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**June 2020**

**Prospectus**

**Morgan Stanley Investment  
Funds**

**Société d'Investissement à Capital  
Variable Luxembourg ("SICAV")**

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# **Prospectus of the Morgan Stanley Investment Funds**

**Société d'Investissement à Capital Variable Luxembourg ("SICAV")**

Morgan Stanley Investment Funds (the "Company") is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part I of the Law of 17 December 2010 on undertakings for collective investment (the "2010 Law"). Such registration however does not imply a positive assessment by the supervisory authority of the quality of the shares of the Company (the "Shares") offered for sale. Any representation to the contrary is unauthorised and unlawful. The Company is an Undertaking for Collective Investment in Transferable Securities ("UCITS") for the purpose of the Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended (the "UCITS Directive"). The Company has appointed MSIM Fund Management (Ireland) Limited as management company (the "Management Company").

The Luxembourg law of 4 June 2009 transposing the Oslo Convention on Cluster Munitions introduced in article 3 a prohibition on the financing, with full knowledge, of cluster munitions and explosive sub-munitions. As such both the Management Company and the Company have adopted a policy designed to comply with the abovementioned Luxembourg law.

Subscriptions can be accepted only on the basis of the current prospectus (the "Prospectus"), which is valid only if accompanied by a copy of the latest Annual Report containing the audited accounts, and of the semi-annual report if such report is published after the latest Annual Report. These reports form an integral part of the Prospectus.

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general shareholders' meetings, if the investor is registered himself and in his own name in the shareholders' register of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain Shareholder rights directly against the Company. Shareholders are advised to take advice on their rights.

No person is authorised to make any representation other than as contained in the Prospectus or in the documents referred to in the Prospectus. Such documents are available to the public at the registered office of Morgan Stanley Investment Funds, Luxembourg.

This Prospectus was prepared in English and may be translated into other languages. Any such translation shall only contain the same information and have the same meanings as the English language document. Where there is any inconsistency between the English language document and the document in another language, the English language document shall prevail except to the extent (but only to the extent) required by the laws of any jurisdiction where the Shares are sold, so that in an action based upon disclosure in a document of a language other than English, the language of the document on which such action is based shall prevail.

Important: If you are in any doubt about the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser.

The Company may, if, in the opinion of the Directors of the Company (the "Directors"), it is likely to be fiscally beneficial for the Company, invest via one or more wholly-owned subsidiaries located in any jurisdiction in the world.

The distribution of this Prospectus and the offering of the shares may be restricted in certain jurisdictions. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to make application for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdictions.

This Prospectus has been prepared solely for, and is being made available to investors for the purposes of evaluating an investment in Shares in the Funds. Investors should only consider investing in the Funds if they understand the risks involved including the risk of losing all capital invested. Distributors and other intermediaries which offer, recommend or sell Shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such distributors and other intermediaries must consider such information about the Funds as is made available by the Distributor for the purposes of the EU's Product Governance regime, including, without limitation, target market information. Distributors and

intermediaries may obtain such information on request from MSIM Fund Management (Ireland) Limited, Luxembourg Branch at [cslux@morganstanley.com](mailto:cslux@morganstanley.com).

In particular, the Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (nor has the Company been registered under the United States Investment Company Act of 1940, as amended) and may not be offered or sold, directly or indirectly, in the United States of America or its territories or possessions or areas subject to its jurisdiction, or to citizens or residents thereof other than in accordance with the laws of the United States.

Similarly, the Shares of the Morgan Stanley Investment Funds Indian Equity Fund may not be offered or sold, directly or indirectly, to persons resident in India.

The date of this Prospectus is June 2020.

The Management Company has appointed Morgan Stanley Investment Management (Ireland) Limited as the global distributor (the “Distributor”) for marketing the Shares and the Distributor may appoint sub-distributors (each a “distributor”). The duties of the distributors may include passing the subscription, redemption and conversion orders to the Company’s central administration in Luxembourg. The distributors may not offset the orders received or carry out any duties connected to the individual processing of the subscription, redemption and conversion orders. In addition, any investor may deal directly with the Management Company in order to subscribe for, redeem or convert Shares.

The Directors have taken all reasonable care to ensure that at the date of this Prospectus the information contained herein is accurate and complete in all material respects. The Directors accept responsibility accordingly. However, the Directors do not accept responsibility with regard to the content of the Prospectus or any information relating to the Shares other than to the Shareholders of the Company.

Any information given by any person not mentioned in the Prospectus should be regarded as unauthorised. The information contained in the Prospectus is considered to be accurate at the date of its publication. To reflect material changes, this document may be updated from time to time and potential subscribers should enquire of the Company as to the issue of any later Prospectus.

It should be remembered that the price of the Shares can go down as well as up. An investor may not get back the amount he has invested, particularly if Shares are redeemed soon after they are issued and the Shares have been subject to a Sales Charge or transaction charge. Changes in exchange rates may also cause the value of Shares in the investor’s base currency to go up or down.

The Company determines the principles of the calculation of the price or net asset value of its Shares, which are implemented by the Management Company on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or sold (exclusive of any Sales Charge). The Net Asset Value per Share is calculated at the valuation point following the Cut-Off Point (as defined below).

The Company’s Funds are not designed for investors with short term investment horizons. Activities which may adversely affect the interests of the Company’s Shareholders (for example that disrupt investment strategies or impact expenses) are not permitted. Specifically, market timing is not permitted.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, the Management Company in its discretion may, if it deems such activities adversely affect the interests of the Company’s Shareholders, take action as appropriate to deter such activities.

Accordingly if the Management Company determines or suspects that a Shareholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Shareholder’s subscription or conversion applications and take any action or measures as appropriate or necessary to protect the Company and its Shareholders.

Such measures may include the imposition of a redemption fee on the redemption proceeds of Shareholders whom the Management Company determines to have engaged in such activities, or the imposition of limits on the number of conversions of Shares between Funds which are permitted, as described under “Redemption of Shares” and “Conversion of Shares”.

Potential subscribers or purchasers of Shares should inform themselves as to (a) the possible tax consequences, (b) the legal requirements, and (c) any foreign exchange restrictions or exchange control requirements which

they might encounter under the laws of the countries of their citizenship, residence or domicile and which might be relevant to the subscription, purchase, holding, conversion or sale of Shares.

## Definitions

All references in the Prospectus to:

- “Business Day” refers to any day on which banks are open for business in London, Luxembourg, New York and Tokyo as the case may be;
- “CET” refers to Central European Time;
- “China A-Shares” refers to shares denominated and traded in Chinese Yuan on the Shanghai Stock Exchange or the Shenzhen Stock Exchange and issued by Chinese companies;
- “Contingent Convertible Instrument” means a debt security which may be converted into equity securities or suffer capital losses through decreasing its face value if pre-specified events occur, depending in particular on the capital ratio levels of the issuer of the security;
- “Controlling Person” means the natural persons who exercise control over an entity. In the case of a trust, the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, such term means persons in equivalent or similar positions. The term “Controlling Persons” must be interpreted in a manner consistent with the Financial Action Task Force Recommendations;
- “Cut-Off Point” refers to the time by which the Transfer Agent must receive applications for subscription, conversion or redemption in respect of a Dealing Day for such application to be processed on such Dealing Day. This shall mean 1 pm CET on a Dealing Day for all Funds;
- “Dealing Day” refers to any full Luxembourg Business Day for all Funds, save where a particular Fund has a different definition included in the investment policy section relating to that Fund;
- “EEA” refers to the European Economic Area;
- “ESG” means environmental, social and governance factors, which are a subset of non-financial performance indicators which include sustainable, ethical and corporate governance issues such as, without limitation, the impact of a company on the environment, the conduct of social and business relationships and governance ethics. These three factors, as determined by the Investment Adviser or Investment Sub-Adviser for any particular Fund, may be considered in addition to traditional financial analysis, securities selection and portfolio construction processes;
- “ETF” refers to exchange traded fund;
- “EU” refers to the European Union;
- “Euro” refers to the currency of the member states of the EU that adopt the single currency in accordance with the Treaty establishing the European Economic Community (signed in Rome on 25 March 1957), as amended by the Treaty on EU (signed in Maastricht on 7 February 1992);
- “Eurozone” refers to those member states of the EU which have adopted the Euro as their national currency;
- “Fixed Income Securities” shall mean:
  - (i) transferable securities other than equity securities; and
  - (ii) money market instruments.

For the avoidance of doubt, this includes:

- (i) both fixed and floating rate instruments;
- (ii) debt securities of any type, including all types of bonds and debentures, and including securitised debt of any type, including asset backed securities, whether backed by mortgages including uniform mortgage-backed securities (“mortgage backed securities”) or other receivables such as credit card debt or other loans that have been securitised; and

(iii) all instruments that can be considered money market instruments, including without limitation commercial paper, loan participations and loan assignments.

For these purposes subordinated and/or hybrid securities, convertible bonds and Contingent Convertible Instruments are considered to be “transferable securities other than equity securities”.

For the avoidance of doubt, this definition shall only include instruments of the above types that are also Eligible Assets for investments of UCITS, subject to the provisions of Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the clarification of certain definitions (the “Directive 2007/16/EC”);

- “JPY” or “Yen” refer to the currency of Japan;
- the “Law” refers to the laws of the Grand Duchy of Luxembourg;
- “Located” means the Investment Adviser’s opinion on where an issuer is located, for the purposes of a specific Fund. This may differ from Fund to Fund. The Investment Adviser’s opinion will be based on one or more of the following factors:
  - (i) The primary market on which the issuer’s equity securities are listed, quoted or traded;
  - (ii) The issuer’s country of incorporation;
  - (iii) The issuer’s country of domicile;
  - (iv) The countries from which the issuer derives its revenue;
  - (v) Any other factors which the Investment Adviser, acting reasonably, considers denote an economic exposure to a particular location;
- “Moody’s” means Moody’s Investors Service, Inc.;
- “Net Asset Value” or “NAV” refer to the net asset value of the Funds or the Classes within a Fund depending on the context;
- “OECD” refers to the Organisation for Economic Co-operation and Development;
- “Reference Currency” refers to the reference currency as defined for each fund under Section 1.1 “The Company and the Funds” of this Prospectus;
- “S&P” means Standard & Poor’s Corporation;
- “SFTs” means securities financing transactions within the meaning of Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse;
- “Shanghai Stock Connect” means the Shanghai-Hong Kong Stock Connect program;
- “Shenzhen Stock Connect” means the Shenzhen-Hong Kong Stock Connect program;
- “Sterling” or “£” refer to the currency of the United Kingdom;
- “Stock Connect” means the Shanghai Stock Connect and the Shenzhen Stock Connect which allow non-Chinese investors to purchase certain China A-Shares via brokers in Hong Kong and/or any other similar stock connect program between any other city of the People’s Republic of China and Hong Kong when it becomes available to, and can be utilised by, the Company;
- “USD”, “US\$”, “US Dollars” and “\$” refer to the currency of the United States of America; and
- “VaR” refer to Value at Risk.

# Section 1

## 1.1 The Company and the Funds

### The Company

The Company is an open-ended investment company with variable capital (*“société d’investissement à capital variable”*) incorporated in Luxembourg with limited liability under Part I of the 2010 Law. The Company is presently structured to provide both institutional and individual investors with a variety of funds (hereinafter referred to collectively as the “Funds” or singularly as a “Fund”). The Company offers a range of equity, bond, asset allocation and alternative investment funds denominated in the currencies specified below (the “Reference Currencies”).

Some Funds are authorised to use derivatives and efficient portfolio management techniques as an important part of their investment strategies as described in the Funds’ investment objectives. For the purpose of the UCITS Directive and the European and Luxembourg regulation following therefrom (the “UCITS Regulations”) as applicable to the Company, these Funds are classified according to the methodology adopted by the Management Company in order to calculate the global risk exposure of each Fund. Such a classification can be found under Section 1.3 “Methodology for Calculating the Global Exposure”.

### Equity Funds

Morgan Stanley Investment Funds Asia Opportunity Fund, (Reference Currency: USD) (the “Asia Opportunity Fund”)

Morgan Stanley Investment Funds Asian Equity Fund, (Reference Currency: USD) (the “Asian Equity Fund”)

Morgan Stanley Investment Funds Asian Property Fund, (Reference Currency: USD) (the “Asian Property Fund”)

Morgan Stanley Investment Funds Breakout Nations Fund, (Reference Currency: USD) (the “Breakout Nations Fund”)

Morgan Stanley Investment Funds China A-shares Fund, (Reference Currency: USD) (the “China A-shares Fund”)

Morgan Stanley Investment Funds China Equity Fund, (Reference Currency: USD) (the “China Equity Fund”)

Morgan Stanley Investment Funds Counterpoint Global Fund, (Reference Currency: USD) (the “Counterpoint Global Fund”)

Morgan Stanley Investment Funds Developing Opportunity Fund, (Reference Currency: USD) (the “Developing Opportunity Fund”)<sup>1</sup>

Morgan Stanley Investment Funds Emerging Europe, Middle East and Africa Equity Fund, (Reference Currency: Euro) (the “Emerging Europe, Middle East and Africa Equity Fund”)

Morgan Stanley Investment Funds Emerging Leaders Equity Fund, (Reference Currency: USD) (the “Emerging Leaders Equity Fund”)

Morgan Stanley Investment Funds Emerging Markets Equity Fund, (Reference Currency: USD) (the “Emerging Markets Equity Fund”)

Morgan Stanley Investment Funds Emerging Markets Small Cap Equity Fund, (Reference Currency: USD) (the “Emerging Markets Small Cap Equity Fund”)

Morgan Stanley Investment Funds Europe Opportunity Fund, (Reference Currency: Euro) (the “Europe Opportunity Fund”)

Morgan Stanley Investment Funds European Property Fund, (Reference Currency: Euro) (the “European Property Fund”)

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<sup>1</sup> The Developing Opportunity Fund is not available for subscription at the date of this Prospectus. The Fund may be launched at the Directors’ discretion, at which time, confirmation of the launch of the Fund will be made available at the registered office of the Company.



Morgan Stanley Investment Funds Global Active Factor Equity Fund, (Reference Currency: USD) (the “Global Active Factor Equity Fund”)

Morgan Stanley Investment Funds Global Advantage Fund, (Reference Currency: USD) (the “Global Advantage Fund”)

Morgan Stanley Investment Funds Global Brands Fund, (Reference Currency: USD) (the “Global Brands Fund”)

Morgan Stanley Investment Funds Global Brands Equity Income Fund, (Reference Currency: USD) (the “Global Brands Equity Income Fund”)

Morgan Stanley Investment Funds Global Endurance Fund, (Reference Currency: USD) (the “Global Endurance Fund”)

Morgan Stanley Investment Funds Global Infrastructure Fund, (Reference Currency: USD) (the “Global Infrastructure Fund”)

Morgan Stanley Investment Funds Global Infrastructure Unconstrained Fund, (Reference Currency: USD) (the “Global Infrastructure Unconstrained Fund”)

Morgan Stanley Investment Funds Global Opportunity Fund, (Reference Currency: USD) (the “Global Opportunity Fund”)

Morgan Stanley Investment Funds Global Permanence Fund, (Reference Currency: USD) (the “Global Permanence Fund”)

Morgan Stanley Investment Funds Global Property Fund, (Reference Currency: USD) (the “Global Property Fund”)

Morgan Stanley Investment Funds Global Property Unconstrained Fund, (Reference Currency: USD) (the “Global Property Unconstrained Fund”)

Morgan Stanley Investment Funds Global Quality Fund, (Reference Currency: USD) (the “Global Quality Fund”)

Morgan Stanley Investment Funds Global Sustain Fund, (Reference Currency: USD) (the “Global Sustain Fund”)

Morgan Stanley Investment Funds Indian Equity Fund, (Reference Currency: USD) (the “Indian Equity Fund”)

Morgan Stanley Investment Funds International Equity (ex US) Fund, (Reference Currency: USD) (the “International Equity (ex US) Fund”)

Morgan Stanley Investment Funds Japanese Equity Fund, (Reference Currency: Yen) (the “Japanese Equity Fund”)

Morgan Stanley Investment Funds Latin American Equity Fund, (Reference Currency: USD) (the “Latin American Equity Fund”)

Morgan Stanley Investment Funds US Active Factor Equity Fund, (Reference Currency: USD) (the “US Active Factor Equity Fund”)

Morgan Stanley Investment Funds US Advantage Fund, (Reference Currency: USD) (the “US Advantage Fund”)

Morgan Stanley Investment Funds US Growth Fund, (Reference Currency: USD) (the “US Growth Fund”)

Morgan Stanley Investment Funds US Insight Fund, (Reference Currency: USD) (the “US Insight Fund”)

Morgan Stanley Investment Funds US Property Fund, (Reference Currency: USD) (the “US Property Fund”)

## **Bond Funds**

Morgan Stanley Investment Funds Emerging Markets Corporate Debt Fund, (Reference Currency: USD) (the “Emerging Markets Corporate Debt Fund”)

Morgan Stanley Investment Funds Emerging Markets Debt Fund, (Reference Currency: USD) (the “Emerging Markets Debt Fund”)

Morgan Stanley Investment Funds Emerging Markets Domestic Debt Fund, (Reference Currency: USD) (the “Emerging Markets Domestic Debt Fund”)

Morgan Stanley Investment Funds Emerging Markets Fixed Income Opportunities Fund, (Reference Currency: USD) (the “Emerging Markets Fixed Income Opportunities Fund”)

Morgan Stanley Investment Funds Euro Bond Fund, (Reference Currency: Euro) (the “Euro Bond Fund”)

Morgan Stanley Investment Funds Euro Corporate Bond Fund, (Reference Currency: Euro) (the “Euro Corporate Bond Fund”)

Morgan Stanley Investment Funds Euro Corporate Bond – Duration Hedged Fund, (Reference Currency: Euro) (the “Euro Corporate Bond – Duration Hedged Fund”)

Morgan Stanley Investment Funds Euro Strategic Bond Fund, (Reference Currency: Euro) (the “Euro Strategic Bond Fund”)

Morgan Stanley Investment Funds European Fixed Income Opportunities Fund, (Reference Currency: Euro) (the “European Fixed Income Opportunities Fund”)

Morgan Stanley Investment Funds European High Yield Bond Fund, (Reference Currency: Euro) (the “European High Yield Bond Fund”)

Morgan Stanley Investment Funds Global Asset Backed Securities Fund, (Reference Currency: USD) (the “Global Asset Backed Securities Fund”)

Morgan Stanley Investment Funds Global Bond Fund, (Reference Currency: USD) (the “Global Bond Fund”)

Morgan Stanley Investment Funds Global Buy and Hold 2020 Bond Fund, (Reference Currency: Euro) (the “Global Buy and Hold 2020 Bond Fund”)

Morgan Stanley Investment Funds Global Convertible Bond Fund, (Reference Currency: USD) (the “Global Convertible Bond Fund”)

Morgan Stanley Investment Funds Global Credit Fund, (Reference Currency: USD) (the “Global Credit Fund”)

Morgan Stanley Investment Funds Global Fixed Income Opportunities Fund, (Reference Currency: USD) (the “Global Fixed Income Opportunities”)

Morgan Stanley Investment Funds Global High Yield Bond Fund, (Reference Currency: USD) (the “Global High Yield Bond Fund”)

Morgan Stanley Investment Funds Short Maturity Euro Bond Fund, (Reference Currency: Euro) (the “Short Maturity Euro Bond Fund”)

Morgan Stanley Investment Funds Sustainable Euro Corporate Bond Fund, (Reference Currency: Euro) (the “Sustainable Euro Corporate Bond Fund”)<sup>2</sup>

Morgan Stanley Investment Funds Sustainable Euro Strategic Bond Fund, (Reference Currency: Euro) (the “Sustainable Euro Strategic Bond Fund”)<sup>3</sup>

Morgan Stanley Investment Funds US Dollar Corporate Bond Fund, (Reference Currency: USD) (the “US Dollar Corporate Bond Fund”)

Morgan Stanley Investment Funds US Dollar High Yield Bond Fund, (Reference Currency: USD) (the “US Dollar High Yield Bond Fund”)

Morgan Stanley Investment Funds US Dollar Short Duration Bond Fund, (Reference Currency: USD) (the “US Dollar Short Duration Bond Fund”)

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<sup>2</sup> The Sustainable Euro Corporate Bond Fund is not available for subscription at the date of this Prospectus. The Fund may be launched at the Directors’ discretion, at which time, confirmation of the launch of the Fund will be made available at the registered office of the Company.

<sup>3</sup> The Sustainable Euro Strategic Bond Fund is not available for subscription at the date of this Prospectus. The Fund may be launched at the Directors’ discretion, at which time, confirmation of the launch of the Fund will be made available at the registered office of the Company.

Morgan Stanley Investment Funds US Dollar Short Duration High Yield Bond Fund, (Reference Currency: USD) (the “US Dollar Short Duration High Yield Bond Fund”)

### **Asset Allocation Funds**

Morgan Stanley Investment Funds Global Balanced Defensive Fund, (Reference Currency: Euro) (the “Global Balanced Defensive Fund”)

Morgan Stanley Investment Funds Global Balanced Fund, (Reference Currency: Euro) (the “Global Balanced Fund”)

Morgan Stanley Investment Funds Global Balanced Income Fund (Reference Currency: Euro) (the “Global Balanced Income Fund”)

Morgan Stanley Investment Funds Global Balanced Risk Control Fund of Funds, (Reference Currency: Euro) (the “Global Balanced Risk Control Fund of Funds”)

Morgan Stanley Investment Funds Global Balanced Sustainable Fund, (Reference Currency: Euro) (the “Global Balanced Sustainable Fund”)<sup>4</sup>

Morgan Stanley Investment Funds Global Multi-Asset Income Fund (Reference Currency: Euro) (the “Global Multi-Asset Income Fund”)

Morgan Stanley Investment Funds Global Multi-Asset Opportunities Fund, (Reference Currency: Euro) (the “Global Multi-Asset Opportunities Fund”)

Morgan Stanley Investment Funds Multi-Asset Risk Control Fund, (Reference Currency: USD) (the “Multi-Asset Risk Control Fund”)

Morgan Stanley Investment Funds Real Assets Fund, (Reference Currency: USD) (the “Real Assets Fund”)

### **Alternative Investment Funds**

Morgan Stanley Investment Funds Liquid Alpha Capture Fund (Reference Currency: USD) (the “Liquid Alpha Capture Fund”)

## **1.2 Investment Objectives and Policies**

The purpose of the Company is to provide investors with an opportunity for investment in a professionally managed fund range which seeks to spread investment risks in order to achieve an optimum return from the capital invested.

