 September 2021 prepared in accordance with ISAE 3402 relating to its fund administration services, which was signed on 7 December 2021 (hereafter the "NTGS SE SOC report")

NTGS SE's late trading and market timing procedures are described in section V on page 36 of the NTGS SE SOC report.

In addition, the Fund has implemented certain measures to prevent and detect Market Timing and Late Trading in accordance with CSSF Circular 2004/146 as follows:

With regards to the procedures and controls to prevent late trading:

Late Trading is to be understood as the acceptance of a subscription, conversion or redemption order after the time limit fixed for accepting orders (cut-off time) on the relevant day and the execution of such order at the price based on the net asset value (NAV) applicable to such same day. Through Late Trading, an investor may take advantage of being aware of events or information published after the cut-off time, but which events or information are not yet reflected in the price which will be applied to such investor. This investor is therefore privileged compared to the other investors who have complied with the official cut-off time. The advantage of this practice to the investor is increased even more if he is able to combine Late Trading with Market Timing.

All orders must be received by the Transfer Agent prior to the official order cut-off time in order to be dealt with at the applicable NAV price. Orders received after this time by Transfer Agent must therefore be dealt with at the NAV price applicable to orders received prior to the next official cut-off time. This control will be performed by two different users at the input level and the validation level.

Trades received after the cut off time can be processed with good valuation date only under the following conditions:

The calculation and the release of NAV have not taken place yet and a circular Resolution has been received from the Board of Directors or its delegates or a written approval from a delegate has been received. For the latter, the details of the trade would need to be ratified at the next Board meeting.

- The Prospectus dated September 2021 identifies the cut-off time for subscriptions and redemptions. The Dealing Deadline is 4:00 p.m. Luxembourg Time on the Business Day prior to the applicable Valuation Day.

As for the procedures and controls to prevent market timing:

Market Timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same UCI within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the NAV of the UCI. Opportunities arise for the market timer either if the NAV of the UCI is calculated on the basis of market prices which are no longer up to date (stale prices) or if the UCI is already calculating the NAV when it is still possible to issue orders. The Market Timing practice is not acceptable as it may affect the performance of the UCI through an increase of the costs and/or entail a dilution of the profit. As Late Trading and Market Timing practices are likely to affect the performance of the UCI and are likely to harm investors, the preventive measures recommended hereafter have to be applied with great care.

In addition, the Prospectus dated September 2021, indicates that "Accordingly, if the Company determines or suspects that a Shareholder has engaged in such activities, the Company may suspend, cancel, reject or otherwise deal with that Shareholder's subscription, redemption or switching applications and take any action or measures as appropriate or necessary to protect the Company and its Shareholders."

2.8.2 Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

- We read the Prospectus dated September 2021
- We received written representations from the Board of Directors that they have provided us with the description of the procedures and controls in place to prevent market timing and late trading in the Fund and that there were no cases of market timing and late trading identified in the Fund.
- We ensured that the Prospectus includes a statement indicating that the Fund does not permit practices related to market timing and that the Fund reserves the right to reject subscription and conversion orders from an investor who the Fund suspects of using such practices and to take, if appropriate, the necessary measures to protect the other investors of the Fund.
- We have tested a sample of subscriptions and redemptions to verify that the Transfer Agent has respected the Fund cut-off time per the Prospectus.
- Out of the list of transactions processed during the fiscal year of the fund, we have selected two transactions out of which one was related to a subscription and one was related to a redemption.

Conclusion

Based on the procedures described above and written representation received from the Board of Directors nothing came to our attention to indicate that late trading or market timing occurred in the Fund during the period ended 30 September 2021.

3. Internet

a. Description

The Fund uses the Internet as a communication channel (www.dsmsicav.com).

The following information may be available on this site:

- Prospectus;
- articles of incorporation;
- audited financial statements;
- KIIDs;
- fact sheet of each sub-fund; and
- others (proxy policy, dealing form, investor application and some country specific documentations).

b. Assessment by the independent auditor

Procedures carried out by Ernst & Young S.A.

We obtained from the Board of Directors written representation that the website is used for information purposes only and is not used for distribution.

4. Investor complaints

Procedures carried out by Ernst & Young S.A.

We obtained from the Board of Directors written representation that the Central Administration and/or the Board of Directors received no investor complaints in Luxembourg in relation to the period under review.

5. Follow-up of issues raised in the previous report on the activity of the Fund or the management letter

- On 15 January 2021, Ernst & Young S.A. issued a clean Management Letter related to the audit of the Fund.
- On 15 January 2021, Ernst & Young S.A. issued the long form report relating to the Fund (no points for improvement were noted in this report).

6. Overall conclusion

6.1 Significant exceptions/weaknesses described in the Management Letter as of 30 September 2021

Please refer to Appendix 2.

6.2 Points for improvement described in the report on the activity of the Fund as of 30 September 2021

According to our mandate given in accordance with the CSSF Circulars 2002/81 and 2004/146, we have been engaged to act as independent auditors (*réviseurs d'entreprises agréés*) for the purposes of the following engagements:

- Statutory audit of the financial statements of the Fund for the period ended 30 September 2021;
- Additional procedures described in the CSSF Circulars 2002/77, 2002/81 and 2004/146 issued by the Commission de Surveillance du Secteur Financier.