For this purpose the Company offers a range of Funds which allow investors to make their own strategic allocation by combining holdings in the various Funds in proportions of their own choosing.

In accordance with the UCITS regime, the information below includes a description of the profile of the typical investor for whom each Fund has been designed. Please note however that this information does not constitute investment advice and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of any Shares in any of the Funds. Neither the Company nor the Management Company makes any representation in relation to the suitability, appropriateness or otherwise of an investment in Shares in any of the Funds.

Sub-distributors or other intermediaries who require the manufacturer’s target market assessment for the purposes of MiFID II should contact the Distributor at: [cslux@morganstanley.com](mailto:cslux@morganstanley.com). Funds will not be offered for sale to the public in a given jurisdiction until all proper authorisations in the relevant jurisdiction are obtained.

Each of the Funds is managed in accordance with the investment and borrowing restrictions specified in Appendix A.

The Funds are authorised to use derivatives either for hedging or efficient portfolio management purposes or as part of their investment strategies as described in the Funds’ investment objectives. Unless stated otherwise in the

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<sup>4</sup> The Global Balanced Sustainable Fund is not available for subscription at the date of this Prospectus. The Fund may be launched at the Directors’ discretion, at which time, confirmation of the launch of the Fund will be made available at the registered office of the Company.

investment objectives of a Fund, a Fund which uses derivatives will do so for hedging and/or efficient portfolio management purposes only. Funds using derivatives will do so within the limits specified in Section 3 of Appendix A. **Investors should refer to Section 1.5 “Risk Factors” for special risk considerations applicable to derivatives. The Funds may gain exposure to eligible financial indices or reference assets which are in line with their investment objectives through one or several total return swaps (“TRS”) or similar financial derivative instruments, as further described under Appendix A.**

The Funds listed below may engage in the trading of futures, options on futures or on commodities and/or certain swaps. Although Morgan Stanley Investment Management Inc., a Sub-Adviser, is registered with the U.S. Commodity Futures Trading Commission (“CFTC”) as a commodity trading advisor (“CTA”) and is a member of the U.S. National Futures Association in such capacity, in respect of the Funds below for which it acts as sub-adviser, Morgan Stanley Investment Management Inc. relies on an exemption from registration as a CTA under CFTC Rule 4.14(a)(8) and, accordingly, will provide commodity interest trading advice to the Funds as if it were exempt from registration as a CTA. Morgan Stanley Investment Management Limited and the remaining Sub-Advisers are exempt from registration with the CFTC as a CTA under Rule 3.10(c)(3) in respect of the Funds below for which each entity acts as Investment Adviser or Sub-Adviser, as applicable.

Asia Opportunity Fund  
Breakout Nations Fund  
Counterpoint Global Fund  
Developing Opportunity Fund  
Emerging Europe, Middle East and Africa Equity Fund  
Emerging Markets Corporate Debt Fund  
Emerging Markets Debt Fund  
Emerging Markets Domestic Debt Fund  
Emerging Markets Equity Fund  
Emerging Markets Fixed Income Opportunities Fund  
European Fixed Income Opportunities Fund  
Global Active Factor Equity Fund  
Global Advantage Fund  
Global Asset Backed Securities Fund  
Global Balanced Sustainable Fund  
Global Bond Fund  
Global Buy and Hold 2020 Bond Fund  
Global Convertible Bond Fund  
Global Credit Fund  
Global Endurance Fund  
Global Fixed Income Opportunities Fund  
Global High Yield Bond Fund  
Global Infrastructure Fund  
Global Multi-Asset Income Fund  
Global Multi-Asset Opportunities Fund  
Global Opportunity Fund  
Global Permanence Fund  
Global Property Fund  
Latin American Equity Fund  
Liquid Alpha Capture Fund  
Real Assets Fund  
US Active Factor Equity Fund  
US Advantage Fund  
US Dollar Corporate Bond Fund  
US Dollar High Yield Bond Fund  
US Dollar Short Duration Bond Fund  
US Dollar Short Duration High Yield Bond Fund  
US Growth Fund  
US Insight Fund

The Funds are authorised to employ efficient portfolio management techniques within the limits specified in Section 3 of Appendix A. **The attention of investors is drawn to the fact that all Funds may from time to time use efficient portfolio management techniques such as securities lending and repurchase and reverse repurchase transactions. Investors should refer to Section 1.5 “Risk Factors” for special risk considerations applicable to efficient portfolio management techniques and derivatives.**

An investment in any of the Company’s Funds is not a deposit in a bank or other insured depository institution. Investment may not be appropriate for all investors. Each Fund is not intended to be a complete investment programme and investors should consider their investment goals and financial needs when making an investment decision about a particular Fund. An investment in the Company’s Funds is intended to be a medium or long term investment. Funds should not be used as trading vehicle.

## General information relating to the Funds

The term “limited extent” will refer to a level equal to that of 10% or less of the actually invested assets (net assets after deducting cash and cash equivalents) of each Fund. Individual Funds may impose different levels and these will be outlined in the objectives for that Fund. The investment objectives and strategies of the Funds may not exhaustively disclose all ancillary eligible investments under the 2010 Law that the Funds may hold, provided such eligible investments do not exceed 5% of the net assets of the Funds.

All Funds may hold cash, including placing cash on deposit and/or invest in cash equivalents such as money market instruments. Money market instruments include without limitation commercial paper, certificates of deposit and short term government bonds. All Funds may also invest in short-term money market funds and money market funds as defined by CESR’s Guidelines on a common definition of European money market funds dated 19 May 2010 (CESR/10-049) (Short-Term Money Market Funds and Money Market Funds). This may include investment in any sub-funds of the Morgan Stanley Liquidity Funds or any other Short-Term Money Market Funds and Money Market Funds managed by the Investment Advisers or any of the Sub-Advisers.<sup>5</sup>

The Russian Trading Stock Exchange and the Moscow Interbank Currency Exchange are the only exchanges in the Russian Federation that qualify as Recognised Exchanges within the meaning of Article 41 (1) of the 2010 Law.

The Funds may invest in China A-Shares via Stock Connect to the extent authorised under their investment objective. Investors of the relevant Funds should refer to Section 1.5 “Risk Factors” for special risk considerations applicable to investment in China A-Shares via Stock Connect.

If a currency is mentioned in brackets in the name of a Fund, such currency is the reference currency of such Fund and is used for performance measurement and accounting purposes. It may differ from the investment currency of the Fund.

There can be no guarantee that the investment objectives of the Funds will be met.

Investors should consult the key investor information document of the relevant Class of Share, for information relating to historic performance.

## EQUITY FUNDS

The various Equity Funds have the following objectives:

### Asian Equity Fund

The Asian Equity Fund’s investment objective is to seek long term capital appreciation, measured in US Dollars, through investment primarily in the equity securities of companies, for the avoidance of doubt including closed-end Real Estate Investment Trusts (REITS), domiciled in or exercising the predominant part of their economic activity in Asia, excluding Japan, thereby taking advantage of the dynamic economic growth capabilities of the region. The Fund invests in developed and emerging markets of the region, such as South Korea, Taiwan, Singapore, Malaysia, Hong Kong and Thailand but additional opportunities are also sought, whenever regulations permit, in any of the emerging markets and frontier markets in Asia.

The Fund may also invest on an ancillary basis in depositary receipts (including American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs), International Depositary Receipts (IDRs) and European Depositary Receipts (EDRs)), debt securities convertible into common shares, preference shares, debentures, participatory notes, warrants, China A-Shares via Stock Connect and to a limited extent the Fund may also invest in collective investment schemes including closed-end funds and the Company’s Funds, ETFs and securities not widely traded. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### Profile of the typical investor

In light of the Asian Equity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;

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<sup>5</sup> The Morgan Stanley Liquidity Funds (including all of its sub-funds) are not approved for distribution to non-qualified investors in Switzerland.

- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Asia Opportunity Fund**

The Asia Opportunity Fund’s investment objective is to seek long term appreciation, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depositary receipts (including American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs)), of issuers Located in Asia, excluding Japan, and China A-Shares via Stock Connect.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund’s primary investments, debt securities convertible into common shares, preference shares, warrants and other equity linked instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs which are eligible investments for UCITS under the 2010 Law.

The Investment Adviser emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the Investment Adviser seeks high quality established and emerging companies that the Investment Adviser believes are undervalued at the time of purchase. The Investment Adviser typically favours companies it believes have sustainable competitive advantages that can be monetised through growth. The investment process integrates analysis of sustainability with respect to disruptive change, financial strength, environmental and social externalities and governance (also referred to as ESG). The Investment Adviser generally considers selling a portfolio holding when it determines that the holding no longer satisfies its investment criteria.

### **Profile of the typical investor**

In light of the Asia Opportunity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Asian Property Fund**

The Asian Property Fund’s investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in equity securities of companies in the real estate industry located throughout Asia and Oceania. Companies in the real estate industry may include companies principally engaged in the development and/or ownership of income-producing property and collective investment vehicles with exposure to property such as publicly quoted property unit trusts, closed-end Real Estate Investment Trusts (REITS) and undertakings for collective investment. By investing in collective investment vehicles indirectly through the Fund, the investor will bear not only his proportionate share of the management fee of the Fund, but also indirectly, the management expenses of the underlying collective investment vehicles.

The Fund may also invest, on an ancillary basis in preference shares, debt securities convertible into common shares, China A-Shares via Stock Connect, warrants and other equity linked instruments. The Fund may invest up to 20% of its net assets in China A-Shares via Stock Connect.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Sub-Adviser may engage with company management regarding corporate governance practices as well as what the Sub-Adviser deems to be materially important environmental and/or social issues facing a company.

### **Profile of the typical investor**

In light of the Asian Property Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Breakout Nations Fund**

The Breakout Nations Fund's investment objective is to seek to maximise total return measured in US Dollars primarily through investment in Emerging and Frontier Market Countries.

"Emerging and Frontier Market Countries", for the purposes of this Fund, are those countries in the world that do not form a part of the MSCI World Index, provided that the markets of these countries are considered to be recognised exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law. To achieve its primary investment in Emerging and Frontier Market Countries, the Fund may invest in:

- equity securities of companies organised and located in Emerging and Frontier Market Countries and other equity linked instruments issued by issuers located in Developed Markets but providing exposure to Emerging and Frontier Market Countries (for example depositary receipts including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)); and
- other equity securities of companies organised and located in Developed Market countries (for the purposes of this Fund, as defined by the MSCI World Index) where the value of the company's securities will reflect principally conditions in an Emerging and Frontier Market Country, or where the principal securities trading market for such is in an Emerging and Frontier Market Country, or where at the time of purchase 50% of the company's revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in Emerging and Frontier Market Country; or
- currencies of Emerging and Frontier Market Countries.

The Fund may also invest on an ancillary basis, in Fixed Income Securities including debt securities convertible into common shares and preference shares and participatory notes, in each case to gain exposure to Emerging and Frontier Market Countries. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Fund may invest to a limited extent in units/shares of collective investment schemes, including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### **Profile of the typical investor**

In light of the Breakout Nation Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long-term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **China A-shares Fund**

The China A-shares Fund's investment objective is to provide capital appreciation over the long term measured in U.S. Dollars.

The Fund will seek to achieve its investment objective by investing primarily in China A-Shares of companies listed on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange via Stock Connect. The Fund may also invest in issuers of other countries including, but not limited to, those that are listed on the Hong Kong Exchange (including China H shares and red chips) and depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)) of issuers located in any country and referring to China companies.

For the purposes of the investment policy of the China A-shares Fund, the term "China A-Shares" means shares of companies listed on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange that are quoted in Chinese Renminbi, which may include: (i) stocks, (ii) participatory notes, (iii) preferred shares, and (iv) equity warrants.

The Fund may invest, on an ancillary basis, in equity securities that do not meet the definition of China A-Shares, which may include: (i) preference shares, (ii) debt securities convertible into common shares or preferences shares, and (iii) other equity-linked securities. The Fund may also invest, to a limited extent, in ETFs, warrants on securities and other instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

#### Profile of the typical investor

In light of the China A-shares Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Dealing Days for the China A-shares Fund

The China A-shares Fund invests primarily through Stock Connect. Dealing Days for the China A-shares Fund therefore take into account dates on which Stock Connect is closed for trading and settlement. In this Prospectus references to Dealing Day in relation to the China A-shares Fund mean any day except: (a) any other day on which commercial banks in Luxembourg, China or Hong Kong are authorized by law or executive order to close (including Saturday and Sunday), and (b) any day on which Stock Connect is closed for trading.

#### China Equity Fund

The China Equity Fund's investment objective is to seek to provide an attractive risk-adjusted annualized return, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities of companies located in China, for the avoidance of doubt, including China A-shares of companies listed on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange via Stock Connect, and in issuers of other countries including, but not limited to, those that are listed on the Hong Kong Exchange (including China H shares and red chips) and depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), where the underlying companies are located in China. The Fund may also invest, as part of its primary investment universe, in equity securities of companies domiciled in or exercising the predominant part of their economic activity in China and which are listed on any exchanges or over the counter markets (subject to Appendix A – Investment Powers and Restrictions).

For the purposes of the investment policy of the China Equity Fund, the term "China A-Shares" means shares of companies listed on the Shanghai Stock Exchange and/or the Shenzhen Stock Exchange that are quoted in Chinese Renminbi, which may include: (i) stocks, (ii) participatory notes, (iii) preferred shares, and (iv) equity warrants.

The Fund may invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund's primary investments, which may include: (i) preference shares, (ii) debt securities convertible into common shares or preference shares, and (iii) other equity-linked securities. The Fund may also invest, to a limited extent, warrants on securities and other instruments including open-ended ETFs which are eligible investments for UCITS under the 2010 Law.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The investment process takes into account information about ESG issues when making investment decisions. The Sub-Adviser focus on engaging company management around corporate governance practices as well as what we deem to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the China Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Dealing Days for the China Equity Fund

The China Equity Fund invests through Stock Connect. Dealing Days for the China Equity Fund therefore take into account dates on which Stock Connect is closed for trading and settlement. In this Prospectus references to Dealing



Day in relation to the China Equity Fund mean any day except: (a) any other day on which commercial banks in Luxembourg, China or Hong Kong are authorized by law or executive order to close (including Saturday and Sunday), and (b) any day on which Stock Connect is closed for trading.

### **Counterpoint Global Fund**

The Counterpoint Global Fund's investment objective is to seek long term appreciation, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in the equity securities, including depositary receipts (including ADRs and GDRs), of established and emerging companies Located throughout the world, with capitalisations within the range of companies include in the MSCI All Country World Index.

#### *Investment process*

The investment team has a long track record in the management of different investment strategies. The portfolio managers within the team will collaborate on an ongoing basis and will allocate and rebalance the Fund's assets across each manager's underlying and independently managed investment strategies on an opportunistic basis given current market conditions. The Fund may invest outside of these underlying and independently managed investment strategies to the extent such investments fit within the permissible investment universe of the Fund.

The investment team emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the investment team seeks to invest in companies with strong name recognition and sustainable competitive advantages. The investment team typically favours companies with rising returns on invested capital, above-average business visibility, strong free cash flow generation and an attractive risk/reward.

The Investment Adviser and Sub-Advisers generally consider selling a portfolio holding when they determine that the holding no longer satisfies their investment criteria.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis, in debt securities convertible into common shares, preference shares, China A-Shares via Stock Connect, warrants on securities, cash and cash equivalents and other equity linked securities. The Fund will not invest more than 15% of its net asset value in China A-Shares via Stock Connect. The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

#### *Profile of the typical investor*

In light of the Counterpoint Global Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Developing Opportunity Fund**

The Developing Opportunity Fund's investment objective is to seek long term appreciation, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities of issuers Located in developing markets with capitalizations within the range of companies in the MSCI Emerging Markets Net Index including depositary receipts (including American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs)) and China A-Shares via Stock Connect.

Under normal market conditions, the Fund's assets will be invested primarily in equity securities of issuers Located in developing or emerging market countries. A country may be considered a developing or emerging market based

on classification in the MSCI Emerging Markets Net Index or similar classification as a developing economy by an organization such as the International Monetary Fund, the United Nations, or the World Bank. For the purpose of this Fund, “developing markets,” “developing market countries,” “emerging markets” and “emerging market countries” and similar terms are used interchangeably but refer to the same underlying markets and countries.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund’s primary investments, debt securities convertible into common shares, preference shares, warrants and other equity linked instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs which are eligible investments for UCITS under the 2010 Law.

The Investment Adviser emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the Investment Adviser seeks high quality companies that the Investment Adviser believes are undervalued at the time of purchase. The Investment Adviser typically favours companies it believes have sustainable competitive advantages that can be monetised through growth. The investment process integrates analysis of sustainability with respect to disruptive change, financial strength, environmental and social externalities and governance (also referred to as ESG). The Investment Adviser generally considers selling a portfolio holding when it determines that the holding no longer satisfies its investment criteria.

#### Profile of the typical investor

In light of the Developing Opportunity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **Emerging Europe, Middle East and Africa Equity Fund**

The Emerging Europe, Middle East and Africa Equity Fund’s investment objective is to seek long term capital appreciation, measured in Euro, by investing primarily in equity securities of issuers in Central, Eastern and Southern Europe, the Middle East and Africa. The Fund may also invest on an ancillary basis in debt securities convertible into common shares and other equity linked investments of such issuers as well as in equity, equity-linked and Fixed Income Securities of issuers in the Central Asian states of the former Soviet Union. For the avoidance of doubt, investment in equity securities of issuers in the Russian Federation shall be deemed to be investments in the equity securities of issuers in Central, Eastern and Southern Europe. The markets of countries invested in must be recognised exchanges (“Recognised Exchanges”) within the meaning of Article 41 (1) of the 2010 Law. Investments in securities listed on exchanges which are not Recognised Exchanges shall be treated as investments in non-listed securities (subject to Appendix A – Investment Powers and Restrictions) until such time as such exchanges are deemed to be Recognised Exchanges.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Emerging Europe, Middle East and Africa Equity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **Emerging Leaders Equity Fund**

The Emerging Leaders Equity Fund’s investment objective is to seek long term capital appreciation, measured in US Dollars, through investment primarily in a concentrated portfolio of equity securities in emerging and frontier countries. Such countries include Argentina, Bahrain, Bangladesh, Botswana, Brazil, Bulgaria, Chile, China, Colombia, Croatia, the Czech Republic, Estonia, Greece, Hungary, India, Indonesia, Jamaica, Jordan, Kazakhstan, Kenya, Lebanon, Lithuania, Malaysia, Mauritius, Mexico, Nigeria, Oman, Pakistan, Peru, the Philippines, Poland, Portugal, Qatar, Romania, the Russian Federation, Serbia, Slovenia, South Africa, South Korea, Sri Lanka, Taiwan,

Thailand, Tunisia, Turkey, Ukraine, United Arab Emirates, Venezuela, Vietnam and Zimbabwe, provided that the markets of these countries are considered to be regulated exchanges (“Recognised Exchanges”) within the meaning of Article 41(1) of the 2010 Law. As markets in other countries develop, the Fund expects to expand and further diversify the emerging and frontier markets in which it invests. Investments in securities listed on exchanges which are not Recognised Exchanges shall be treated as investments in securities that do not comply with article 41 (1) of the 2010 Law (see Appendix A – Investment Powers and Restrictions) until such time as such exchanges are deemed to be Recognised Exchanges. The Fund may invest in the equity securities (including American Depositary Receipts) of companies organised and located in countries other than an emerging or frontier market where the value of the company’s securities will reflect principally conditions in an emerging or frontier country, or where the principal securities trading market for which is in an emerging or frontier country, or where 35% of the company’s revenue, sales, EBITDA or profit before tax is derived from either goods produced, sales made or services performed in emerging or frontier countries. The Fund may invest in participatory notes that may be used to gain exposure to securities and markets which may not be efficiently accessed through direct investment. Exposure to participatory notes will not exceed 45% of the actually invested assets (gross assets after deducting cash and cash equivalents).

The investment process takes into account information about ESG issues when making investment decisions. We focus on engaging company management around corporate governance practices as well as what we deem to be materially important environmental and/or social issues facing a company. The investment process excludes investments in tobacco companies.

On an ancillary basis the Fund may invest in cash, debt securities convertible into common shares, preference shares, warrants and other equity linked instruments, China A-Shares via Stock Connect and, for the purpose of efficient portfolio management (including hedging), exchange traded and over-the-counter options, futures and other derivatives. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The fund will limit the use of derivatives to efficient portfolio management and for hedging purposes only.

#### Profile of the typical investor

In light of the Emerging Leaders Equity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### Emerging Markets Equity Fund

The Emerging Markets Equity Fund’s investment objective is to seek to maximise total return, measured in US Dollars, through investment primarily in emerging market country equity securities. The Fund will principally invest in those emerging market countries in which the Company believes that economies are developing strongly and in which the markets are becoming more sophisticated. “Emerging Market” countries, for the purposes of this Fund, are as defined by the MSCI Emerging Market Index, provided that the markets of these countries are considered to be recognised exchanges (“Recognised Exchanges”) within the meaning of Article 41(1) of the 2010 Law. To achieve its principal investment in Emerging Market countries, the Fund may invest in the securities of companies organised and located in Emerging Market countries and may also invest in the securities of companies organised and located in Developed Market countries (for the purposes of this Fund, as defined by MSCI World) where the value of the company’s securities will reflect principally conditions in an emerging country, or where the principal securities trading market for which is in an emerging country, or where at the time of purchase 50% of the company’s revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in emerging countries, or in other equity linked instruments located in Developed Markets but providing exposure to Emerging Markets (for example depositary receipts) (“EM Exposed Securities”).

The Fund may invest on an ancillary basis in eligible Frontier Markets equity (meaning those countries that are neither Developed Markets nor Emerging Markets as such terms are defined above for this Fund). The Fund may also invest on an ancillary basis in units/shares of other collective investment schemes, including the Company’s Funds as well as in closed-end funds, China A-Shares via Stock Connect, Fixed Income Securities, debt securities convertible into common shares, preference shares, participatory notes and warrants, in each case to gain exposure to Emerging Markets or Frontier Markets. The Fund may also invest up to 10% of its net assets in China A-Shares via Stock Connect. For temporary defensive purposes, during periods in which the Company believes changes in economic, financial or political conditions make it advisable, the Fund may reduce its holdings in emerging country equity securities to below 50% of the Fund’s assets and invest in equity securities in Developed Market countries (whether EM Exposed Securities or not) or in Fixed Income Securities (whether providing exposure to Emerging Markets or Developed Markets).

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

## Profile of the typical investor

In light of the Emerging Markets Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Europe Opportunity Fund

The Europe Opportunity Fund's investment objective is to seek long term capital growth, measured in Euro.

The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depository receipts (American Depository Receipts (ADRs) and European Depository Receipts (EDRs)), of companies Located in Europe.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund's primary investments, debt securities convertible into common shares, preference shares, warrants and other equity linked instruments. The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

The Investment Adviser expects to hold a concentrated portfolio of transferable securities. The Investment Adviser will identify investments in equity securities that it considers to have prominent positions in their field based on stock specific research and fundamental market factors.

## Profile of the typical investor

In light of the Europe Opportunity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## European Property Fund

The European Property Fund's investment objective is to seek long term capital appreciation, measured in Euro, by investing primarily in equity securities of companies in the European real estate industry. Companies in the real estate industry may include property development companies, companies principally engaged in the development and/or ownership of income-producing property and collective investment vehicles with exposure to property such as publicly quoted property unit trusts, closed-end Real Estate Investment Trusts (REITS) and undertakings for collective investment.

By investing in collective investment vehicles indirectly through the Fund, the investor will bear not only his proportionate share of the management fee of the Fund, but also indirectly, the management expenses of the underlying collective investment vehicles. The Fund may also invest, on an ancillary basis, in preference shares, debt securities convertible into common shares, warrants and other equity linked instruments.

The investment process may consider information about environmental, social and governance issues (also referred to as ESG) in its bottom-up stock selection process when making investment decisions. The Investment Adviser may engage with company management regarding corporate governance practices as well as what the Investment Adviser deems to be materially important environmental and/or social issues facing a company.

## Profile of the typical investor

In light of the European Property Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Emerging Markets Small Cap Equity Fund

The Emerging Markets Small Cap Equity Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, through investment primarily in a portfolio of small cap equity securities in emerging market countries, including frontier market countries. Emerging and frontier markets are defined by reference to the country classifications published by MSCI and/or FTSE Russell. As markets in other countries develop, the Fund expects to expand and further diversify the emerging and frontier markets in which it invests. Investments in securities listed on exchanges which are not considered to be regulated exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law shall be treated as investments in securities that do not comply with article 41 (1) of the 2010 Law (see Appendix A – Investment Powers and Restrictions) until such time as such exchanges are deemed to be Recognised Exchanges.

The Fund may invest in the equity securities (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)) of companies organised and located in countries other than an emerging or frontier market where the value of the companies' securities reflect a broad exposure to emerging and frontier markets or where the company operates a subsidiary in such countries. For the purpose of the Fund's investments, a company will be treated as operating in an emerging or frontier market if the company (i) is organized under the laws of, or has its principal offices located in an emerging or frontier market country; or (ii) its securities are listed, quoted or traded (as their principal securities trading market) or intended to be listed, quoted or traded on a securities exchange located in an emerging or frontier market country; or (iii) at least 35% of the company's revenue is derived from either goods produced, sales made or services performed in one or more emerging or frontier market countries. The Fund may invest in derivatives including swaps, forwards, options, participatory notes, warrants and other derivatives as part of its primary investment universe. Such indirect exposure will not exceed 50% of the net assets of the Fund.

On an ancillary basis the Fund may invest in equity securities that do not fall within the Fund's primary investment universe, Fixed Income Securities, collective investment schemes including the Company's Funds, ETFs, China A-Shares via Stock Connect, cash and cash equivalents. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The investment process takes into account information about ESG issues when making investment decisions. The Sub-Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company. The investment process excludes investments in tobacco companies.

### Profile of the typical investor

In light of the Emerging Markets Small Cap Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Global Active Factor Equity Fund

The Global Active Factor Equity Fund's investment objective is to seek long-term capital appreciation, measured in USD. The Fund invests primarily in equity securities issued by mid to large capitalisation companies, including depositary receipts (such as American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)) and closed-end Real Estate Investment Trusts (REITS), issued by companies worldwide.

The investment process uses a combination of quantitative models, to assess market drivers, and fundamental research of individual stocks to identify companies with attractive valuations, above-average appreciation potential and competitive dividend yields.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the above requirements, debt securities convertible into common shares, preference shares, cash and cash equivalents, warrants and other equity linked instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

### Profile of the typical investor

In light of the Global Active Factor Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";

- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Global Advantage Fund**

The Global Advantage Fund’s investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in securities issued by companies on a global basis. Under normal market conditions, the Fund’s investment objective will be pursued by investing primarily in equity securities of established large-capitalization companies. The investment process will emphasize a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities for investment will be driven by a search for large-capitalization companies with strong name recognition and sustainable competitive advantages, typically favouring companies with rising returns on invested capital, above average business visibility, strong current period free cash flow generation and attractive risk/reward. Fundamental research drives the investment process. Company developments, including business strategy and financial results, will be studied on an ongoing basis. Portfolio holdings will generally be considered for divestment when the Investment Adviser determines that the holding no longer satisfies the Fund’s investment criteria.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also be invested, on an ancillary basis, in equities of companies not meeting the above requirements, debt securities convertible into common shares, China A-Shares via Stock Connect, depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), preference shares, warrants on securities, cash and cash equivalents and other equity linked securities. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

### **Profile of the typical investor**

In light of the Global Advantage Fund’s investment objective, it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Global Brands Fund**

The Global Brands Fund’s investment objective is to seek an attractive long term rate of return, measured in US Dollars, through investment primarily in equity securities of companies in the world’s developed countries. The Fund will invest in a concentrated portfolio of companies whose success the Company believes depends on intangible assets (for example, but not limited to, brand names, copyrights or methods of distribution) underpinning a strong business franchise.

The Fund may also invest, on an ancillary basis in preference shares, debt securities convertible into common shares or preference shares, warrants on securities and other equity linked securities to gain exposure to companies in developed and emerging markets, as well as equity securities of emerging market companies and China A-Shares via Stock Connect. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The investment process focuses on the sustainability and direction of a company’s long term returns on capital. ESG considerations are a fundamental and integrated part of this process, as the Investment Adviser believes material weaknesses in any of the ESG areas can potentially threaten the long term sustainability of a company’s returns.

The Fund will limit the use of derivatives to hedging purposes only.

### **Profile of the typical investor**

In light of the Global Brands Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;

- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

### **Global Brands Equity Income Fund**

The Global Brands Equity Income Fund’s investment objective is to provide a regular income stream and long-term capital growth.

The Fund seeks to achieve its investment objective by investing primarily in high quality steady dividend yield distributing equity securities of issuers located in the world’s developed markets.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in equity securities of issuers Located in emerging markets, including China A-Shares via Stock Connect, and in preference shares, debt securities convertible into common shares or preference shares, warrants on securities and other equity linked securities to gain exposure to issuers Located in developed and emerging markets. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Fund will invest in a concentrated portfolio of companies whose success the Investment Adviser believes depends on intangible assets (for example, but not limited to, brand names, copyrights, or methods of distribution) underpinning a strong business franchise.

The investment process focuses on the sustainability and direction of a company’s long term returns on capital. ESG considerations are a fundamental and integrated part of this process, as the Investment Adviser believes material weaknesses in any of the ESG areas can potentially threaten the long term sustainability of a company’s returns.

The Fund will enter into financial derivative instruments with Morgan Stanley International Plc to enhance the level of income earned. This strategy is expected to include taking exposure via one or more swaps (the “Swaps”) to options on equity securities and/or to indices. This is expected to increase the amount of income earned, through receipt of the premiums received for writing the underlying options. However, in a rising market, the risk of capital losses on the Swaps resulting from the exercise of the options may be mitigated by the growth in the value of the underlying assets.

#### **Profile of the typical investor**

In light of the Global Brands Equity Income Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

### **Global Endurance Fund**

The Global Endurance Fund’s investment objective is to seek long-term capital appreciation, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), of established and emerging companies located throughout the world, with capitalizations within the range of companies included in the MSCI All Country World Index.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund’s primary investments, debt securities convertible into common shares, preference shares, China A-Shares via Stock Connect, warrants and other equity linked instruments. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The investment process will emphasize a bottom up stock selection process seeking attractive investments on an individual company basis. In selecting securities for investment, the Sub-Adviser seeks to invest in companies with sustainable competitive advantages. The Sub-Adviser typically favours companies with rising returns on invested capital, above-average business visibility, strong free cash flow generation and an attractive risk/reward. Fundamental research drives the investment decision making process. The Sub Adviser studies on an ongoing basis company developments, including business strategy and financial results.

The Fund will make long-term investments in companies globally that the Sub-Adviser believes have the most durable long-term competitive advantages.

The Fund may also invest in more moderate growth companies, companies with lower earnings volatility and/or ones with some cyclical in their end markets. The Sub-Adviser generally considers selling a Fund holding when it determines that the holding no longer satisfies its investment criteria.

#### Profile of the typical investor

In light of the Global Endurance Fund's investment objective, it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Global Infrastructure Fund**

The Global Infrastructure Fund's investment objective is to seek to provide long term capital appreciation, measured in US Dollars, by investing primarily in equity securities issued by companies, for the avoidance of doubt including closed-end Real Estate Investment Trusts (REITS), located throughout the world that are engaged in the infrastructure business. Companies in the infrastructure business may be involved in, among other areas, the transmission and distribution of electric energy; the storage, transportation and distribution of natural resources, such as natural gas, used to produce energy; the building, operation and maintenance of highways, toll roads, tunnels, bridges and parking lots; the building, operation and maintenance of airports and ports, railroads and mass transit systems; telecommunications; water treatment and distribution; and other emerging infrastructure sectors.

The Fund may also invest on an ancillary basis in preference shares, debt securities convertible into common shares, warrants and other equity linked instruments issued by any corporations engaged in infrastructure related business.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Sub-Advisers may engage with company management regarding corporate governance practices as well as what the Sub-Advisers deem to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Global Infrastructure Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Global Infrastructure Unconstrained Fund**

The Global Infrastructure Unconstrained Fund's investment objective is to seek to provide an attractive annualized return, measured in US Dollars, by investing in an index-agnostic manner primarily in equity securities issued by companies, for the avoidance of doubt including closed-end Real Estate Investment Trusts (REITS), located throughout the world, including in both developed markets and emerging markets, that are engaged in the infrastructure business. While diversification is a significant consideration in constructing and managing the Fund, there is no regional, country, sector or market capitalization bias in the security selection process. Companies in the infrastructure business may be involved in, among other areas, the transmission and distribution of electric energy; the storage, transportation and distribution of natural resources, such as natural gas, used to produce energy; the building, operation and maintenance of highways, toll roads, tunnels, bridges and parking lots; the building, operation and maintenance of airports and ports, railroads and mass transit systems; telecommunications; water treatment and distribution; renewable power generation; and other emerging infrastructure sectors. In accordance with Appendix A "Investment Powers and Restrictions" non-US Dollar currency exposure may be partially or fully hedged back to US Dollars.

The Fund may also invest on an ancillary basis in preference shares, Fixed Income Securities, warrants and other equity linked instruments issued by any corporations engaged in infrastructure related business.

The Fund will not invest more than 10% of its assets in other collective investment vehicles.



The Fund will not invest in asset backed securities, mortgage backed securities or Contingent Convertible Instruments.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Sub-Advisers may engage with company management regarding corporate governance practices as well as what the Sub-Advisers deem to be materially important environmental and/or social issues facing a company.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

#### Profile of the typical investor

In light of the Global Infrastructure Unconstrained Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Global Opportunity Fund

The Global Opportunity Fund's investment objective is to seek long term appreciation, measured in US Dollars. The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), of issuers Located in any country.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis, in debt securities convertible into common shares, preference shares, China A-Shares via Stock Connect, warrants on securities, cash and cash equivalents and other equity linked securities. The Fund may invest up to 20% of its net assets in China A-Shares via Stock Connect.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

The Investment Adviser emphasises a bottom-up stock selection process, seeking attractive investments on an individual company basis. In selecting securities for investment, the Investment Adviser seeks high quality established and emerging companies that the Investment Adviser believes are undervalued at the time of purchase. The Investment Adviser typically favours companies it believes have sustainable competitive advantages that can be monetised through growth. The investment process integrates analysis of sustainability with respect to disruptive change, financial strength, environmental and social externalities and governance (also referred to as ESG). The Investment Adviser generally considers selling a portfolio holding when it determines that the holding no longer satisfies its investment criteria.

#### Profile of the typical investor

In light of the Global Opportunity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Global Permanence Fund

The Global Permanence Fund's investment objective is to seek long-term capital appreciation, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), of established companies located throughout the world, with capitalizations within the range of companies included in the MSCI All Country World Index.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the criteria of the Fund's primary investments, debt securities convertible into common shares, preference shares, China A-Shares via Stock Connect, warrants and other equity linked instruments. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The investment process will emphasize a bottom up stock selection process seeking attractive investments on an individual company basis. In selecting securities for investment, the Sub-Adviser seeks to invest in companies with sustainable competitive advantages. The Sub-Adviser typically favours companies with rising returns on invested capital, above-average business visibility, strong free cash flow generation and an attractive risk/reward. Fundamental research drives the investment decision making process. The Sub-Adviser studies on an ongoing basis company developments, including business strategy and financial results.

The Fund will make long-term investments in companies globally that the Sub-Adviser believes have the most durable long-term competitive advantages. The Fund may also invest in more moderate growth companies, companies with lower earnings volatility and/or ones with some cyclicalities in their end markets.

The Sub-Adviser generally considers selling a Fund holding when it determines that the holding no longer satisfies its investment criteria.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

#### Profile of the typical investor

In light of the Global Permanence Funds' investment objective, it may be appropriate for investors who;

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Global Property Fund**

The Global Property Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, primarily through investment in the equity securities of companies in the real estate industry located throughout the world. Companies in the real estate industry may include companies principally engaged in the development and/or ownership of income-producing property and collective investment vehicles with exposure to property such as publicly quoted property unit trusts, closed-end Real Estate Investment Trusts (REITs) and undertakings for collective investment. By investing in collective investment vehicles indirectly through the Fund, the investor will bear not only his proportionate share of the management fee of the Fund, but also indirectly, the management expenses of the underlying collective investment vehicles. The Fund may also invest on an ancillary basis in preference shares, debt securities convertible into common shares, warrants and other equity linked instruments.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Investment Adviser and Sub-Advisers may engage with company management regarding corporate governance practices as well as what the Investment Adviser and Sub-Advisers deem to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Global Property Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **Global Property Unconstrained Fund**

The Global Property Unconstrained Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, by investing in an index-agnostic manner primarily in equity securities of companies in the real estate industry that may offer the highest total expected returns on a risk-adjusted basis worldwide, including in both developed markets and emerging markets. While diversification is a significant consideration in constructing and managing the Fund, there is no regional, country, sector or market capitalization bias in the security selection process. Companies in the real estate industry may include companies principally engaged in the development and/or ownership of income-producing property and collective investment vehicles with exposure to property, such as publicly quoted property unit trusts, closed-end Real Estate Investment Trusts (REITS) and undertakings for collective investment. By investing in collective investment vehicles indirectly through the Fund, the investor will bear not only his proportionate share of the management fee of the Fund, but also indirectly, the management expenses of the underlying collective investment vehicles. The Fund may also invest on an ancillary basis in preference shares, debt securities convertible into common shares, warrants and other equity linked instruments. In accordance with Appendix A "Investment Powers and Restrictions" non-US Dollar currency exposure may be partially or fully hedged back to US Dollars.

The Fund will not invest more than 10% of its assets in other collective investment vehicles.

The Fund will not invest in asset backed securities, mortgage backed securities or Contingent Convertible Instruments.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Investment Adviser and Sub-Advisers may engage with company management regarding corporate governance practices as well as what the Investment Adviser and Sub-Advisers deem to be materially important environmental and/or social issues facing a company.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

### **Profile of the typical investor**

In light of the Global Property Unconstrained Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **Global Quality Fund**

The Global Quality Fund's investment objective is to seek an attractive long term rate of return, measured in US Dollars, through investment principally in equity securities of companies in the world's developed countries. The strategy will invest in a concentrated portfolio of high quality businesses with strong managements that can sustain high cross-cycle returns on capital. The Investment Adviser believes that long term returns can best be achieved through compounding and downside protection and that high quality companies can generate superior returns for their owners over the long term. The search for high quality companies will focus on identifying companies with dominant market positions, typically underpinned by hard to replicate intangible assets. Characteristics include resilient revenue streams, pricing power, typically low capital intensity and the opportunity for organic growth. The Investment Adviser aims to buy these stocks at attractive valuations relative to their cash-flow based fundamental values.

The investment process focuses on the sustainability and direction of a company's long term returns on capital. ESG considerations are a fundamental and integrated part of this process, as the Investment Adviser believes material weaknesses in any of the ESG areas can potentially threaten the long term sustainability of a company's returns.

The Fund may also invest, on an ancillary basis, in equity securities of companies located in emerging markets, including China A-Shares via Stock Connect, in preference shares, debt securities convertible into common shares or preference shares, warrants on securities and other equity linked securities. The Fund will limit the use of derivatives to hedging purposes only. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

### **Profile of the typical investor**

In light of the Global Quality Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;

- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## Global Sustain Fund

The Global Sustain Fund’s investment objective is to seek an attractive long-term rate of return, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in equity securities, including depositary receipts, of issuers located in any jurisdiction.

The Fund may, on an ancillary basis, invest in equity securities of companies located in emerging markets, including China A-Shares via Stock Connect, in preference shares, debt securities convertible into common shares or preference shares, warrants on securities and other equity linked securities.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

### Investment restrictions

- Investments shall not knowingly include any company whose core business activity involves the following.
  - a) Tobacco;
  - b) Alcohol;
  - c) Adult Entertainment;
  - d) Gambling;
  - e) Gas and electric utilities;
  - f) Bulk commodities (including but not limited to fossil fuels such as oil, gas and coal as well as metals and mining);
  - g) Civilian Firearms; or
  - h) Weapons

For the purposes of this investment restriction, a “core business activity” is one that accounts for more than 10% of the relevant company’s revenue.

- The Fund will not invest in any company that has been excluded from the MSCI World ex Controversial Weapons Index due to its involvement with controversial weapons, as defined by that index.
- The Fund may invest no more than 10% of its net assets in China A-Shares via Stock Connect.

Investments that are held by the Fund but become restricted under either the first or second bullet point above after they are acquired for the Fund will be sold. Such sales will take place over a time period to be determined by the Investment Adviser, taking into account the best interests of the Shareholders of the Fund.

### Investment process

The Investment Adviser seeks to invest in a concentrated portfolio of high quality, dominant franchises characterised by sustainable and high returns on operating capital, powerful intangible assets including brands, networks, licences and patents, and pricing power. The Investment Adviser seeks to identify capable management teams able to allocate capital effectively to grow the franchise and sustain and/or improve the return on operating capital.

As an essential and integrated part of the investment process, the Investment Adviser seeks to engage with management teams to assess relevant factors material to long term sustainable returns including ESG factors.

### Profile of the typical investor

In light of the Global Sustain Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **Indian Equity Fund**

The Indian Equity Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, by investment, directly or indirectly, primarily in the equity securities of companies domiciled or exercising the predominant part of their economic activity in India. The Fund, either directly or indirectly, may also invest, on an ancillary basis, in companies listed on Indian stock exchanges which may not be domiciled or exercising the predominant part of their economic activity in India, in depositary receipts (including American Depositary Receipts (ADRs), Global Depositary Receipts (GDRs) and European Depositary Receipts (EDRs)), debt securities convertible into common shares, preference shares, debentures, warrants on securities and other equity linked securities, including participatory notes. The Fund, either directly or indirectly, will invest in a concentrated portfolio of companies.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser focuses on engaging company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### **Profile of the typical investor**

In light of the Indian Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Dealing Days for the Indian Equity Fund**

Dealing days for the Indian Equity Fund take into account dates on which the Bombay Stock Exchange (BSE) and the National Stock Exchange of India (NSE) are closed for trading and settlement. In this Prospectus references to Dealing Day in relation to the Indian Equity Fund mean any day except: (a) any other day on which commercial banks in Luxembourg or India are authorized by law or executive order to close (including Saturday and Sunday), and (b) any day on which the BSE and NSE are closed for trading.

## **International Equity (ex US) Fund**

The International Equity (ex US) Fund's investment objective is to seek an attractive long term rate of return, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing principally in equity securities, including depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), of companies located in the world's developed countries excluding the United States of America. The Fund will invest in a diversified portfolio of companies using in-depth bottom-up fundamental company research. The investment process relies on a disciplined, value-oriented approach to identify companies with capable management, dominant market positions, have the potential to generate stable, consistent returns. The Investment Adviser aims to buy these companies at attractive valuations relative to their cash-flow based fundamental values.

The investment process focuses on the sustainability and direction of a company's long term returns on capital. ESG considerations are a fundamental and integrated part of this process, as the Investment Adviser believes material weaknesses in any of the ESG areas can potentially threaten the long term sustainability of a company's returns.

The Fund may also invest, on an ancillary basis, in equity securities of companies located in emerging markets, including in China A-Shares via Stock Connect; or, as a result of a corporate action, located in the United States of America, in preference shares, debt securities convertible into common shares or preference shares, warrants on securities and other equity linked securities. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Fund will limit the use of derivatives to currency forwards for hedging purposes only.

### **Profile of the typical investor**

In light of the International Equity (ex US) Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Japanese Equity Fund

The Japanese Equity Fund's investment objective is to seek long term capital appreciation, measured in Yen, through investment primarily in the equity securities of companies domiciled in or exercising the predominant part of their economic activity in Japan and which are listed on any exchanges or over the counter markets (subject to Appendix A – Investment Powers and Restrictions). The Fund may also invest, on an ancillary basis, in debt securities convertible into common shares, warrants and other equity linked instruments.

### Profile of the typical investor

In light of the Japanese Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### Dealing days for the Japanese Equity Fund

Dealing days for the Japanese Equity Fund take into account dates (i) on which Japan Exchange Group markets are closed for trading and settlement or (ii) the Directors, in consultation with the Investment Adviser, have determined in their absolute discretion. In this Prospectus references to Dealing Day in relation to the Japanese Equity Fund mean any day except: (a) any other day the Directors, in consultation with the Investment Adviser, have determined in their absolute discretion, and (b) any day on which Japan Exchange Group markets and commercial banks in Luxembourg or Japan are authorized by law or executive order to close (including Saturday and Sunday) are closed for trading. The list of expected "non-dealing days" will be available on the Company's website ([www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com)) and will be updated in advance, at least semi-annually. However, the list may be further updated from time to time in the presence of exceptional circumstances where the Directors believe that it is in the best interests of the Shareholders of the Fund.