Based on our work performed, nothing came to our attention, to indicate that the controls surrounding the activity of the Fund suffer significant deficiencies for the period ended 30 September 2021.

6.3 Comments from the Board of Directors

The Board of Directors has no comments on the report.

Ernst & Young
Société anonyme
Cabinet de révision agréé



Jean-Marc Cremer

Luxembourg, 26 January 2022

Appendix 1: Supervision by the Management Company of the other delegated functions

Procedures and controls put in place by the Management Company under Chapter 15 to supervise the delegation of some or all of the following functions.

Function delegated	Entity to which the function has been delegated	Procedures and key controls	Frequency
Administrative Agent	Northern Trust	<ol style="list-style-type: none"> 1. NAV release 2. Expense budget 3. Aged income monitoring 4. Dividend distribution 5. Fair Valuation 6. Manual prices and Stale prices 7. Swing Pricing (When applicable) 8. NAV error (2002/077) Follow up and remedial action plan 9. NAV suspension 10. Total Expense ratios (TER) 11. Cash reconciliations 12. Security reconciliations 13. NAV Variance analysis (N/A) 14. Semi-Annual – Annual financial reporting 15. Procedure review 	<ol style="list-style-type: none"> 1. Daily 2. Annually 3. Monthly 4. Upon occurrence 5. Upon occurrence 6. Monthly 7. Monthly 8. Upon occurrence 9. Upon occurrence 10. Monthly 11. Monthly 12. Monthly 13. Monthly 14. Annually 15. Ongoing / external compliance review (according to the risk rating)
Transfer Agent	Northern Trust	<ol style="list-style-type: none"> 1. FA/TA reconciliation 2. Creations/liquidations 3. Adjusted trades, error and omissions log, gain/loss reporting 4. Late trading 5. Market Timing – Short-term and Frequent trading 6. Complaints 7. Account set-up – KYC 8. Review of shareholder register (US citizens, institutional shareholders etc) 9. Client Service KPIs 10. Procedure review 11. All operational TA matters 12. Monitoring of the FATCA/CRS status for investors 	<ol style="list-style-type: none"> 1. Monthly / Upon occurrence 2. Upon occurrence 3. Upon occurrence 4. Monthly / Upon occurrence 5. Monthly confirmation / upon occurrence 6. Monthly / Upon occurrence 7. Monthly / Ongoing 8. Monthly 9. Monthly 10. Ongoing / external compliance visit (according to the risk rating) 11. Communication/ conference call

Appendix 1: Supervision by the Management Company of the other delegated functions

			12. Monthly
Distribution and Marketing	DSM Capital Partners LLC	<ol style="list-style-type: none"> 1. Follow up on the registration in different jurisdictions 2. Follow up on the distribution channels 3. Follow up on the regulatory disclosures 4. Due diligence on the Global Distributor 5. External Compliance review on the Global Distributor 	<ol style="list-style-type: none"> 1. Quarterly 2. Quarterly 3. Ongoing 4. Ongoing 5. Ongoing according to the risk rating

To the Board of Directors of
DSM Capital Partners Funds
c/o Northern Trust Luxembourg Management Company S.A.
10, rue du Château d'Eau
L-3364 Leudelange

Luxembourg, 26 January 2022

DSM Capital Partners Funds (the "Fund") - Management letter for the year ended 30 September 2021

Dear Sirs,

In relation to our audit of the financial statements of the Fund, we draw your attention to the fact that the Board of Directors is responsible for establishing and maintaining the internal control structure. In fulfilling its responsibilities, estimates and judgments are required to assess the expected benefits and related costs of internal control structure policies and procedures. The objective of an internal control structure is to provide reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with the law and the prospectus and are recorded properly in order to permit preparation of financial statements in conformity with generally accepted accounting principles.

Because of inherent limitations in any internal control structure, errors or irregularities may occur and may not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that it may become inadequate because of changes in conditions or deterioration in its operating effectiveness.

In planning and performing our audit of the financial statements of the Fund for the year ended 30 September 2021, we considered its internal control structure in order to determine our auditing procedures for the purpose of expressing an opinion on the financial statements and not to provide separate assurance on the internal control structure. Our audit was designed to provide reasonable assurance, but not a guarantee, of detecting any errors, irregularities or items of non-compliance that would have a material impact on the financial statements, and not for the purpose of providing separate assurance on such matters. Our audit involves evaluating only those systems and controls in your organization upon which we wish to rely for the purpose of forming our opinion on the financial statements taken as a whole. Furthermore, our work should not be relied upon to disclose defalcations or other similar irregularities, although their disclosure, if they exist, may well result from the audit tests we undertake. We have, however, noted no such matters.



Subject to the above, no matters came to our attention during the course of our audit for the year ended 30 September 2021 that would require comment in a management letter addressed to the Board of Directors.

This letter is intended solely for the use of the Board of Directors as well as the Commission de Surveillance du Secteur Financier and should not be used for any other purpose.

Yours sincerely,

Ernst & Young
Société anonyme
Cabinet de révision agréé

A handwritten signature in blue ink, appearing to read 'Jean-Marc Cremer', with a stylized flourish at the end.

Jean-Marc Cremer