## Latin American Equity Fund

The Latin American Equity Fund's investment objective is to seek to maximise total return, measured in US Dollars, through investment primarily in the equity and equity related securities of companies incorporated or exercising the predominant part of their economic activity in Latin American countries.

Such Latin American countries include Argentina, Bolivia, Brazil, Chile, Colombia, Costa Rica, Dominican Republic, Ecuador, El Salvador, Guatemala, Honduras, Mexico, Nicaragua, Panama, Paraguay, Peru, Uruguay and Venezuela provided that the markets in these countries are considered to be recognised exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law. As markets in other countries develop, the Fund expects to expand and further diversify the Latin American markets in which it invests. From time to time, the Fund's investments may be concentrated in a limited number of countries. Investments in securities listed on exchanges which are not Recognised Exchanges shall be treated as investments in non-listed securities (see Appendix A – Investment Powers and Restrictions) until such time as such exchanges are deemed to be Recognised Exchanges.

As part of its primary investment universe, the Fund may also invest in preference shares, warrants and other equity linked instruments, including depositary receipts (such as American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), and debt securities convertible into common shares of companies incorporated or exercising the predominant part of their economic activity in Latin American countries.

Financial derivative instruments may be used for efficient portfolio management (in accordance with the investment powers and restrictions set out in Appendix A), in order to gain exposure to certain markets at a lower cost or to reduce risk. The Fund does not invest extensively or primarily in financial derivatives instruments for investment purposes.

On an ancillary basis, the Fund may invest in the securities of companies organised and located in countries other than the Latin American countries where the value of the company's securities will reflect principally conditions in a Latin American country or where the principal securities trading market is in a Latin American country, or where 50% of the company's revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in Latin American countries.

The investment process takes into account information about ESG issues when making investment decisions. We focus on engaging company management around corporate governance practices as well as what we deem to be materially important environmental and/or social issues facing a company.

### Profile of the typical investor

In light of the Latin American Equity Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;

- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **US Active Factor Equity Fund**

The US Active Factor Equity Fund’s investment objective is to seek long-term capital appreciation, measured in US Dollars. The Fund invests primarily in equity securities issued by mid to large capitalization companies, including depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)) and closed-end Real Estate Investment Trusts (REITs), issued by companies Located in the United States of America.

The investment process uses a combination of quantitative models, to assess market drivers, and fundamental research of individual stocks to identify companies with attractive valuations, above-average appreciation potential and competitive dividend yields.

The Fund may also invest, on an ancillary basis, in equity securities not meeting the above requirements, debt securities convertible into common shares, preference shares, cash and cash equivalents, warrants and other equity linked instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

### **Profile of the typical investor**

In light of the US Active Factor Equity Fund’s investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **US Advantage Fund**

The US Advantage Fund’s investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in securities issued by US companies and on an ancillary basis in securities issued by companies that are not from the US. An issuer may be considered to be from a particular country (including the US) or geographic region if (i) its principal securities trading market is in that country or geographic region; (ii) alone or on a consolidated basis it derives 50% or more of its annual revenue from goods produced, sales made or services performed in that country or geographic region; or (iii) it is organized under the laws of, or has a principal office in, that country or geographic region. By applying these tests, it is possible that a particular issuer could be deemed to be from more than one country or geographic region. Under normal market conditions, the Fund’s investment objective will be pursued by investing primarily in equity securities of established large-capitalization companies. The investment process will emphasize a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities for investment will be driven by a search for large-capitalization companies with strong name recognition and sustainable competitive advantages, typically favouring companies with rising returns on invested capital, above average business visibility, strong current period free cash flow generation and attractive risk/reward. Fundamental research drives the investment process. Company developments, including business strategy and financial results, will be studied on an ongoing basis. Portfolio holdings will generally be considered for divestment when the Investment Adviser determines that the holding no longer satisfies the Fund’s investment criteria.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also be invested, on an ancillary basis, in equities of companies not meeting the above requirements, debt securities convertible into common shares, depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), preference shares, warrants on securities, China A-Shares via Stock Connect, cash and cash equivalents and other equity linked securities. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value

creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

#### Profile of the typical investor

In light of the US Advantage Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### US Growth Fund

The US Growth Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in securities issued by US companies and on an ancillary basis in securities issued by companies that are not from the US. An issuer may be considered to be from a particular country (including the US) or geographic region if (i) its principal securities trading market is in that country or geographic region; (ii) alone or on a consolidated basis it derives 50% or more of its annual revenue from goods produced, sales made or services performed in that country or geographic region; or (iii) it is organized under the laws of, or has a principal office in, that country or geographic region. By applying these tests, it is possible that a particular issuer could be deemed to be from more than one country or geographic region. Under normal market conditions, the Fund's investment objective will be pursued by investing primarily in equity securities of high quality growth oriented companies. The investment process will emphasize a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities will be driven by a search for high quality companies that are believed to have sustainable competitive advantages and the ability to redeploy capital at high rates of return. Companies with rising returns on invested capital, above average business visibility, strong free cash flow generation and an attractive risk/reward profile, will typically be favoured. Individual security selection will be emphasized. Portfolio holdings will generally be considered for divestment when the Investment Adviser determines that the company no longer satisfies the Fund's investment criteria.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis, in equities of companies not meeting the above requirements, debt securities convertible into common shares, depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), preference shares, warrants on securities, China A-Shares via Stock Connect, cash and cash equivalents and other equity linked securities. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

#### Profile of the typical investor

In light of the US Growth Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### US Insight Fund

The US Insight Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in securities issued by US companies and on an ancillary basis in securities issued by companies that are not from the US. An issuer may be considered to be from a particular country (including the US) or geographic region if (i) its principal securities trading market is in that country or geographic region; (ii) alone or on a consolidated basis it derives 50% or more of its annual revenue from goods produced, sales made or services performed in that country or geographic region; or (iii) it is organized under the laws of, or has a principal office in, that country or geographic region. By applying these tests, it is possible that a particular issuer could be deemed to be from more than one country or geographic region.



Under normal market conditions, the Fund's investment objective will be pursued by investing primarily in equity securities of established and emerging companies. The investment process will emphasize a bottom-up stock selection process, seeking attractive investments on an individual company basis. The selection of securities will be driven by a search for high quality companies that are believed to have sustainable competitive advantages and the ability to redeploy capital at high rates of return. Companies with rising returns on invested capital, above average business visibility, strong free cash flow generation and an attractive risk/reward profile, will typically be favoured. Individual security selection will be emphasized. Portfolio holdings will generally be considered for divestment when the Investment Adviser determines that the company no longer satisfies the Fund's investment criteria.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis, in equities of companies not meeting the above requirements, debt securities convertible into common shares, depositary receipts (including American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), preference shares, warrants on securities, China A-Shares via Stock Connect, cash and cash equivalents and other equity linked securities. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Sub-Adviser actively integrates sustainability into the investment process by using ESG factors as a lens for additional fundamental research, which can contribute to investment decision-making. The Sub-Adviser conducts research to examine how environmental and social initiatives within companies can drive enterprise value by creating growth opportunities, reducing risk, driving profitability, strengthening durable competitive advantages and/or aligning with secular growth trends. Other aspects of the investment process include a proprietary, systematic evaluation of governance policies, specifically focusing on compensation alignment on long-term value creation. The Sub-Adviser does not treat ESG as a deterministic, reductive screen, nor as a portfolio construction tool layered on top of a passive vehicle.

#### Profile of the typical investor

In light of the US Insight Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### US Property Fund

The US Property Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, by investing primarily in equity securities of companies in the US real estate industry. The Fund intends to invest in the publicly traded securities of closed-end Real Estate Investment Trusts (REITS) and similar Real Estate Operating Companies (REOCS). REITS and REOCS are companies that acquire and/or develop real property for long term investment purposes. They invest the majority of their assets directly in real property and derive their income primarily from rents. By investing in REITS and REOCS through the Fund the investor will bear not only his proportionate share of the management fees of the Fund but also indirectly, the management expenses of the underlying REITS and REOCS. A REIT will not be subject to US income or capital gains tax at the REIT level on the income and gains distributed to shareholders if it complies with several requirements relating to its organisation, ownership, assets, income, and capital gains. However, a REOC is subject to US income and capital gains at the company level. Generally, the taxable income distributed by a regularly traded REIT or REOC to the Fund should be subject to a rate of US withholding tax of 30%. Generally, distributions by a REIT and a REOC of capital gains arising from the disposition of US real estate will be subject to withholding tax of 35% for which a refund may not be available. Distributions which are considered to be a return of capital are generally not subject to the 35% withholding tax.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Sub-Adviser may engage with company management regarding corporate governance practices as well as what the Sub-Adviser deems to be materially important environmental and/or social issues facing a company.

The Fund may also invest, on an ancillary basis, in preference shares, debt securities convertible into common shares, warrants and other equity-linked instruments.

#### Profile of the typical investor

In light of the US Property Fund's investment objective it may be appropriate for investors who:

- seek to invest in equity securities;
- seek capital appreciation over the long term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";

- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **BOND FUNDS**

The various Bond Funds have the following objectives:

### **Emerging Markets Corporate Debt Fund**

The Emerging Markets Corporate Debt Fund’s investment objective is to seek to maximize total return, measured in US Dollars, primarily through investments across the credit spectrum of Fixed Income Securities of corporate issuers, together with investing in Fixed Income Securities of government and government related issuers located in each case in Emerging Markets countries. The Fund intends to invest its assets in Emerging Market countries’ Fixed Income Securities that provide a high level of current income, while at the same time holding the potential for capital appreciation.

“Emerging Market” countries, for the purposes of this Fund, are as defined by the JP Morgan Corporate Emerging Markets Bond Index – Broad Diversified, provided that the markets of these countries are considered to be recognized exchanges (“Recognized Exchanges”) within the meaning of Article 41(1) of the 2010 Law. As markets in other countries develop, the Fund expects to expand and further diversify the emerging markets in which it primarily invests as such markets are added to this index. To achieve its principal investment in Emerging Market countries, the Fund may invest in Fixed Income Securities of companies organised and located in Emerging Market countries and may also invest in Fixed Income Securities of companies organised and located in Developed Market countries (for the purpose of this Fund, as defined by the JP Morgan Government Bond Index) where the value of the company’s securities will reflect principally conditions in an Emerging Market country or where the principal securities trading market for such Emerging Market country, or where 50% of the company’s revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in Emerging Market countries (“EM Exposed Securities”). Fixed Income Securities held by the Fund will take the form of bonds, notes, bills, debentures, convertible securities, bank debt obligations, short-term paper, mortgage and, subject to applicable law, other asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised.

The Fund may also invest on an ancillary basis in the aforementioned Fixed Income Securities where such securities are issued by issuers organised and located (1) in neither Developed Market countries nor Emerging Market countries; or (2) in Developed Market countries but the securities are not EM Exposed Securities.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 20% of the Fund’s assets will be invested in such securities.

The Fund may invest to a limited extent in open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes. The Fund may, on an ancillary basis, invest in other emerging markets Fixed Income Securities and in emerging markets Fixed Income Securities denominated in currencies other than US Dollars.

The Fund may also invest, to a limited extent, in warrants on transferable securities issued by issuers in emerging markets as well as in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### **Profile of the typical investor**

In light of the Emerging Markets Corporate Debt Fund’s investment objective, it may be appropriate for investors who:

- seek to invest in Fixed Income Securities in emerging markets;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## Emerging Markets Debt Fund

The Emerging Markets Debt Fund's investment objective is to seek to maximise total return, measured in US Dollars, primarily through investment in the Fixed Income Securities of government and government-related issuers located in Emerging Market countries (including, to the extent these instruments are securitised, participations in loans between governments and financial institutions), together with investing in the Fixed Income Securities of corporate issuers located in or organised under the laws of Emerging Market countries. The Fund intends to invest its assets in Emerging Market country Fixed Income Securities that provide a high level of current income, while at the same time holding the potential for capital appreciation.

"Emerging Market" countries, for the purposes of this Fund, are as defined by the JP Morgan Emerging Market Bond Index Global Diversified provided that the markets of these countries are considered to be recognised exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law. As markets in other countries develop, the Fund expects to expand and further diversify the emerging markets in which it primarily invests as such markets are added to this index. To achieve its principal investment in Emerging Market countries, the Fund may invest in the Fixed Income Securities of companies organised and located in Emerging Market countries and may also invest in the Fixed Income Securities of companies organised and located in Developed Market countries (for the purpose of this Fund, as defined by JP Morgan Government Bond Index) where the value of the company's Fixed Income Securities will reflect principally conditions in an Emerging Market country or where the principal Fixed Income Securities trading market for such emerging country, or where 50% of the company's revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in Emerging Market countries ("EM Exposed Securities"). Fixed Income Securities held by the Fund will take the form of bonds, notes, bills, debentures, convertible securities, bank debt obligations, short-term paper, mortgage and, subject to applicable law, other asset-backed securities, loan participations and loan assignments (to the extent that these instruments are securitised) and interests issued by entities organised and operated for the purpose of restructuring the investment characteristics of instruments issued by emerging market issuers.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis in the aforementioned Fixed Income Securities where such Fixed Income Securities are issued by issuers organised and located (1) in neither Developed Market countries nor Emerging Market countries; or (2) in Developed Market countries but the securities are not EM Exposed Securities.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may also invest, to a limited extent, in warrants issued by emerging market issuers as well as in loan participations and loan assignments to the extent these constitute money market instruments, and in open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### Profile of the typical investor

In light of the Emerging Markets Debt Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities in emerging markets;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Emerging Markets Domestic Debt Fund

The Emerging Markets Domestic Debt Fund's investment objective is to seek to maximise total return, measured in US Dollars, primarily through investment in a portfolio of Emerging Market bonds and other Emerging Market Fixed Income Securities, denominated in the local currency of issue. The Fund intends to invest its assets in Emerging Market Fixed Income Securities that provide a high level of current income, while at the same time holding the potential for capital appreciation.

"Emerging Market" countries, for the purposes of this Fund, are as defined by the JP Morgan Government Bond Index – Emerging Markets Global Diversified, provided that the markets of these countries are considered to be recognised exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law. As markets

in other countries develop, the Fund expects to expand and further diversify the emerging markets in which it primarily invests as such markets are added to this index.

To achieve its principal investment in Emerging Market countries, the Fund may invest in Fixed Income Securities of government and government-related issuers located in Emerging Markets countries (including, to the extent these instruments are securitised, participations in loans between governments and financial institutions) and Fixed Income Securities of corporate issuers located in or organised under the laws of Emerging Market countries, denominated in the local currency of issue.

The Fund may invest in Fixed Income Securities of entities organised to restructure outstanding debt of Emerging Market issuers.

Fixed Income Securities held by the Fund will take the form of bonds, notes, bills, debentures, convertible securities, bank debt obligations, short-term paper, mortgage and, subject to applicable law, other asset-backed securities, loan participations and loan assignments to the extent that these instruments are securitised.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest on an ancillary basis in the aforementioned Fixed Income Securities where such securities are issued by issuers organised and located (1) in neither Developed Market countries nor Emerging Market countries; or (2) in Developed Market countries but the securities are not EM Exposed Securities.

In addition, the Fund may invest on an ancillary basis in Fixed Income Securities which are not denominated in the local currency of issue, provided that for temporary defensive purposes, during periods in which the Company believes changes in economic, financial or political conditions make it advisable, the Fund may reduce its holdings denominated in the local Emerging Market currency of issue to below 50% of the Fund's assets and invest in eligible Fixed Income Securities denominated in the currencies of Developed Market countries.

The Fund may also invest, to a limited extent, in warrants on transferable securities issued by issuers in Emerging Market countries as well as in loan participations and loan assignments to the extent these constitute money market instruments, and in open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Emerging Markets Domestic Debt Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities in emerging markets;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors", specifically the risks relating to emerging markets and in particular Fixed Income Securities denominated in the currency of the countries of investment.

#### **Emerging Markets Fixed Income Opportunities Fund**

The Emerging Markets Fixed Income Opportunities Fund's investment objective is to seek to maximise total return, measured in US Dollars, primarily through investment in the Fixed Income Securities of issuers located in Emerging Market Countries or issues denominated in the currencies of Emerging Market Countries. The Fund intends to invest its assets in Emerging Market countries' Fixed Income Securities that provide a high level of current income, while at the same time holding the potential for capital appreciation.

"Emerging Market" countries, for the purposes of this Fund, are any countries included in JP Morgan Emerging Markets Aggregate Index which is an equally weighted index of JP Morgan Emerging Market Bond Index Global Diversified, JP Morgan Corporate Emerging Market Bond Index Broad Diversified and JP Morgan Government Bond Index –Emerging Markets Global Diversified Index, provided that the markets of these countries are considered to be recognised exchanges ("Recognised Exchanges") within the meaning of Article 41(1) of the 2010 Law. For the avoidance of doubt, an investment in an issue included in this index will constitute an investment

within the primary investment strategy of the Fund. As markets in other countries develop, the Fund expects to expand and further diversify the emerging markets in which it primarily invests as such markets are added to this index.

To achieve its principal investment in Emerging Market countries, the Fund may also invest in the Fixed Income Securities of companies organised and located in Developed Market countries (for the purpose of this Fund, as defined by the JP Morgan Government Bond Index) where the value of the company's securities will reflect principally conditions in an Emerging Market country or where the principal securities trading market for such is in an Emerging Market country, or where 50% of the company's revenue alone or on a consolidated basis is derived from either goods produced, sales made or services performed in Emerging Market countries ("EM Exposed Securities").

The Fund may invest in Fixed Income Securities of issuers organised to restructure outstanding debt of Emerging Market issuers.

The Fund may invest on an ancillary basis in Fixed Income Securities issued by issuers organised and located (1) in neither Developed Market countries nor Emerging Market countries; or (2) in Developed Market countries but the securities are not EM Exposed Securities.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 20% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Emerging Markets Fixed Income Opportunities Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Euro Bond Fund**

The Euro Bond Fund's investment objective is to provide an attractive rate of relative return, measured in Euro.

The Fund will invest primarily in Euro denominated Fixed Income Securities whether issued by corporations, governments or government guaranteed issuers. With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest to a limited extent in open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Euro Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Euro Corporate Bond Fund**

The Euro Corporate Bond Fund's investment objective is to provide an attractive rate of relative return, measured in Euro.

The Fund will invest primarily in Euro denominated Fixed Income Securities, issued by corporations and other non-government related issuers ("Corporate Bonds"). With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may, on an ancillary basis, invest in:

- Non-Euro denominated Fixed Income Securities. In accordance with Appendix A "Investment Powers and Restrictions" non-Euro currency exposure may be hedged back to the Euro.
- Fixed Income Securities that are not Corporate Bonds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Euro Corporate Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Euro Corporate Bond – Duration Hedged Fund**

The Euro Corporate Bond – Duration Hedged Fund's investment objective is to provide an attractive rate of return, measured in Euro, while seeking to reduce the Fund's exposure to market interest rate movements.

Duration is a measure of the sensitivity of the price of a debt security to changes in interest rates. Duration risk is the risk that an investment's value will change due to changes in interest rates. The value of debt securities will generally increase when interest rates fall and decrease when interest rates rise. The Fund seeks to reduce its exposure to market interest rate movements by hedging the duration of the Fund.

The Fund will invest primarily in high quality issues of Euro denominated Fixed Income Securities, issued by corporations and other non-government related issuers ("Corporate Bonds").

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

Securities will be deemed to be high quality if at the time of purchase they are rated either “BBB-” or better by S&P or “Baa3” or better by Moody’s or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. The Fund may continue to hold such securities that are downgraded after purchase but it will not hold securitised bonds downgraded below “BBB-” by S&P or “Baa3” by Moody’s and/or other securities downgraded below “B-” by S&P or “B3” by Moody’s, or, in each case, a similar rating by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. The Fund may not make additional purchases of securities that are downgraded.

The Fund may, on an ancillary basis, invest in:

- Corporate Bonds which at the time of purchase are rated either lower than “BBB-” by S&P or “Baa3” by Moody’s or similarly by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser.
- Non-Euro denominated Fixed Income Securities. In accordance with Appendix A “Investment Powers and Restrictions” non-Euro currency exposure may be hedged back to the Euro.
- Fixed Income Securities that are not Corporate Bonds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest no more than 20% of its assets in mortgage backed securities or assets backed securities.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund’s assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Euro Corporate Bond – Duration Hedged Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **Euro Strategic Bond Fund**

The Euro Strategic Bond Fund’s investment objective is to provide an attractive rate of relative return, measured in Euro.

The Fund will invest primarily in issues of Euro denominated Fixed Income Securities whether issued by corporations, government or government guaranteed issuers, and subject to applicable law, in asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in non-Euro denominated Fixed Income Securities. In accordance with Appendix A “Investment Powers and Restrictions” non-Euro currency exposure may be hedged back to the Euro. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Euro Strategic Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **European Fixed Income Opportunities Fund**

The European Fixed Income Opportunities Fund's investment objective is to provide an attractive level of total return, measured in Euro, through the selection of Euro-denominated Fixed Income Securities. The Fund will seek to achieve the investment policy through allocation across fixed income asset classes as well as through market and instrument selection.

The Fund will invest primarily in Euro-denominated Fixed Income Securities of corporate, government and government related issuers across a spectrum of fixed income asset classes including investment-grade bonds, high-yield bonds, mortgage-backed securities, convertibles and currencies and subject to applicable law, in other asset-backed securities as well as loan participations and loan assignments to the extent that these instruments are securitised. High yield bonds are considered to be Fixed Income Securities issued by corporations that are rated lower than "BBB-" by S&P or "Baa3" by Moody's or similarly by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. The Investment Adviser may invest in any combination of two or more of the above asset classes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may also invest, on an ancillary basis, in Fixed Income Securities that are not denominated in Euro, emerging markets Fixed Income Securities and additional securities including but not limited to debt securities convertible into common shares, cash, equity or other equity linked securities. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange-traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the European Fixed Income Opportunities Fund's investment objective it may be appropriate for investors who:



- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

### **European High Yield Bond Fund**

The European High Yield Bond Fund’s investment objective is to provide an attractive rate of return, measured in Euro, through investments worldwide primarily in lower rated and unrated Fixed Income Securities issued by governments, agencies and corporations that offer a yield above that generally available on the Fixed Income Securities in the four highest rating categories of S&P or Moody’s denominated in European currencies. These investments may include Fixed Income Securities issued by non-European issuers and such securities issued in emerging markets and, subject to applicable law, asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised.

The Fund may, on an ancillary basis, invest in non-European currency denominated Fixed Income Securities. In order to optimize European currency exposure, the non-Euro currency exposure may be hedged back to the Euro and the Fund may, on an ancillary basis, use derivatives contracts to create synthetic European currency high yield Fixed Income Securities within the limits set forth in Appendix A – Investment Powers and Restrictions. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund’s assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### **Profile of the typical investor**

In light of the European High Yield Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

### **Global Asset Backed Securities Fund**

The Global Asset Backed Securities Fund’s investment objective is to provide an attractive rate of total return, measured in USD.

The Fund will invest primarily in Fixed Income Securities that are mortgage-backed securities, commercial mortgage-backed securities, collateralized mortgage obligations and covered bonds that are covered by mortgages including uniform mortgage-backed securities (“Mortgage Backed Securities”). At least 50% of the Fund’s assets will be invested in securities rated investment-grade by an internationally recognised rating agency, securities determined to be of similar creditworthiness by the Investment Adviser, or securities backed by the United States of America.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures, swaps, options on swaps (swaptions) and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in Fixed Income Securities that are not Mortgage Backed Securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Global Asset Backed Securities Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Global Bond Fund

The Global Bond Fund's investment objective is to provide an attractive rate of return, measured in US Dollars, through market, instrument and currency selection. The Fund consists of domestic, international and Euromarket Fixed Income Securities of varying maturities denominated in US Dollars and other currencies, including emerging markets, asset-backed securities (including mortgage backed securities), loan participations and loan assignments, to the extent that these instruments are securitised.

The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

Securities will be deemed to be suitable for investment if at the time of purchase they are rated either "BBB-" or better by S&P or "Baa3" or better by Moody's, or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. The Fund may continue to hold investments in such securities that are downgraded after purchase. In addition, the Fund may invest, up to 10% of its Net Asset Value, in securities which at the time of purchase are rated either lower than "BBB-" by S&P or "Baa3" by either Moody's or similarly by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Global Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Global Buy and Hold 2020 Bond Fund

The Global Buy and Hold 2020 Bond Fund will feature three distinct phases: (i) a period of up to 9 weeks following the launch of the Fund (the "Asset Gathering Period"); (ii) a period of 4 years following the Asset Gathering Period during which the Fund will pursue its principal investment objective (the "Principal Investment Period"); and (iii) a period of up to 6 months following the Principal Investment Period (the "Post Investment Period").

This Fund has been designed for investors who will invest in the Fund during the Asset Gathering Period and will hold their investment until the end of the Principal Investment Period. Three months after the end of the Asset Gathering Period, the Fund will be closed to further subscriptions unless otherwise decided by the Directors.

### *The Asset Gathering Period*

During the Asset Gathering Period the Fund will hold up to 100% of its assets in short term Fixed Income Securities, such as money market instruments or Short-Term Money Market Funds and Money Market Funds as described in the “General Information Relating to the Funds” Section above, as well as in cash and cash equivalents. Investors should be aware that Euro denominated Money Market Funds currently offer negative yields. As a result of the Fund investing in such Money Market Funds during the Asset Gathering Period the net asset value of the Fund at the end of the Asset Gathering Period is likely to be less than the net asset value on the day of the Fund’s launch. For further information, please consult the Risk Factor entitled “Negative Yields on Money Market Funds” in section 1.5.2 of this Prospectus.

### *The Principal Investment Period*

The Global Buy and Hold 2020 Bond Fund’s investment objective during the four year Principal Investment Period is to provide investors with a regular income return, measured in Euro.

The Fund will seek to achieve its investment objective by investing primarily in Fixed Income Securities issued by corporations, other non-government issuers, governments and government related issuers Located in both developed and emerging markets and denominated in global currencies. The Fixed Income Securities acquired by the Fund are expected to have a maturity of approximately four years, measured from the start of the Principal

### *Investment Period.*

The Fund may invest no more than 70% of its assets in Fixed Income Securities that are high yield securities. Fixed Income Securities will be deemed to be “high yield securities” if at the time of purchase they are rated below “BBB-” by S&P and below “Baa3” by Moody’s or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser.

The Fund may invest no more than 20% of its assets in asset-backed securities and mortgage-backed securities.

The Fund may invest no more than 50% of its assets in Fixed Income Securities issued by issuers Located in emerging markets.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund’s assets will be invested in such securities.

In normal market conditions, the Investment Adviser expects to hold a low turnover portfolio.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

### *The Post Investment Period*

During the Post Investment Period the Fund will hold up to 100% of its assets in short term debt securities, cash and cash equivalents such as money market instruments or Short-Term Money Market Funds and Money Market Funds as described in the “General Information Relating to the Funds” above.

Unless otherwise decided by the Directors in compliance with the Company’s documentation and notified to the shareholders, the shares will be redeemed at the end of the Post Investment Period (the “Maturity Date”). The investors will be notified no later than two months after the beginning of the Post Investment Period of the date of the Maturity Date as well as the procedure applicable for the redemption operation. Such notification may be made by way of a notice on the Company’s website.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### *Profile of the typical investor*

In light of the Global Buy and Hold 2020 Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek income over a four year period and whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”;
- are prepared to remain invested until the end of the four year Principal Investment Period.

## **Global Convertible Bond Fund**

The Global Convertible Bond Fund's investment objective is to seek long term capital appreciation, measured in US Dollars, through investment primarily in convertible bonds issued by companies organised or operating in either the developed or emerging markets which will be denominated in global currencies.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in other Fixed Income Securities as well as a combination of equities and warrants on transferable securities either as a result of exercising the conversion option in the convertible bonds in the Fund or as an alternative to convertible bonds when it deems it appropriate.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest to a limited extent in open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

### **Profile of the typical investor**

In light of the Global Convertible Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- seek to invest in Fixed Income Securities;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **Global Credit Fund**

The Global Credit Fund's investment objective is to provide an attractive rate of relative return, measured in USD.

The Fund will invest primarily in Fixed Income Securities issued by corporations and other non-government issuers ("Corporate Bonds") organised or operating in both developed and emerging markets and denominated in global currencies. With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may, on an ancillary basis, invest in Fixed Income Securities that are not Corporate Bonds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

## Profile of the typical investor

In light of the Global Credit Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Global Fixed Income Opportunities Fund

The Global Fixed Income Opportunities Fund's investment objective is to provide an attractive level of total return, measured in US Dollars, through investment in global fixed income securities. The Fund will seek to achieve the investment policy through allocation across fixed income asset classes as well as through market and instrument selection.

The Fund will invest primarily in the global securities of corporate, government and government related issuers across a spectrum of fixed income asset classes including high yield bonds, investment-grade bonds, mortgage-backed securities, convertibles and currencies, and subject to applicable law, in other asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised. High yield bonds are considered to be Fixed Income Securities issued by corporations that are rated lower than "BBB-" by S&P or "Baa3" by Moody's or similarly by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. These investments may include Fixed Income Securities issued in emerging markets. The Investment Adviser may invest in any combination of two or more of the above asset classes.

The investment process may consider information about ESG issues in its bottom-up stock selection process when making investment decisions. The Investment Adviser may engage with company management regarding corporate governance practices as well as what the Investment Adviser deems to be materially important environmental and/or social issues facing a company.

The Fund may also invest, on an ancillary basis, additional securities including but not limited to cash, equity or other equity linked securities. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

## Profile of the typical investor

In light of the Global Fixed Income Opportunities Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Global High Yield Bond Fund

The Global High Yield Bond Fund's investment objective is to provide an attractive rate of return, measured in US Dollars, through investments worldwide primarily in Fixed Income Securities issued by corporations that are rated lower than "BBB-" by S&P or "Baa3" by Moody's or similarly by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. These investments may include Fixed Income Securities issued in emerging markets and, subject to applicable law, asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in other Fixed Income Securities (including securities issued by governments and agencies, and securities which are rated “BBB-” or higher by S&P or “Baa3” or higher by Moody’s, or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser). The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund’s assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Global High Yield Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **Short Maturity Euro Bond Fund**

The Short Maturity Euro Bond Fund’s investment objective is to provide an attractive rate of relative return, measured in Euro.

The Fund will invest primarily in Euro denominated Fixed Income Securities whether issued by corporations, government or government guaranteed issuers. With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will invest primarily, in order to reduce volatility, in individual securities with maturity dates having a maximum unexpired term of five years.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor’s Corporation (“S&P”) or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund’s Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the Short Maturity Euro Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the short term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## Sustainable Euro Corporate Bond Fund

The Sustainable Euro Corporate Bond Fund's investment objective is to provide an attractive rate of relative return, measured in Euro, by investing in securities that meet the Investment Adviser's Fixed Income Securities' ESG criteria.

The Fund will invest primarily in Euro denominated Fixed Income Securities, issued by corporations and other non-government related issuers ("Corporate Bonds").

In relation to this Fund, "Sustainable" means that the Investment Adviser, in its discretion, integrates ESG considerations in its investment decision-making. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

Investments shall not knowingly include any company which generates revenue from the following activities:

- manufacturing or production of:
  - landmines and cluster munitions;
  - firearms; and
  - tobacco.

For the purposes of this investment restriction, "revenue" shall account for any portion of the relevant company's revenue.

Further to the above, the Investment Adviser may, in its discretion, elect to apply additional ESG-related investment restrictions over time that it believes are consistent with its investment objectives. Such additional restrictions will be disclosed as they are implemented on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

The Fund will only invest in the top 80% of ESG-scoring corporates in each sub-sector of the Bloomberg Barclays European Corporate Index. The ESG scores are by the Investment Adviser, using third party ESG data as a base. The positive screening process and methodology is available on the following websites: [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of derivative instruments such as index futures, contracts for difference (CFDs), TRS, structured notes (including participatory notes), convertible bonds, convertible preferred stocks, options, foreign exchange options, currency forwards and forward contracts and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may, on an ancillary basis, invest in:

- Non-Euro denominated Fixed Income Securities. In accordance with Appendix A "Investment Powers and Restrictions" non-Euro currency exposure may be hedged back to the Euro.
- Fixed Income Securities that are not Corporate Bonds.

The Fund may invest no more than 20% of its assets in asset-backed securities.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

## Profile of the typical investor

In light of the Sustainable Euro Corporate Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## Sustainable Euro Strategic Bond Fund

The Sustainable Euro Strategic Bond Fund's investment objective is to provide an attractive rate of relative return, measured in Euro, by investing in securities that meet the Investment Adviser's Fixed Income Securities' ESG criteria.

The Fund will invest primarily in issues of Euro denominated Fixed Income Securities whether issued by corporations, government or government guaranteed issuers, and subject to applicable law, no more than 20% of its assets in asset-backed securities to the extent that these instruments are securitised.

In relation to this Fund, "Sustainable" means that the Investment Adviser, in its discretion, integrates ESG considerations in its investment decision-making. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

Investments shall not knowingly include any company which generates revenue from the following activities:

- manufacturing or production of:
  - landmines and cluster munitions;
  - firearms; and
  - tobacco.

For the purposes of this investment restriction, "revenue" shall account for any portion of the relevant company's revenue.

Further to the above, the Investment Adviser may, in its discretion, elect to apply additional ESG-related investment restrictions over time that it believes are consistent with its investment objectives. Such additional restrictions will be disclosed as they are implemented on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

For its investments in Fixed Income Securities issued by corporations, the Fund will only invest in the top 80% of ESG-scoring corporates in each sub-sector of the Bloomberg Barclays Euro Aggregate Index. The ESG scores are by the Investment Adviser, using third party ESG data as a base. The positive screening process and methodology is available on the following websites: [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

For its investments in non-corporate Fixed Income Securities, ESG criteria are considered by the Investment Adviser during the research and investment process to limit exposure to ESG risks and evaluate investment opportunities. Details of any methodologies that are applied are available on the following websites: [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com).

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of derivative instruments such as index futures, contracts for difference (CFDs), TRS, structured notes (including participatory notes), convertible bonds, convertible preferred stocks, options, foreign exchange options, currency forwards and forward contracts and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may, on an ancillary basis, invest in non-Euro denominated Fixed Income Securities. In accordance with Appendix A "Investment Powers and Restrictions" non-Euro currency exposure may be hedged back to the Euro. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 10% of the Fund's assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.



## Profile of the typical investor

In light of the Sustainable Euro Strategic Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## US Dollar Corporate Bond Fund

The US Dollar Corporate Bond Fund's investment objective is to provide an attractive rate of relative return, measured in US Dollars.

The Fund will seek to achieve its investment objective by investing primarily in US Dollar denominated Fixed Income Securities issued by corporations and other non-government issuers ("Corporate Bonds").

With a view to enhancing returns and/or as part of the investment strategy, the Fund may invest in derivatives (in accordance with the investment powers and restrictions set out in Appendix A) such as exchange traded and over-the-counter options, futures, swaps and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund will not invest in any securities that are rated below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities) by Standard & Poor's Corporation ("S&P") or an equivalent rating from another rating agency or an equivalent internal rating from the Investment Adviser as at the date of investment. In the event that any securities held by the Fund are subsequently downgraded to a rating below B- (or below BBB- in the case of Asset Backed Securities, including Mortgage Backed Securities), the Investment Adviser may maintain a maximum total exposure of 3% of the Fund's Net Asset Value to such downgraded securities but will divest any such security that has not been upgraded to a rating of at least B- within six months of its downgrade.

The Fund may, on an ancillary basis, invest in:

- Non-US Dollar denominated Fixed Income Securities. In accordance with Appendix A "Investment Powers and Restrictions" non US Dollar currency exposure may be hedged back to US Dollars;
- Fixed Income Securities that are not Corporate Bonds.

The Fund may invest no more than 20% of its assets in asset-backed securities and mortgage-backed securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

## Profile of the typical investor

In light of the US Dollar Corporate Bond Fund's investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## US Dollar High Yield Bond Fund

The US Dollar High Yield Bond Fund's investment objective is to provide an attractive rate of total return, measured in US Dollars. The Fund will seek to achieve its investment objective by investing primarily in high yield and unrated US Dollar denominated Fixed Income Securities, including without limitation those issued by governments, agencies and corporations located in emerging markets and for the avoidance of doubt and subject to applicable law, including asset-backed securities and loan participations and loan assignments, to the extent that these instruments are securitised.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

High yield Fixed Income Security means a Fixed Income Security that has a rating less than “BBB-” by S&P or “Baa3” by Moody’s or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser.

The Fund may, on an ancillary basis, invest in higher quality Fixed Income Securities and non-USD denominated Fixed Income Securities. The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the US Dollar High Yield Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **US Dollar Short Duration Bond Fund**

The US Dollar Short Duration Bond Fund’s investment objective is to provide an attractive rate of return, measured in US Dollars. The Fund will seek to achieve its investment objective by investing primarily in high quality USD denominated Fixed Income Securities, and for the avoidance of doubt including asset backed securities (including mortgage backed securities). The weighted average duration of the Fund will normally be less than 1 year, although this may be higher under certain market conditions.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

Securities will be deemed to be high quality if at the time of purchase they are rated either “BBB-” or better by Standard & Poor’s Corporation (“S&P”) or “Baa3” or better by Moody’s Investors Service, Inc. (“Moody’s”), or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser. The Fund may continue to invest in such securities that are downgraded after purchase but may not make additional purchases of such securities.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

#### Profile of the typical investor

In light of the US Dollar Short Duration Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the short term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **US Dollar Short Duration High Yield Bond Fund**

The US Dollar Short Duration High Yield Bond Fund’s investment objective is to provide an attractive rate of total return, measured in USD. The Fund will seek to achieve its investment objective by investing primarily in high yield and unrated USD denominated Fixed Income Securities, including without limitation those issued by governments, agencies and corporations located in emerging markets and for the avoidance of doubt and subject to applicable law, including asset-backed securities, loan participations and loan assignments, to the extent that these instruments are securitised.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The weighted average duration of the Fund will normally be less than 3 years, although this may be higher under certain market conditions.

High Yield Fixed Income Security means a Fixed Income Security that has a rating less than “BBB-” by S&P or “Baa3” by Moody’s or similarly rated by another internationally recognised rating service or determined to be of similar creditworthiness by the Investment Adviser.

The Fund may, on an ancillary basis, invest in:

- Higher quality Fixed Income Securities; and
- Non-USD denominated Fixed Income Securities.

The Fund may also invest, to a limited extent, in loan participations and loan assignments to the extent these constitute money market instruments.

The Fund may invest to a limited extent in units/shares of other collective investment schemes, including the Company’s Funds and open-ended ETFs provided that any ETFs are eligible investments for UCITS funds.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

The investment process takes into account information about ESG issues when making investment decisions. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

Profile of the typical investor

In light of the US Dollar Short Duration High Yield Bond Fund’s investment objective it may be appropriate for investors who:

- seek to invest in Fixed Income Securities;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

## **ASSET ALLOCATION FUNDS**

The following Asset Allocation Funds have the following objectives:

### **Global Balanced Fund**

The Global Balanced Fund’s investment objective is to provide an attractive level of total return, measured in Euro, through investing primarily in a portfolio of transferable securities and money market instruments globally and through the use of financial derivative instruments.

The Fund will implement top-down, tactical views on global asset classes across (1) equity including closed-end Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments.

The Investment Adviser’s tactical view will be implemented by accessing the following investment universe:

- Primary investments: equity securities, including closed-end Real Estate Investment Trusts (REITS); Fixed Income Securities (including investment grade, non-investment grade and unrated); money market instruments and cash. This investment may be direct, or via derivatives. The Fund may invest in financial derivative instruments to achieve its investment objective and derivatives may be used for both investment and hedging purposes. These derivative instruments may include but are not limited to futures, options, warrants, contracts for difference, forward contracts on financial instruments and options on such contracts, credit linked instruments and swap contracts, whether traded on or off exchange.
- Ancillary investments: other transferable securities or, to a limited extent, to collective investment schemes including the Company’s Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law, as well as China A-Shares via Stock Connect. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Investment Adviser anticipates it will predominantly employ the following investment strategies:

- Global asset allocation: investing in securities in line with individual asset class indices. The Investment Adviser will select the indices which will be used to make tactical views globally across (1) equity securities including Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and

money market instruments. The Investment Adviser may use on or off exchange traded derivatives such as futures or swaps to gain diversified and/or more efficient exposure to specific global markets where due to the intended allocation size or due to inefficiencies in transacting directly in the underlying securities, investing via derivatives is a preferable investment option in the Investment Adviser's opinion.

- ESG screening: in addition, the Investment Adviser may consider ESG factors on a bottom-up basis; where investing directly in transferable securities, the Investment Adviser may consider the relative ranking of issuers for ESG factors as part of assessing the potential for return and as part of managing total portfolio risk.

The Investment Adviser may use additional investment strategies such as:

- Commodity-linked investments: the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) and/or commodity linked notes.
- Use of cash and derivatives for efficient portfolio management: the Fund may also invest in cash and cash equivalents, warrants, exchange traded and over-the-counter options, and other derivatives for efficient portfolio management (including hedging) purposes as well as for the investment purposes as outlined above.

The Fund's investments may result in exposure to emerging markets and to higher yielding securities. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio.

Profile of a typical investor

In light of the Global Balanced Fund's investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek a balanced investment that focuses on those asset classes the Investment Adviser finds tactically most attractive;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Global Balanced Defensive Fund**

The Global Balanced Defensive Fund's investment objective is to provide an attractive level of total return, measured in Euro, through investing primarily in a portfolio of transferable securities and money market instruments globally and through the use of financial derivative instruments. The Investment Adviser seeks to manage total portfolio risk and to target volatility below that of the Global Balanced Fund.

The Fund will implement top-down, tactical views on global asset classes across (1) equity including closed-end Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments.

The Investment Adviser's tactical view will be implemented by accessing the following investment universe:

- Primary investments: equity securities, including closed-end Real Estate Investment Trusts (REITS); Fixed Income Securities (including investment grade, non-investment grade and unrated); money market instruments and cash. This investment may be direct, or via derivatives. The Fund may invest in financial derivative instruments to achieve its investment objective and derivatives may be used for both investment and hedging purposes. These derivative instruments may include but are not limited to futures, options, warrants, contracts for difference, forward contracts on financial instruments and options on such contracts, credit linked instruments and swap contracts, whether traded on or off exchange.
- Ancillary investments: other transferable securities or, to a limited extent, to collective investment schemes including the Company's Funds and ETFs as well as China A-Shares via Stock Connect. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Investment Adviser anticipates it will predominantly employ the following investment strategies:

- Global asset allocation: investing in securities in line with individual asset class indices. The Investment Adviser will select the indices which will be used to make tactical views globally across (1) equity securities including Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments. The Investment Adviser may use on or off exchange traded derivatives such as futures or swaps to gain diversified and/or more efficient exposure to specific global markets where due to the intended allocation size or due to inefficiencies in transacting directly in the underlying securities, investing via derivatives is a preferable investment option in the Investment Adviser's opinion.
- ESG screening: in addition, the Investment Adviser may consider ESG factors on a bottom-up basis; where investing directly in transferable securities, the Investment Adviser may consider the relative ranking of issuers for ESG factors as part of assessing the potential for return and as part of managing total portfolio risk.

The Investment Adviser may use additional investment strategies such as:

- Commodity-linked investments: the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) and/or commodity linked notes.
- Use of cash and derivatives for efficient portfolio management: the Fund may also invest in cash and cash equivalents, warrants, exchange traded and over-the-counter options, and other derivatives for efficient portfolio management (including hedging) purposes as well as for the investment purposes as outlined above.

The Fund's investments may result in exposure to emerging markets and to higher yielding securities. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio.

In light of the Global Balanced Defensive Fund's investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek a balanced investment that focuses on those asset classes the Investment Adviser finds tactically most attractive;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

### **Global Balanced Income Fund**

The Global Balanced Income Fund's investment objective is to provide regular income and capital appreciation, measured in Euro, through investing primarily in a portfolio of transferable securities and money market instruments globally and through the use of financial derivative instruments.

The Fund will implement top-down, tactical views on global asset classes across (1) equity including closed-end Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments. The Investment Adviser's tactical view will be implemented by accessing the following investment universe:

- Primary investments: equity securities, including closed-end Real Estate Investment Trusts (REITS); Fixed Income Securities (including investment grade, non-investment grade and unrated); money market instruments and cash. This investment may be direct, or via derivatives. The Fund may invest in financial derivative instruments to achieve its investment objective and derivatives may be used for both investment and hedging purposes. These derivative instruments may include but are not limited to futures, options, warrants, contracts for difference, forward contracts on financial instruments and options on such contracts, credit linked instruments and swap contracts, whether traded on or off exchange.
- Ancillary investments: other transferable securities or, to a limited extent, to UCIs including the Company's Funds and ETFs as well as China A-Shares via Stock Connect. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

Investment in equity securities will not be less than 10% of the Fund's net asset value, nor more than 90% of the Fund's net asset value.

Investment in non-investment grade bonds will not exceed 30% of the Fund's net asset value.

The Investment Adviser anticipates it will predominantly employ the following investment strategies:

- Global asset allocation: investing in securities in line with individual asset class indices. The Investment Adviser will select the indices which will be used to make tactical views globally across (1) equity securities including Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments. The Investment Adviser may use on or off exchange traded derivatives such as futures or swaps to gain diversified and/or more efficient exposure to specific global markets where due to the intended allocation size or due to inefficiencies in transacting directly in the underlying securities, investing via derivatives is a preferable investment option in the Investment Adviser's opinion.
- Income generation: in addition to purchasing income generating transferable securities, additional income will be sought through the receipt of premiums as a result of writing on or off exchange traded options, which may be written on indices; single securities; or currencies.

The Investment Adviser may use additional investment strategies such as:

- Commodity-linked investments: the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) and/or commodity linked notes.
- Use of cash and derivatives for efficient portfolio management: the Fund may also invest in cash warrants, exchange traded and over-the-counter options, and other derivatives for efficient portfolio management (including hedging) purposes as well as for the investment purposes as outlined above.
- Use of open and closed ended UCIs, including the Company's Funds and ETFs; the Investment Adviser would primarily use UCIs and ETFs to gain diversified and/or more efficient exposure to specific global markets where due to the intended allocation size or due to inefficiencies in transacting directly in the

underlying securities an UCI or ETF is a preferable investment option in the Investment Adviser's opinion.

The Fund's investments may result in exposure to emerging markets and to higher yielding securities. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio.

#### Profile of the typical investor

In light of the Global Balanced Income Fund's investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Global Balanced Risk Control Fund of Funds**

The Global Balanced Risk Control Fund of Funds' investment objective is to invest in units/shares of other collective investment schemes to provide an attractive level of total return, measured in Euro, while actively managing total portfolio risk. The Fund will implement tactical views on global fixed income and equity asset classes by investing primarily in undertakings for collective investments ("UCI") including the Company's Funds, ETFs, futures, investment funds managed by the Investment Adviser or its affiliates and other collective investment schemes.

On an ancillary basis and with a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) and/or commodity linked notes, and may also invest in cash, warrants, exchange traded and over-the-counter options, and other derivatives for investment or efficient portfolio management (including hedging) purposes. The Fund's investments may result in exposure to emerging markets and to higher yielding securities. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio as measured by an absolute Value at Risk methodology.

#### Profile of the typical investor

In light of the Global Balanced Risk Control Fund of Funds' investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Global Balanced Sustainable Fund**

The Global Balanced Sustainable Fund's investment objective is to provide an attractive level of total return, measured in Euro, by investing in a broad and balanced asset mix of both equity and Fixed Income Securities while incorporating ESG considerations. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio.

In relation to this Fund, "Sustainable" means that the Investment Adviser, in its discretion, integrates ESG considerations in its investment decision-making as further detailed below. The Investment Adviser may engage company management around corporate governance practices as well as what it deems to be materially important environmental and/or social issues facing a company.

The Investment Adviser will implement a flexible top-down driven approach to identify investment opportunities across the permissible investment universe.

ESG criteria are considered by the Investment Adviser during both the investment and research process to limit exposure to ESG risks and seek out investment opportunities. These criteria may include, but are not limited to, climate change, carbon emissions, water scarcity, waste management, biodiversity, labour management, gender diversity, health & safety, product safety, data privacy & security, executive remuneration, board independence, shareholder rights, and bribery and corruption.

The Investment Advisor shall not knowingly include the following companies in the investment universe companies:

- associated with severe ESG controversies;
- involved with controversial weapons;
- associated with tobacco;
- that derive revenue from thermal coal and oil sands.

The details of the above exclusions can be found in the Fund's exclusion policy which is available on the Company's website ([www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and on [www.msim.com](http://www.msim.com)). The exclusions are

determined by the Investment Advisor's own proprietary analysis rather than the reliance on third party analysis. However, the analysis may be supported by third party ESG controversies analysis and business involvement research. The exclusions criteria is applied to all direct investments within the Fund. The exclusion criteria will not be applied to investments in which the Investment Advisor does not have direct control of the underlying holdings, for example collective investment schemes or open-ended ETFs. The exclusion criteria is subject to periodic review and any changes will be reflected in the exclusion policy document.

Investments that are held by the Fund but become restricted after they are acquired for the Fund will be sold. Such sales will take place over a time period to be determined by the Investment Adviser, taking into account the best interests of the Shareholders of the Fund.

The Investment Adviser integrates third party ESG data when constructing security baskets to implement asset class views, subject to a tracking error and other constraints. The Investment Adviser tilts the portfolio of the Fund towards high ESG performing stocks, and aims to improve the aggregated fund ESG performance versus that of the underlying equity index. In addition to ESG factors, the Investment Adviser treats climate change as a separate consideration, and also applies an additional climate change score during the tilting process.

The Investment Adviser will allocate 5% to 30% of the Fund for investment in assets with a measurable positive social or environmental impact (based on the Investment Adviser's methodology), alongside a competitive long term financial return. These investments can be held directly through equity or Fixed Income Securities, or indirectly through collective investment schemes.

The Investment Adviser aims to identify key ESG issues that pose risks to the Fund's long term sustainable returns and seeks to engage with portfolio holding companies that have material exposure to these risks.

The Fund's Primary investment universe includes equity securities, including eligible closed-end Real Estate Investment Trusts (REITS); Fixed Income Securities (including investment grade, non-investment grade and unrated); money market instruments and cash. This investment may be direct, or via derivatives. The Fund may invest in financial derivative instruments for both investment and hedging purposes. These derivative instruments may include but are not limited to futures, options, warrants, contracts for difference, forward contracts on financial instruments and options on such contracts, credit linked instruments and swap contracts, whether traded on or off exchange.

The Fund's ancillary investment universe may also invest to a limited extent in units/shares of other collective investment schemes, including the Company's Funds, and open-ended ETFs, provided that any ETFs are eligible investments for UCITS funds. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Investment Adviser may use additional investment strategies such as Commodity-linked investments which qualify as transferable securities in accordance with article 1(34) of the 2010 Law and article 2 of the Grand-Ducal Regulation of 8 February 2008. The Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) and/or commodity linked notes.

The Fund may also invest in cash and cash equivalents, warrants, exchange traded and over-the-counter options, and other derivatives for efficient portfolio management (including hedging) purposes as well as for the investment purposes as outlined above.

The Fund's investments may result in exposure to emerging markets and to higher yielding securities.

#### Profile of a typical investor

In light of the Global Balanced Sustainable Fund's investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek a balanced investment that focuses on those asset classes the Investment Adviser finds tactically most attractive;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Global Multi-Asset Income Fund

The Global Multi-Asset Income Fund's investment objective is to seek to maximize current income with consideration for capital appreciation over time, measured in Euros. The Investment Adviser's investment views will be implemented primarily by accessing the following universe of instruments:

- Global equity and equity-linked securities, including common and preferred stocks, depositary receipts, convertible securities, closed-end Real Estate Investment Trusts ("REITS"), rights and warrants to purchase equity securities, closed end funds and closed end ETFs.

- Global Fixed Income Securities (including investment grade, non-investment grade and unrated), including for the avoidance of doubt asset backed securities (including mortgage backed securities) and money market instruments.
- Money market instruments and cash (including foreign currency investments).

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange-traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes. “Global” in this context means that the Fund may invest in any country or currency worldwide, subject always to the investment powers and restrictions set out in Appendix A.

The Fund may invest on an ancillary basis in China A-Shares via Stock Connect and commodity linked transferable securities, the underlying of which are commodity indices and/or sub-indices, the value of which is linked to the value or movement of the returns of a commodity or basket of commodities or commodity derivatives contract, subject always to the investment powers and restrictions set out in Appendix A. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Fund may invest in Fixed Income Securities acquired on the China Interbank Bond Market. No more than 20% of the Fund’s assets will be invested in such securities.

The Fund may invest to a limited extent in units/shares of collective investment schemes, including the Company’s Funds and open end ETFs.

The Investment Adviser will utilize a top-down, global macroeconomic and thematic investment approach that focuses on asset class, sector, region and country selection, as opposed to individual security selection. The Fund’s allocations will be based upon the Investment Adviser’s evaluations and analyses, taking into account its fundamental investment research, primarily driven by quantitative macroeconomic and market data.

Investment decisions will be made without regard to any particular limit as to geographical location, sector, credit rating, maturity, currency denomination or market capitalization. The Fund may invest in any country, including developing or emerging market countries. The Fund’s investments may be denominated in Euros or in currencies other than the Euro.

#### *Income Generation*

A portion of the Fund’s investments will normally be allocated to income generating transferable securities, which, based upon the Investment Adviser’s analysis, have the potential to generate premium yield to that available at any given time in global equities.

In addition to purchasing income generating transferable securities, additional income will be sought through the receipt of premiums as a result of writing on or off exchange-traded options. In executing the option writing strategy of the Fund, the Investment Adviser will write (i.e. sell) call options and/or put options on broad-based equity indices and/or securities held in the Fund-and may write options on ETFs and/or baskets of securities in an attempt to generate current income from option premiums as a means of enhancing distributions paid to shareholders. The Fund may also invest a portion of its assets in repurchase agreements.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

#### *Profile of the typical investor*

In light of the Global Multi-Asset Income Fund’s investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in “Dividend Policy”;
- accept the risks associated with this type of investment, as set out in Section 1.5 “Risk Factors”.

#### **Global Multi-Asset Opportunities Fund**

The Global Multi-Asset Opportunities Fund’s investment objective is to provide an absolute return, measured in Euros, while actively managing total portfolio risk. The Investment Adviser seeks to manage downside risk and targets below market volatility.

The Fund will seek to achieve its investment objective by investing in baskets of stocks, ETFs, bonds and derivatives.

The Fund may take both long and short positions, either directly or (specifically in the case of short positions) through the use of derivatives as described below, in a diversified range of equity and equity related securities of any market capitalisation, Fixed Income Securities, currencies and commodities. The Fund will only take indirect exposure to commodities, by investing into eligible structured products such as commodity-linked notes the underlying of which are commodity indices and/or sub-indices and/or derivative instruments referencing one or more commodity indices qualifying as financial indices under UCITS Regulations. When using such indices, the



Fund must comply with the diversification limits set out in the UCITS Regulations: each component of a financial index may represent up to 20% of the index, except that in exceptional market circumstances one single component may represent up to 35% of the index.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures, swaps and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also make the following investments or use the following financial instruments:

- i. currency spot transactions, currency forward transactions, non-deliverable currency forward transactions and Money Market Funds, the assets of which may be managed by the Investment Adviser or any of its related, associated or affiliated companies; and/or
- ii. deposits, fixed or floating rate instruments (including but not limited to commercial paper), floating rate notes, certificates of deposit, debentures, asset backed securities and government or corporate bonds, cash and cash equivalents; and/or
- iii. Fixed Income Securities acquired on the China Interbank Bond Market which will account for no more than 20% of the Fund's net assets; and/or
- iv. China A-Shares via Stock Connect which will account for no more than 10% of the Fund's net assets; and/or
- v. up to 10% of the Fund may be invested in accordance with paragraph 2.2. of Appendix A.

The Investment Adviser will utilize a top-down, global macroeconomic and thematic investment approach that focuses on asset class, sector, region and country selection, as opposed to individual security selection. The Fund's allocations will be based upon the Investment Adviser's evaluations and analyses, taking into account its fundamental investment research, which is primarily driven by quantitative macroeconomic and market data.

Investment decisions will be made without regard to any particular limit, subject to Appendix A, as to geographical location, sector, credit rating, maturity, currency denomination or market capitalization. The Fund may invest in any country, including developing or emerging market countries. The Fund's investments may be denominated in Euros or in currencies other than the Euro.

#### Profile of typical investor

In light of the Global Multi-Asset Opportunities Fund's investment objective it may be appropriate for investors who:

- seek a return over the medium term;
- seek a balanced investment that focuses on those asset classes the Investment Adviser finds tactically most attractive;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### Multi-Asset Risk Control Fund

The Multi-Asset Risk Control Fund's investment objective is to provide an attractive level of total return, measured in USD, through investing primarily in a portfolio of transferable securities and money market instruments globally and through the use of financial derivative instruments.

The Fund will implement top-down, tactical views on global asset classes across (1) equity including closed-end Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments.

The Investment Adviser's tactical view will be implemented by accessing the following investment universe:

- Primary investments: equity securities, including closed-end Real Estate Investment Trusts (REITS) which are eligible for investment by a UCITS under the 2010 Law; Fixed Income Securities (including investment grade, non-investment grade and unrated); money market instruments and cash. This investment may be direct, or via derivatives. The Fund may invest in financial derivative instruments to achieve its investment objective and derivatives may be used for both investment and hedging purposes. These derivative instruments may include but are not limited to futures, options, warrants, contracts for difference, forward contracts on financial instruments and options on such contracts and swap contracts, whether traded on or off exchange.
- Ancillary investments: other transferable securities or, to a limited extent, to collective investment schemes including the Company's Funds and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law, as well as China A-Shares via Stock Connect. The Fund may invest up to 10% of its net assets in China A-Shares via Stock Connect.

The Investment Adviser anticipates it will predominantly employ the following investment strategies:

- Global asset allocation: investing in securities in line with individual asset class indices. The Investment Adviser will select the indices which will be used to make tactical views globally across (1) equity securities including Real Estate Investment Trusts (REITS); (2) Fixed Income Securities; and (3) cash and money market instruments. The Investment Adviser may use on or off exchange traded derivatives such as futures or swaps to gain diversified and/or more efficient exposure to specific global markets where due to the intended allocation size or due to inefficiencies in transacting directly in the underlying securities, investing via derivatives is a preferable investment option in the Investment Adviser's opinion.
- ESG screening: in addition, the Investment Adviser may consider ESG factors on a bottom-up basis; where investing directly in transferable securities, the Investment Adviser may consider the relative ranking of issuers for ESG factors as part of assessing the potential for return and as part of managing total portfolio risk.

The Investment Adviser may use additional investment strategies such as:

- Commodity-linked investments: the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) implement tactical views on commodities via exchange traded commodities (ETCs) which qualify as transferable securities in accordance with article 1(34) of the 2010 Law and article 2 of the Grand-Ducal Regulation of 8 February 2008.
- Use of cash and derivatives for efficient portfolio management: the Fund may also invest in cash and cash equivalents, warrants, exchange traded and over-the counter options, and other derivatives for efficient portfolio management (including hedging) purposes as well as for the investment purposes as outlined above.

The Fund's investments may result in exposure to emerging markets and to higher yielding securities. The Fund aims to manage total portfolio risk by managing the volatility level of the portfolio.

#### Profile of a typical investor

In light of the Multi-Asset Risk Control Fund's investment objective it may be appropriate for investors who:

- seek capital appreciation over the medium term;
- seek a balanced investment that focuses on those asset classes the Investment Adviser finds tactically most attractive;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

#### **Real Assets Fund**

The Real Assets Fund's investment objective is to seek total return, targeted to be in excess of inflation, through capital appreciation and income.

The Fund will seek to achieve its investment objective through investing primarily in transferable securities globally that provide exposure to real assets and/or that may provide inflation protection.

This may include, but is not limited to fixed income and/or equity securities, including depositary receipts (such as American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs)), of issuers located throughout the world, that are engaged in the infrastructure, real estate, natural resources, commodities and/or precious metals business; units of closed-end collective investment vehicles, including publicly quoted property unit trusts, master limited partnerships (MLPs), closed-end Real Estate Investment Trusts (REITS) that provide exposure to those asset classes; other UCITS eligible instruments that provide exposure to or are linked to those asset classes; other equity securities including, but not limited to, inflation-sensitive equities; and Fixed Income Securities including, but not limited to, US Treasury Inflation Protection Securities (TIPS), global inflation linked Fixed Income Securities and other inflation-sensitive Fixed Income Securities. In all cases, the Fund will gain exposure to these asset categories through instruments that are eligible for investment by a UCITS under the 2010 Law.

The Fund may invest in securities of companies or issuers of any size market capitalization. Companies in the infrastructure and real estate business may include companies principally engaged in the development and/or ownership of income-producing property.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may also invest, on an ancillary basis, in equity securities and Fixed Income Securities not meeting the criteria of the Fund's primary investments, debt securities convertible into common shares, preference shares, cash and cash equivalents, warrants and other equity linked instruments.

When making allocation decisions, the Sub-Adviser conducts quantitative and qualitative analysis, aiming to optimize the balance between return potential and risk across the publicly traded real asset categories. Across the underlying real asset categories, the Sub-Adviser's approach combines a top-down process with bottom-up stock selection. The Sub-Adviser's allocation decisions might result in the Fund being fully exposed to one single real asset category.

In light of the Real Assets Fund's investment objective it may be appropriate for investors who:

- seek exposure to real assets through investing primarily in transferable securities globally;
- seek capital appreciation over the medium term;
- seek income whether in the form of capital appreciation or distributions, as outlined in "Dividend Policy";
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **ALTERNATIVE INVESTMENT FUNDS**

The following Alternative Investment Funds have the following objectives:

### **Liquid Alpha Capture Fund**

The Liquid Alpha Capture Fund's investment objective is to provide an attractive level of total return, measured in US Dollars, through investment in a global portfolio of financial instruments including equity securities and Fixed Income Securities of all types.

For the avoidance of doubt, the Fund may invest in depositary receipts, debt securities convertible into equity securities, equity-linked securities, preference shares, closed-ended ETFs and rights and warrants to purchase equity securities.

With a view to enhancing returns and/or as part of the investment strategy, the Fund may (in accordance with the investment powers and restrictions set out in Appendix A) make use of exchange traded and over-the-counter options, futures, forwards, swaps, options on swaps (swaptions) and other derivatives for investment or efficient portfolio management (including hedging) purposes.

The Fund may invest to a limited extent in collective investment schemes and open-ended ETFs, which are eligible investments for UCITS under the 2010 Law.

The Fund will use a range of investment strategies in order to achieve its investment objective. Securities will be used in order to gain exposure to the performance of a range of strategies commonly used by hedge funds including, but not limited to, long short security selection ('alpha strategies') and alternative beta or trading strategies ('alternative beta strategies'). The Fund intends to provide access to this hedge fund performance by investing only in securities whose liquidity profile is consistent with that of a daily dealing fund.

Alpha strategies seek to achieve an attractive level of return relative to a benchmark through investment in equity securities combined with synthetic short exposure to the benchmark. Alternative beta strategies include a range of trading strategies that isolate risk premiums within hedge fund returns. The Investment Adviser will seek to allocate the portfolio across Alpha strategies and Alternatives Beta strategies in order to provide an attractive level of total return while managing total portfolio risk.

The Fund may also seek exposure to volatility as an investment strategy. Volatility as an investment strategy typically involves making an investment decision based on the comparison between implied volatility (e.g. the price of options on the reference assets can show the market's view of anticipated volatility on a forward basis) and realised volatility (i.e. that actually experienced by the reference assets). The Fund may obtain this exposure by use of derivatives, collective investment schemes, or other eligible assets providing such exposure.

The Fund may invest no more than 20% of its assets in Contingent Convertible Instruments.

### **Profile of typical investor**

In light of the Fund's investment objective it may be appropriate for investors who:

- seek a return over the medium-term with lower volatility than traditional equity markets;
- accept the risks associated with this type of investment, as set out in Section 1.5 "Risk Factors".

## **1.3 Methodology for Calculating the Global Exposure**

The Management Company has implemented a risk management process for each Fund in order to comply with its obligations under the UCITS Directive. The Management Company may calculate global exposure for the Fund using the commitment approach, relative VaR or absolute VaR.

The selection of the appropriate methodology for calculating global exposure is made by the Management Company based upon a consideration of the following factors:

- (i) whether the Fund engages in complex investment strategies which represent a significant part of the Fund's investment policy;
- (ii) whether the Fund has a significant exposure to exotic derivatives; and/or
- (iii) whether the commitment approach adequately captures the market risk of the Fund's portfolio.

The selection of relative VaR or absolute VaR will depend on whether the Fund has a leverage free Reference Portfolio which reflects its investment strategy. The Reference Portfolios adopted by the Funds are standard, widely-used industry indices.

Classification of a Fund will depend on a consideration of each of these factors and the fact that a Fund is authorised to use derivative instruments for investment purposes will not automatically, in isolation, mean that the global exposure of that Fund will be calculated using either relative or absolute VaR approach.

The table below sets out the methodology which the Management Company has adopted for each Fund in order to calculate the global exposure and the expected leverage for the Funds using the VaR approach, as defined by the UCITS Regulations.

Expected Leverage is provided using the 'sum of the notionals of the derivatives used' methodology as per the ESMA Guidelines 10-788.

Expected leverage is provided at a Fund level, however the Fund's actual level of leverage may be higher or lower than the disclosed expected leverage in the table below. Specific hedged share classes may have higher or lower levels of expected leverage than indicated at the Fund level.

Expected leverage is not a regulatory limit on the Fund and there may be no action as a result of the actual leverage being higher or lower than the disclosed expected leverage.

Derivatives usage is consistent with the investment objective and the risk profile of the Fund. The 'sum of notionals' calculation does not allow netting or hedging. The expected leverage using the 'sum of notionals' calculation may not reflect the investment risk associated with the derivative positions held in the Fund.

Additional information about the realized range of leverage employed by the relevant Funds can be found in the Annual Report.

<b>Fund Name</b>	<b>Global Exposure Methodology</b>	<b>Reference Portfolio</b>	<b>Expected Gross Leverage</b>
Asia Opportunity Fund	Commitment	N/A	N/A
Asian Equity Fund	Commitment	N/A	N/A
Asian Property Fund	Commitment	N/A	N/A
Breakout Nations Fund	Commitment	N/A	N/A
China A-shares Fund	Commitment	N/A	N/A
China Equity Fund	Commitment	N/A	N/A
Counterpoint Global Fund	Commitment	N/A	N/A
Developing Opportunity Fund	Commitment	N/A	N/A
Emerging Europe, Middle East and Africa Equity Fund	Commitment	N/A	N/A
Emerging Leaders Equity Fund	Commitment	N/A	N/A
Emerging Markets Corporate Debt Fund	Relative VaR	JP Morgan Corporate Emerging Markets Bond Index – Broad Diversified	100%
Emerging Markets Debt Fund	Relative VaR	JP Morgan Emerging Market Bond Index Global Diversified	100%
Emerging Markets Domestic Debt Fund	Relative VaR	JP Morgan Government Bond Index- Emerging Markets Global Diversified Index	100%
Emerging Markets Equity Fund	Commitment	N/A	N/A
Emerging Markets Fixed Income Opportunities Fund	Relative VaR	JP Morgan Emerging Markets Aggregate Index	100%
Euro Bond Fund	Relative VaR	Bloomberg Barclays Euro Aggregate A- or Better Index	100%
Euro Corporate Bond Fund	Relative VaR	Bloomberg Barclays Euro-Aggregate Corporates Index	100%
Euro Corporate Bond – Duration	Absolute VaR	N/A	150%

<b>Fund Name</b>	<b>Global Exposure Methodology</b>	<b>Reference Portfolio</b>	<b>Expected Gross Leverage</b>
Hedged Fund			
Euro Strategic Bond Fund	Relative VaR	Bloomberg Barclays Euro Aggregate Index	130%
European Fixed Income Opportunities Fund	Absolute VaR	N/A	160%
European High Yield Bond Fund	Relative VaR	ICE BofA ML European Currency High Yield 3% Constrained Ex-Sub Financials Index	100%
Europe Opportunity Fund	Commitment	N/A	N/A
European Property Fund	Commitment	N/A	N/A
Emerging Markets Small Cap Equity Fund	Commitment	N/A	N/A
Global Active Factor Equity Fund	Commitment	N/A	N/A
Global Advantage Fund	Commitment	N/A	N/A
Global Asset Backed Securities Fund	Absolute VaR	N/A	160%
Global Balanced Fund	Absolute VaR	N/A	100%
Global Balanced Defensive Fund	Absolute VaR	N/A	100%
Global Balanced Income Fund	Absolute VaR	N/A	100%
Global Balanced Risk Control Fund of Funds	Absolute VaR	N/A	50%
Global Balanced Sustainable Fund	Absolute VaR	N/A	100%
Global Bond Fund	Relative VaR	Bloomberg Barclays Global Aggregate Index	200%
Global Brands Equity Income Fund	Absolute VaR	N/A	200%
Global Brands Fund	Commitment	N/A	N/A
Global Buy and Hold 2020 Bond Fund	Commitment	N/A	N/A
Global Convertible Bond Fund	Relative VaR	Thomson Reuters Global Convertible Index Global Focus Hedged USD	100%
Global Credit Fund	Relative VaR	Bloomberg Barclays Global Aggregate Corporate Index	160%
Global Endurance Fund	Commitment	N/A	N/A
Global Fixed Income Opportunities Fund	Absolute VaR	N/A	160%
Global High Yield Bond Fund	Relative VaR	Bloomberg Barclays Global High Yield – Corporate Index	100%
Global Infrastructure Fund	Commitment	N/A	N/A
Global Infrastructure Unconstrained Fund	Absolute VaR	N/A	185%
Global Multi-Asset Income Fund	Relative VaR	50% MSCI All-Country World Index and 50% Bloomberg Barclays Capital Global Aggregate Bond Index	220%
Global Multi-Asset Opportunities Fund	Absolute VaR	N/A	500%
Global Opportunity Fund	Commitment	N/A	N/A
Global Permanence Fund	Commitment	N/A	N/A
Global Property Fund	Commitment	N/A	N/A
Global Property Unconstrained Fund	Commitment	N/A	N/A
Global Quality Fund	Commitment	N/A	N/A
Global Sustain Fund	Commitment	N/A	N/A
Indian Equity Fund	Commitment	N/A	N/A
International Equity (ex US) Fund	Commitment	N/A	N/A
Japanese Equity Fund	Commitment	N/A	N/A

<b>Fund Name</b>	<b>Global Exposure Methodology</b>	<b>Reference Portfolio</b>	<b>Expected Gross Leverage</b>
Latin American Equity Fund	Commitment	N/A	N/A
Liquid Alpha Capture Fund	Absolute VaR	N/A	300%
Multi-Asset Risk Control Fund	Absolute VaR	N/A	100%
Real Assets Fund	Absolute VaR	N/A	125%
Short Maturity Euro Bond Fund	Commitment	N/A	N/A
Sustainable Euro Corporate Bond Fund	Relative VaR	Bloomberg Barclays Euro-Aggregate Corporates Index	100%
Sustainable Euro Strategic Bond Fund	Relative VaR	Bloomberg Barclays Euro Aggregate Index	130%
US Active Factor Equity Fund	Commitment	N/A	N/A
US Advantage Fund	Commitment	N/A	N/A
US Dollar Corporate Bond Fund	Relative VaR	Bloomberg Barclays US Corporate Index	100%
US Dollar High Yield Bond Fund	Relative VaR	Bloomberg Barclays US Corporate High Yield Index	100%
US Dollar Short Duration Bond Fund	Commitment	N/A	N/A
US Dollar Short Duration High Yield Bond Fund	Relative VaR	Bloomberg Barclays US High Yield 1-5 Year Cash Pay 2% Issuer Capped Index	100%
US Growth Fund	Commitment	N/A	N/A
US Insight Fund	Commitment	N/A	N/A
US Property Fund	Commitment	N/A	N/A

## 1.4 Financial Indices

Funds may, in accordance with their investment policy and the investment restrictions under Appendix A paragraph 2.6, invest in financial derivative instruments based on financial indices which are eligible in accordance with article 9 of the Grand-Ducal Regulation of 8 February 2008.

To the extent consistent with the prevailing investment policy, Funds may obtain exposure, in the discretion of the Investment Adviser, to indices which may not be named specifically in the investment policy, subject always to compliance with the ESMA guidelines 2014/937 on ETF and other UCITS issues. In particular, the Funds will not invest in financial derivative instruments based on financial indices with a daily or intra-day rebalancing frequency or in indices whose methodology for the selection and the re-balancing of their components is not based on a set of pre-determined rules and objective criteria.

## 1.5 Risk Factors

This Section of the Prospectus explains the risks that apply to the Funds – investors must read these risk considerations before investing in any of the Company’s Funds.

The risk factors set out in Section 1.5.1 General Risk Factors may apply to all of the Company’s Funds. The table in Section 1.5.2 sets out which of the risk factors set out the Specific Risk Factors section that may potentially also apply to the Company’s Funds at the time of the issue of this Prospectus based on their respective investment objectives. Specific risk factors may apply to each Fund to varying degrees, and the exposure to specific risk factors will also vary over time. Additionally, risks may arise in the future which could not have been foreseen in advance. This Prospectus will be regularly updated to reflect any changes to the risk factors set out in Section 1.5.1 General Risk Factors and Section 1.5.2 Specific Risk Factors.

### 1.5.1. General Risk Factors

#### General Risk

Past performance is not a guide to future performance and the Funds should be regarded as medium to long-term investments. Investments in Funds are subject to market fluctuations and other risks inherent to investing in securities and other financial instruments. The price of the Shares can go down as well as up. An investor may not get back the amount he has invested, particularly if Shares are redeemed soon after they are issued and the Shares have been subject to a Sales Charge, as further disclosed in Section 2.1 “Share Class Description” or transaction charge.

## **Investment Objective**

There is no guarantee or representation that the investment objective of the Company or a Fund will be achieved. Depending on market conditions and the macroeconomic environment, it may become more difficult or even impossible to achieve investment objectives.

## **Market Risk**

Investors may experience losses due to changes in the level of one or more market prices, rates, indices, or other market factors. Market risk cannot be eliminated through diversification, though it can be hedged against. Sources of market risk include, but are not limited to, recessions, political turmoil, changes in monetary policies, outbreak of disease epidemics or pandemics, etc.

## **Currency Risk**

The Funds may invest in investments denominated in a number of different currencies other than the Reference Currency in which the Funds are denominated. Changes in foreign currency exchange rates between the Reference Currency and the currency in which the investments are denominated will cause the value of the investments expressed in the Reference Currency to differ.

Funds that have the ability to invest in overseas assets may be subject to currency volatility including currency devaluation. Currency movements may impact the value of the Fund's assets. The Funds may use derivatives to reduce this risk. However, certain market conditions may make it impossible or uneconomical to hedge against currency risk. The Company may in its discretion choose not to hedge against currency risk within the Funds.

### *Share Class Currency*

Certain Share Classes of certain Funds may be denominated in a currency other than the Reference Currency of the relevant Funds. Therefore changes in foreign currency exchange rates between the Reference Currency and the currency in which these Share Classes are denominated will cause the value of Shares held in such Funds to differ.

## **Liquidity Risk**

Liquidity risk exists when some of the Funds' investments may be difficult to sell due to unforeseen economic or market conditions, such as the deterioration in the creditworthiness of an issuer. In case of a large redemption request, the Funds may consequently not be able to sell certain assets to meet the redemption requirement or may not be able to sell certain assets at levels close to current valuation price.

## **Counterparty Risk**

The Funds may enter into transactions with counterparties (which could be a company, government or other institution), thereby exposing them to the counterparties' creditworthiness and their ability to perform and fulfil their financial obligations. There exists a risk that the obligation of such counterparties will not be satisfied. This risk may arise at any time the Funds' assets are deposited, extended, committed, invested or otherwise exposed through actual or implied contractual agreements. The weaker the financial strength of a counterparty, the greater the risk of that party failing to satisfy its obligations. The Net Asset Value of the Funds could be affected by any actual or anticipated breach of the party's obligations, while the income of the Fund would be affected only by an actual failure to pay, which is known as a default.

In addition, the Funds may enter into contracts with service providers and other third party contractors (the "Service Providers"). This risk means that in certain circumstances (including but not limited to force majeure events) the Service Providers may not be able to perform or fulfil their contractual obligations to the Funds. This could result in periods where the normal trading activity of the Funds may be affected or disrupted.

## **Depository Risk**

### *Country risk linked to the custody*

The Management Company may decide from time to time to invest in a country where the Depository has no correspondent. In such a case, the Depository will have to identify and appoint after due diligence a local custodian. This process may take time and deprive in the meantime the Management Company of investment opportunities.

In the same manner, the Depository shall assess on an ongoing basis the custody risk of the country where the Company's assets are safe-kept. The Depository may identify from time to time a custody risk in a jurisdiction and recommends to the Management Company to realize the investments immediately. In doing so, the price at which such assets will be sold may be lower than the price the Company would have received in normal circumstances, potentially affecting the performance of the relevant Funds.

In accordance with the UCITS Directive, entrusting the custody of the Company's assets to the operator of a securities settlement system ("SSS") is not considered as a delegation by the Depositary and the depositary is exempted from the strict liability of restitution of assets. A central securities depository ("CSD") being a legal person that operates a SSS and provides in addition other core services should not be considered as a delegate of the Depositary irrespective of the fact that the custody of the Company's assets have been entrusted to it. There is however some uncertainty around the meaning to be given to such exemption, the scope of which may be interpreted narrowly by some supervisory authorities, notably the European supervisory authorities.

### **Custody Risk**

The Assets of the Company are entrusted to the Depositary for safekeeping and are identified in the Depositary's books as belonging to the Company. Securities held by the Depositary are segregated from other assets of the Depositary which mitigates but does not exclude the risk of non-restitution in case of bankruptcy of the Depositary. However, no such segregation applies to cash which increases the risk of non-restitution in case of bankruptcy.

The Depositary may not keep all the assets of the Company itself but may use a network of sub-custodians which are not always part of the same group of companies as the Depositary. Investors are exposed to the risk of bankruptcy of the sub-custodians in the same manner as they are to the risk of bankruptcy of the Depositary.

The Funds may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Funds that are traded in such markets and which have been entrusted to such sub-custodians may be exposed to risk in circumstances where the Depositary will have no liability.

### **Inflation/Deflation Risk**

Inflation risk refers to the possibility of a reduction in the value of the income or assets as inflation decreases the value of money. The real value of a Fund's portfolio could decline as inflation increases. Deflation risk is the risk that prices throughout the economy may decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of a Fund's portfolio.

### **Regulatory Risk**

The Funds are domiciled in Luxembourg and investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Additionally, some of the Funds may be registered in non-EU jurisdictions and, as a result, may be subject, without any notice to the Shareholders in the Funds concerned, to more restrictive regulatory regimes. In such cases the Funds will abide by these more restrictive requirements. This may prevent the Funds from making the fullest possible use of the investment limits. Regulators are authorised to take extraordinary actions in the event of market emergencies. The effect of any future regulatory action on the Funds could be substantial and adverse.

### **The proposed exit of the UK from the EU**

As at the date of this Prospectus, the proposed exit by the United Kingdom from the EU ("Brexit") has resulted in global economic and political uncertainty and it is unknown what the impact shall be on the economic or political environment of each of the United Kingdom and the EU.

In an advisory referendum held in June 2016, the United Kingdom electorate voted to leave the EU. On 17th October 2019 the United Kingdom and the EU agreed on the terms on which the former would withdraw from the latter, but the UK Parliament did not ratify this agreement. Following the results of the general election held on 12th December 2019 in the United Kingdom, the UK Parliament voted in favour of the withdrawal agreement bill, thereby approving the UK's exit from the EU on 31st January 2020. These events, subsequent developments and future consequences of Brexit lie outside of the control of the Company, the Management Company and the Investment Advisers and their impact cannot be reliably predicted.

### **MiFID II**

The EU's second Markets in Financial Instruments Directive ("MiFID II"), laws and regulations introduced by Member States of the EU to implement MiFID II, and the EU's Markets in Financial Instruments Regulation ("MiFIR"), came into force on 3 January 2018. MiFID II and MiFIR imposed new regulatory obligations and costs on the Management Company and the Investment Advisers. This may have a negative impact on the Management Company, the Investment Advisers, the Company and/or the Funds.

In particular, MiFID II and MiFIR require certain standardised OTC derivatives to be executed on regulated trading venues. The overall impact of MiFID II and MiFIR on the Company remains highly uncertain and it is unclear how the OTC derivatives markets will adapt to these new regulatory regimes.



In addition, MiFID II introduces wider transparency regimes in respect of trading on EU trading venues and with EU counterparties. MiFID II extends the pre- and post-trade transparency regimes from equities traded on a regulated market to cover equity-like instruments such as DRs, ETFs and certificates that are traded on regulated trading venues as well as to cover non-equities such as bonds, structured finance products, emission allowances and derivatives. The increased transparency regime under MiFID II, together with the restrictions on the use of “dark pools” and other trading venues, will mean a wealth of new information relating to price discovery becoming available. Such increased transparency and price discovery may have macro effects on trading globally, which may have an adverse effect on the Net Asset Value.

## **Share Classes**

### *Suspension of Share Class Dealing*

Investors are reminded that in certain circumstances their right to redeem or switch Shares may be suspended (see Section 2.3 Redemption of Shares and Section 2.4 Conversion of Shares).

### *Currency Hedged Share Classes*

The Management Company may decide from time to time for some or all of the Funds to issue Currency Hedged Share Classes.

Currency Hedged Share Classes utilise hedging strategies to seek to limit exposure to currency movements between a Fund’s Reference Currency, Investment Currencies or Index Currencies and the Currency Hedged Share Class is denominated in. The hedging strategy of the Currency Hedged Share Class does not seek to eliminate all currency exposure. Exchange rate risk exists as a result of movements between the currency of denomination of the Currency Hedged Share Class and the valuation currencies of the assets in which the Fund invests where these currencies differ from the Reference currency of the Fund.

Such hedging strategies used by the Investment Adviser(s) (or any agent appointed by the Investment Adviser(s)) may not completely eliminate exposure to such currency movements. There can be no guarantee that hedging strategies will be successful. Mismatches may result between a Fund’s currency position and the Currency Hedged Share Classes issued for that Fund. Investors should be aware that certain market events or circumstances could result in the Investment Adviser(s) no longer being able to perform hedging transactions or that such strategies may no longer be economically viable.

The use of hedging strategies may substantially limit Currency Hedged Share Class shareholders from benefiting if the currency of the Currency Hedged Share Class falls against a Fund’s Reference Currency, Investment Currencies or Index Currencies. The costs of hedging and all gains/losses from hedging transactions are borne separately by the shareholders of the respective Currency Hedged Share Classes. Investors should also note that the hedging of Currency Hedged Share Classes is distinct from any hedging strategies that the Investment Adviser(s) may implement at the Fund level.

### *Non-deliverable Currencies*

Several Emerging Markets, Frontier Markets and other non-developed markets’ currencies are traded as cash settled, non-deliverable forwards, because they are either thinly traded or non-convertible. As such, where the Hedged Share Class Currency is non-deliverable the share class will be denominated, for subscription and redemption purposes, in a currency other than the Hedged Share Class Currency. For example, a Colombian Peso NAV Hedged Share Class may be subscribed or redeemed in US Dollar or Euro but the Fund’s Reference Currency would be hedged to the Colombian Peso, notwithstanding it being denominated in US Dollar or Euro. Investors should note that additional exchange rate risk exists as a result of the movements between the non-deliverable currency denomination of the Currency Hedged Share Class and the valuation currencies of the assets in which the Fund invests where these currencies differ from the Reference currency of the Fund and the currency in which the shareholder subscribes or redeems.

### *Renminbi (“RMB”) Currency Risk*

Since 2005, the RMB exchange rate is no longer pegged to the US dollar. RMB has now moved to a managed floating exchange rate based on market supply and demand with reference to a basket of foreign currencies. RMB exchange rate is also subject to exchange control policies. The daily trading price of the RMB against other major currencies in the inter-bank foreign exchange market is allowed to float within a narrow band around the central parity published by the People’s Republic of China. As the exchange rates are influenced by government policy and market forces, the exchange rates for RMB against other currencies, including US dollar and HK dollar, are susceptible to movements based on external factors. Accordingly, the investment in Classes denominated in RMB may be adversely affected by the fluctuations in the exchange rate between RMB and other foreign currencies.

RMB is currently not freely convertible and RMB convertibility from offshore RMB (CNH) to onshore RMB (CNY) is a managed currency process subject to foreign exchange control policies of and restrictions imposed by

the Chinese government. The value of CNH could differ, perhaps significantly, from that of CNY due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions.

Classes denominated in RMB, both hedged and unhedged, participate in the offshore RMB (CNH) market, which allows investors to freely transact RMB (CNH) outside of mainland China. Classes denominated in RMB will have no requirement to remit RMB (CNH) to onshore RMB (CNY). Non-RMB based investors (e.g. Hong Kong investors) in Classes denominated in RMB may have to convert HK dollar or other currency(ies) into RMB when investing in Classes denominated in RMB and subsequently convert the RMB redemption proceeds and/or dividend payment (if any) back to HK dollar or such other currency(ies). Investors will incur currency conversion costs and you may suffer losses depending on the exchange rate movements of RMB relative to HK dollar or such other currencies.

Even if the Fund aims to pay redemption monies and/ or distributions of RMB denominated Classes in RMB, the Management Company may, under extreme market conditions when there is not sufficient RMB for currency conversion and with the approval of the Directors, pay redemption monies and/or distributions in US dollar. There is also a risk that payment of redemption monies and/or distributions in RMB may be delayed when there is not sufficient amount of RMB for currency conversion for settlement of the redemption monies and distributions in a timely manner due to the exchange controls and restrictions applicable to RMB. In any event, redemption monies will be paid within one calendar month upon receipt of all properly completed documentation.

#### *Discretionary Distributing Share Class*

The Discretionary Distributing Share Class may pay distributions from capital or may charge all or part of the Fund's fees and expenses to the capital of the Fund. Dividends paid out of capital amount to a return or withdrawal of part of a Shareholder's original investment or from any capital gains attributable to that original investment. Such dividends may result in an immediate decrease of the Net Asset Value per Share. Where part or all of the fees and expenses of a Share Class is charged to the capital of that Share Class the result will be a reduction of the capital that the Fund has available for investment in the future and capital growth may be reduced. In periods of declining markets, the compounding effect of such dividend distributions may lead to a material erosion of the Share Class Net Asset Value.

#### **Automatic Exchange of Information**

##### *Common Reporting Standards ("CRS")*

The Company should be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "**Standard**") and its Common Reporting Standard (the "**CRS**") as set out in the Luxembourg law dated 18 December 2015 implementing the CRS (the "**CRS Law**").

Under the terms of the CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution.

Without prejudice to other applicable data protection provisions as set out in the Company documentation, since 30 June 2017, the Company has been required to annually report to the Luxembourg tax administration personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) certain investors as per the CRS Law (the "Reportable Persons") and (ii) Controlling Persons of certain non-financial entities ("NFEs") which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS Law (the "**CRS Information**"), will include personal data related to the Reportable Persons.

The Company's ability to satisfy its reporting obligations under the CRS Law will depend on each investor providing the Company with the CRS Information, along with the required supporting documentary evidence. In this context, the investors are hereby informed that, as data controller, the Company will process the CRS Information for the purposes as set out in the CRS Law. The investors undertake to inform their Controlling Persons, if applicable, of the processing of their CRS Information by the Company.

The investors are further informed that the CRS Information related to Reportable Persons within the meaning of the CRS Law will be disclosed to the Luxembourg tax administration annually for the purposes set out in the CRS Law. The Luxembourg tax administration may in turn, acting as data controller, further disclose such information to foreign tax authorities.

Any investor that fails to comply with the Company's documentation requests may be charged, for non-compliance under the CRS Law, with any penalties imposed on the Company attributable to such investor's failure to provide the CRS Information and the Company may, in its sole discretion, redeem the Shares of such investor.

#### **Taxation**

Investors should note that the proceeds from the sale of securities in some markets or the receipt of any dividends or other income may be or may become subject to withholding or other taxes imposed by the authorities in that market. Tax and law practice in certain countries into which a Fund invests or may invest in the future may not be

clearly established, may be subject to change or may be subject to change with retrospective effect. It is possible therefore that the Funds could become subject to additional taxation in such countries that is not anticipated either at the date of the Prospectus or when investments are made, valued or disposed of.

#### *Foreign Account Tax Compliance (“FATCA”)*

The Foreign Account Tax Compliance provisions of the 2010 Hiring Incentives to Restore Employment Act (“HIRE Act”) generally impose a new reporting and 30% withholding tax regime with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends. As a general matter, the new rules are designed to require U.S. persons’ direct and indirect ownership of non-U.S. accounts and non-U.S. entities to be reported to the Internal Revenue Service (“IRS”). The 30% withholding tax regime applies if there is a failure to provide required information regarding U.S. ownership.

Under the terms of FATCA, the Company will be treated as a Foreign Financial Institution. As such, the Company may require all investors to provide documentary evidence of their tax residence and all other information, including personal data, deemed necessary to comply with the above mentioned regulations (the “**FATCA Information**”).

Although the Company will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax as result of the FATCA regime, the value of the Shares held by the investor may suffer material losses.

Therefore and despite anything else herein contained and as far as permitted by Luxembourg law, the Company shall have the right to:

- require any Shareholder or beneficial owner of the Shares to promptly furnish the FATCA Information as may be required by the Company in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;
- divulge any element of the FATCA Information to any tax authority, as may be required by law or such authority;
- withhold any taxes or similar charges that it is legally required to withhold, whether by law or otherwise, in respect of any shareholding in the Company; and
- withhold the payment of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to enable it to determine the correct amount to be withheld.

As described in Section 2.2 “Issue of Shares, Subscription and Payment Procedure” the Directors have resolved to prevent the ownership of Shares by any U.S. Person (as defined pursuant to Regulation S under the U.S. Securities Act of 1933, as amended).

Each prospective investor should consult its own tax advisers regarding the requirements under FATCA with respect to its own situation.

#### **Potential Conflicts of Interest**

The Management Company, the Investment Adviser(s) and other affiliates may effect transactions in which they have, directly or indirectly, an interest which may involve a potential conflict with the Management Company’s duty to the Company. Neither the Management Company nor the Investment Adviser(s) nor other affiliates shall be liable to account to the Company for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions and none of their fees shall be adjusted (unless otherwise provided), provided that the Management Company and the Investment Adviser(s) (where applicable) will ensure that:

- such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed;
- such transactions are on arm’s length terms;
- the Management Company uses due care in the selection of brokers or dealers and that they are suitably qualified in the circumstances;
- the fee or commission paid to any such broker or dealer in respect of a transaction must not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
- the Management Company monitors such transactions to ensure compliance with its obligations; and
- the nature of such transactions and the total commissions and other quantifiable benefits received by such broker or dealer are disclosed in the Company’s annual report.

The Depositary shall not carry out activities with regard to the Company or the Management Company that may create conflicts of interest between the Company, the Shareholders, the Management Company and itself, unless the Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other

potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Shareholders.

Potential conflicting interests or duties may arise because the Management Company or the Investment Adviser(s) may have invested directly or indirectly in the Company. More specifically, the Management Company and Investment Adviser, under the organisational and conduct rules applicable to them, must take all appropriate steps to identify and to prevent or manage conflicts of interest.

## **Cyber Security**

The Funds and their service providers are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that the Funds and their service providers use to service the Funds' operations; or operational disruption or failures in the physical infrastructure or operating systems that support the Funds and their service providers. Cyber-attacks against or security breakdowns of the Funds or their service providers may adversely impact the Funds and their shareholders, potentially resulting in, among other things, financial losses; the inability of Funds' shareholders to transact business and the Funds to process transactions; inability to calculate the Funds' NAV; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. The Funds may incur additional costs for cyber security risk management and remediation purposes. In addition, cyber security risks may also impact issuers of securities in which the Funds invest, which may cause the Funds' investments in such issuers to lose value. There can be no assurance that the Funds or their service providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

### **1.5.2. Specific Risk Factors**

In addition to the general risks, as set out above, that should be considered for all Funds, there are other risks that investors should also bear in mind when considering investment into specific Funds. The table below shows which specific risk warnings may apply to each of the Funds based on their respective investment objective and policy. Investors' attention is drawn to the fact that these risks will only arise in the event the Funds invest in the relative instruments as may be decided from time to time by the Investment Adviser.

The specific risk factors that have been listed as relevant to a Fund in the table below are those identified as the material risks applicable to each of the Funds at the time of the issue of this Prospectus. Specific risk factors may apply to each Fund to varying degrees, and the exposure to specific risk factors will also vary over time. Additionally, risks may arise in the future which could not have been foreseen in advance. This Prospectus will be regularly updated to reflect any changes to the risk factors set out in Section 1.5.1 General Risk Factors and Section 1.5.2 Specific Risk Factors.

Strategy	Fund Name	Equity Risk	Fixed Income Risk	Asset Allocation Funds	Absolute Return Strategies	Financial Derivative Instruments	EPM Techniques	Investment Funds	Emerging Markets	Eurozone	Real Estate Industry	Infra-structure	Commodities	Volatility Strategies	High Yield	ABS/MBS	CoCos	Investments in Mainland China
Equity	Asia Opportunity Fund	✓	✓			✓	✓	✓	✓		✓							✓
Equity	Asian Equity Fund	✓	✓			✓		✓	✓	✓	✓							✓
Equity	Asian Property Fund	✓	✓			✓		✓	✓	✓	✓							✓
Equity	Breakout Nations Fund	✓	✓			✓	✓	✓	✓							✓		✓
Equity	China A-shares Fund	✓	✓			✓	✓	✓	✓									✓
Equity	China Equity Fund	✓	✓			✓	✓	✓	✓									✓
Equity	Counterpoint Global Fund	✓	✓			✓	✓	✓	✓	✓	✓							✓
Equity	Developing Opportunity Fund	✓	✓			✓	✓	✓	✓		✓							✓
Equity	Emerging Europe, Middle East and Africa Equity Fund	✓	✓			✓			✓	✓								
Equity	Emerging Leaders Equity Fund	✓	✓			✓	✓		✓									✓
Equity	Emerging Markets Equity Fund	✓	✓			✓		✓	✓	✓								✓
Equity	Europe Opportunity Fund	✓	✓			✓	✓	✓	✓	✓								
Equity	European Property Fund	✓	✓			✓		✓		✓	✓							
Equity	Emerging Markets Small Cap Equity Fund	✓				✓		✓	✓									
Equity	Global Active Factor Equity Fund	✓	✓			✓	✓		✓	✓	✓							
Equity	Global Advantage Fund	✓	✓			✓	✓		✓	✓								✓
Equity	Global Brands Equity Income Fund	✓	✓			✓	✓		✓	✓								✓
Equity	Global Brands Fund	✓	✓			✓			✓	✓								✓
Equity	Global Endurance Fund	✓	✓			✓	✓		✓	✓	✓							✓
Equity	Global Infrastructure Fund	✓	✓			✓			✓	✓	✓	✓						
Equity	Global Infrastructure Unconstrained Fund	✓	✓			✓		✓	✓	✓	✓	✓						
Equity	Global Opportunity Fund	✓	✓			✓	✓	✓	✓	✓	✓							✓

Strategy	Fund Name	Equity Risk	Fixed Income Risk	Asset Allocation Funds	Absolute Return Strategies	Financial Derivative Instruments	EPM Techniques	Investment Funds	Emerging Markets	Eurozone	Real Estate Industry	Infra-structure	Commodities	Volatility Strategies	High Yield	ABS/MBS	CoCos	Investments in Mainland China
Equity	Global Permanence Fund	✓	✓			✓	✓	✓	✓	✓	✓							✓
Equity	Global Property Fund	✓	✓			✓		✓	✓	✓	✓							
Equity	Global Property Unconstrained Fund	✓	✓			✓		✓	✓	✓	✓							
Equity	Global Quality Fund	✓	✓			✓			✓	✓								✓
Equity	Global Sustain Fund	✓	✓			✓			✓	✓								✓
Equity	Indian Equity Fund	✓	✓			✓			✓									
Equity	International Equity (ex US) Fund	✓	✓			✓			✓	✓								✓
Equity	Japanese Equity Fund	✓	✓			✓												
Equity	Latin American Equity Fund	✓				✓	✓		✓	✓								
Equity	US Active Factor Equity Fund	✓	✓			✓	✓				✓							
Equity	US Advantage Fund	✓	✓			✓	✓		✓	✓								✓
Equity	US Growth Fund	✓	✓			✓	✓		✓	✓								✓
Equity	US Insight Fund	✓	✓			✓	✓	✓	✓									✓
Equity	US Property Fund	✓	✓			✓				✓	✓							
Bond	Emerging Markets Corporate Debt Fund		✓			✓	✓	✓	✓						✓	✓	✓	
Bond	Emerging Markets Debt Fund		✓			✓	✓		✓	✓					✓	✓	✓	
Bond	Emerging Markets Domestic Debt Fund		✓			✓	✓		✓	✓					✓	✓	✓	
Bond	Emerging Markets Fixed Income Opportunities Fund		✓			✓	✓	✓	✓						✓	✓	✓	
Bond	Euro Bond Fund		✓			✓	✓	✓		✓						✓	✓	
Bond	Euro Corporate Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Euro Corporate Bond – Duration Hedged Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Euro Strategic Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	European Fixed Income Opportunities Fund	✓	✓		✓	✓	✓	✓	✓						✓	✓	✓	

Strategy	Fund Name	Equity Risk	Fixed Income Risk	Asset Allocation Funds	Absolute Return Strategies	Financial Derivative Instruments	EPM Techniques	Investment Funds	Emerging Markets	Eurozone	Real Estate Industry	Infra-structure	Commodities	Volatility Strategies	High Yield	ABS/MBS	CoCos	Investments in Mainland China
Bond	European High Yield Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Global Asset Backed Securities Fund		✓			✓	✓	✓	✓	✓					✓	✓		
Bond	Global Bond Fund		✓			✓	✓		✓	✓					✓	✓	✓	
Bond	Global Buy and Hold 2020 Bond Fund		✓			✓	✓		✓	✓					✓	✓		
Bond	Global Convertible Bond Fund	✓	✓			✓	✓		✓	✓					✓	✓	✓	
Bond	Global Credit Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Global Fixed Income Opportunities Fund	✓	✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Global High Yield Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Short Maturity Euro Bond Fund		✓			✓	✓	✓		✓						✓	✓	
Bond	Sustainable Euro Corporate Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	Sustainable Euro Strategic Bond Fund		✓			✓	✓	✓	✓	✓					✓	✓	✓	
Bond	US Dollar Corporate Bond Fund		✓			✓	✓	✓							✓	✓		
Bond	US Dollar High Yield Bond Fund		✓			✓	✓	✓	✓						✓	✓	✓	
Bond	US Dollar Short Duration Bond Fund		✓			✓	✓	✓							✓	✓		
Bond	US Dollar Short Duration High Yield Bond Fund		✓			✓	✓	✓	✓						✓	✓	✓	
Asset Allocation	Global Balanced Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	✓	✓		✓
Asset Allocation	Global Balanced Defensive Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	✓	✓		✓
Asset Allocation	Global Balanced Income Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	✓	✓		✓
Asset Allocation	Global Balanced Risk Control Fund of Funds	✓	✓	✓		✓	✓	✓	✓	✓			✓	✓	✓	✓		
Asset Allocation	Global Balanced Sustainable Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	✓	✓		✓

Strategy	Fund Name	Equity Risk	Fixed Income Risk	Asset Allocation Funds	Absolute Return Strategies	Financial Derivative Instruments	EPM Techniques	Investment Funds	Emerging Markets	Eurozone	Real Estate Industry	Infra-structure	Commodities	Volatility Strategies	High Yield	ABS/MBS	CoCos	Investments in Mainland China
Asset Allocation	Global Multi-Asset Income Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓		✓	✓	✓	✓
Asset Allocation	Global Multi-Asset Opportunities Fund	✓	✓	✓	✓	✓	✓	✓	✓	✓			✓		✓	✓		✓
Asset Allocation	Multi-Asset Risk Control Fund	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓	✓	✓	✓		✓
Asset Allocation	Real Assets Fund	✓	✓			✓			✓	✓	✓	✓	✓		✓	✓		
Alternatives	Liquid Alpha Capture Fund	✓	✓			✓	✓	✓	✓	✓				✓	✓	✓	✓	



## **Fixed Income Risk**

Funds which invest in Fixed Income Securities will be subject to interest rate and credit risk, and the additional risks associated with securities such as high-yield Fixed Income Securities, asset backed securities or loans.

Fixed Income Securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). A Fund may invest in Fixed Income Securities which are interest rate sensitive. An increase in interest rates will generally reduce the value of Fixed Income Securities, while a decline in interest rates will generally increase the value of Fixed Income Securities. The performance of such Funds will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilise appropriate strategies to maximise returns, while attempting to minimise the associated risks to investment capital.

### *Interest Rate Risk*

The values of Fixed Income Securities held by the Funds will vary with changes in interest rates and such variation may affect Share prices accordingly. The value of Fixed Income Securities will generally increase when interest rates fall and decrease when interest rates rise. Fixed Income Securities with greater interest rate sensitivity and longer maturities are usually subject to greater fluctuations in value in response to interest rate changes.

Certain sub-funds seek to reduce their exposure to interest rate risk through duration hedging. Duration hedged sub-funds utilise hedging strategies to seek to limit their exposure to interest rate movements. Sensitivity to interest rate movements may vary by Fund. The sensitivity of the Funds to interest rate movements may affect the result of the duration hedging.

Such hedging strategies used by the Investment Adviser(s) (or any agent appointed by the Investment Adviser) may not completely eliminate exposure to such interest rate movements. There can be no guarantee that hedging strategies will be successful. Investors should be aware that certain market events or circumstances could result in the Investment Adviser(s) no longer being able to perform hedging transactions or that such strategies may no longer be economically viable.

The use of hedging strategies may substantially limit shareholders in duration hedged Funds from benefiting if interest rates fall.

### *Credit Risk*

Funds which invest in Fixed Income Securities are subject to the risk that an issuer will fail to make timely payments of interest and principal. Issuers with higher credit risk typically offer higher yields for this added risk. Conversely, issuers with lower credit risk typically offer lower yields. Generally, government securities are considered to be the safest in terms of credit risk, while corporate debt, especially those with poorer credit ratings, have the highest credit risk. Changes in the financial condition of an issuer, changes in economic and political conditions in general, or changes in economic and political conditions specific to an issuer, are all factors that may have an adverse impact on an issuer's credit quality and security values.

### *High Yield Securities*

Funds may invest in higher yielding Fixed Income Securities which are subject to greater credit and market risk than lower yielding securities. Generally, lower rated securities pay higher yields than more highly rated securities to compensate investors for the higher risk. Such securities are subject to the risk of an issuer's inability to meet principal and interest payments on its obligations (credit risk) and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity and as a result may be less liquid than lower yielding securities.

### *Negative Yields*

Certain Funds may invest in fixed income instruments which, in certain cases, may trade at a negative yield. When a Fund invests in a negative yielding fixed income instrument, the value of the Fund's investment will reduce on a daily basis by the amount of the negative yield and the Fund may not get back its full investment.

### *Downgrading Risk*

The credit ratings given to Fixed Income Securities may be subject to changes. The downgrading of a rated Fixed Income Security could decrease the value and liquidity of the security, particularly in a thinly traded market, and also increase the price volatility. The Company may continue to invest in securities that are downgraded after purchase.

## *Non-Investment Grade Securities*

Non-investment grade securities have a lower credit rating than investment grade securities or are unrated and are generally considered to have a higher credit risk than more highly rated securities. In addition, non-investment grade securities tend to be more volatile than higher rated securities, so that adverse economic events may have a greater impact on the prices of non-investment grade securities than on higher rated securities. The market for securities which are rated below investment grade, have a lower credit rating or are unrated generally has lower liquidity and is less active than that for higher rated securities and a Fund's ability to liquidate its holdings in response to changes in the economy or the financial markets may be further limited by such factors as adverse publicity and investor perceptions. Certain Funds may invest in securities rated below investment grade.

## *Unrated Securities*

Some Funds may invest in securities that are not rated. As they are unrated these securities may be subject to greater price volatility and Funds investing in these securities must rely on the Investment Adviser(s)' credit assessment of such securities and are in particular subject to a high credit risk.

## *Sovereign Debt*

Certain countries and government entities rely more heavily than others upon foreign investment and the international markets for funding. Investment in sovereign debt issued or guaranteed by such countries or government entities involves a high degree of risk as the issuing entity may be unable or unwilling to repay the principal or interest when due in accordance with the terms of the debt. As a result, there may be a risk that the issuing entity will reschedule repayment or default on the debt.

## *Asset-Backed Securities*

Some Funds may invest in Asset-Backed Securities (ABS) which are Fixed Income Securities backed or collateralised by the income stream from an underlying pool of assets such as credit cards, automobile loans, student loans, small business loans, mortgages and receivables. An ABS may be usually issued in a number of different tranches, or classes, with varying characteristics depending on the riskiness of the underlying assets assessed by reference to their credit quality and term and can be issued at a fixed or a floating rate.

The higher the risk contained in the tranche, the more the ABS is likely to have to pay by way of income. The obligations associated with these securities may be subject to greater credit, liquidity and interest rate risk compared to other Fixed Income Securities. ABS are often exposed to extension risk (where obligations on the underlying assets are not paid on time) and prepayment risks (where obligations on the underlying assets are paid earlier than expected), these risks may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

## *Mortgage-Backed Securities*

Some Funds may invest in Mortgage-Backed Securities (MBS) which are Fixed Income Securities backed or collateralised by the income stream from an underlying pool of commercial and/or residential mortgages. This type of security is commonly used to redirect the interest and principal payments from the pool of mortgages to investors. An MBS may be issued in a number of different tranches, or classes, with varying characteristics depending on the riskiness of the underlying mortgages assessed by reference to their credit quality and term and can be issued at a fixed or a floating rate. The higher the risk contained in the tranche, the more the MBS pays by way of income. MBS may be subject to prepayment risk which is the risk that, in a period of falling interest rates, borrowers may refinance or otherwise repay principal on their mortgages earlier than scheduled. When this happens, certain types of MBS will be paid off more quickly than originally anticipated and the Funds will have to invest the proceeds in securities with lower yields. MBS may also be subject to extension risk, which is, the risk that, in a period of rising interest rates, certain types of MBS will be paid off more slowly than originally anticipated and the value of these securities will fall. As a result, the average duration of the Funds' portfolios may increase. The value of longer-term securities generally changes more in response to changes in interest rates than that of shorter-term securities. Because of prepayment risk and extension risk, MBS may react differently to changes in interest rates than other Fixed Income Securities. Small movements in interest rates (both increases and decreases) may quickly and significantly reduce the value of certain MBS. In some circumstances investments in MBS may become less liquid and in the case of a large redemption or change in market liquidity the Investment Adviser may not be able to sell the securities to meet the redemption requirement or may only be able to sell the securities at a price which negatively affects the Funds' Net Asset Value. In addition, the market price for MBS may be volatile.

On June 3, 2019, under the Federal Housing Finance Agency's "Single Security Initiative" intended to maximize liquidity for both Fannie Mae and Freddie Mac mortgage-backed securities in the To Be Announced ("TBA") security market, Fannie Mae and Freddie Mac expect to start issuing uniform mortgage-backed securities ("UMBS") in place of their current separate offerings of TBA-eligible mortgage-backed securities. The effects of the issuance of UMBS on the market for mortgage-backed securities are uncertain even though UMBS are not new instruments but rather a harmonisation of already existing instruments. The Funds' ability to invest in UMBS to the same degree that the Funds currently invests in Fannie Mae and Freddie Mac MBS is also uncertain. While Fannie Mae and Freddie Mac have taken steps to have a smooth transition to the issuance of UMBS, there may be factors which affect the timing of the transition or the ability of market participants, including the Funds, to adapt to the issuance of UMBS.

#### *Non-Agency Mortgage Backed Securities*

Non-agency Mortgage Backed Securities are MBS issued by private institutions. These securities have no credit guarantee other than the quality of the loans behind them, and any other structural credit protection provided by the terms of the bond deal they belong to. Investing in non-agency mortgage-backed securities generally entails credit, prepayment, extension, liquidity and default risk.

#### *Loans*

A Fund may invest in fixed and floating rate loans from one or more financial institutions by way of (i) assignment/transfer of, or (ii) participation in the whole or part of the loan amount outstanding.

Such loans may be secured or unsecured. Loans that are fully secured offer a Fund more protection than an unsecured loan in the event of non-payment of scheduled interest or principal. However, there is no assurance that the liquidation of collateral from a secured loan would satisfy the corporate borrower's obligation.

Participations typically will result in the Fund having a contractual relationship only with an intermediary (e.g. a financial institution or lending syndicate, the "**Selling Institution**") and not with the borrower and therefore generally will have no right directly to enforce compliance by the borrower with the terms of the loan agreement. The Fund may not directly benefit from the collateral supporting the related loan and may be subject to any rights of set-off the borrower has against the Selling Institution.

Loan obligations are subject to the credit risk of non-payment of principal or interest by the borrower. Substantial increases in interest rates may also cause an increase in loan obligation defaults.

Further, where exposure to loans is gained by purchase of participations there is the additional credit and bankruptcy risk of the Selling Institution under the insolvency laws of the jurisdiction of the Selling Institution.

On the other hand, investments in loans through a direct assignment include the risk that if a loan is terminated, a Fund could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral.

#### *Convertible Bonds*

Convertible bonds are subject to a number of risks including risk arising from both debt and equity securities, and to convertible securities specific risks. Convertible bond valuations are sensitive to macro-economic risk, interest rate risk, spread risk, default risk, and equity risk. In addition, convertible bonds issuers may be downgraded. In certain market conditions convertible bonds may be less liquid than other asset classes.

#### *Contingent Convertible Debt Securities*

##### *Characteristics of the contingent convertible debt securities*

Certain Funds may invest in contingent convertible debt securities which are Fixed Income Securities that may pay an attractive coupon and which may be converted into equity securities or suffer capital losses by decreasing the face value if pre-specified events occur ("trigger events"), depending in particular of the capital ratio levels of the issuer of such contingent convertible debt securities ("trigger levels"). Contingent convertible debt securities may be issued as perpetual instruments which may (or may not) be called at pre-determined date.

##### *Specific risks associated with the related contingent convertible debt securities*

*Trigger levels and conversion risks:* contingent convertible debt securities are complex financial instruments in respect of which, trigger levels (and thus exposure to conversion risk) differ widely. In particular, conversion may cause the value of the investment to fall significantly and irreversibly, and in some cases even to zero.

*Unknown and yield related risks:* contingent convertible debt securities are also innovative financial instruments and their behaviour under a stressed financial environment is thus unknown. This increases uncertainty in the valuation of contingent convertible debt securities and the risks of potential price contagion, as well as the volatility and also the liquidity risks of the entire contingent convertible securities asset class. In certain circumstances finding a ready buyer for contingent convertible bonds may be difficult and the seller may have to accept a significant discount to the expected value of the bond in order to sell it. Furthermore, because of the often attractive yield of contingent convertible debt securities, it still remains unclear whether holders of contingent convertible debt securities have fully considered the underlying risks of these instruments.

*Write-down and capital structure inversion risks:* the investment in contingent convertible debt securities may also result in material losses to the relevant Fund as the contingent convertible debt security may suffer capital market loss by decreasing the face value (“write-down”) on the occurrence of certain trigger events. In this event, holders of contingent convertible debt securities will suffer losses ahead of holders of equity securities issued by the same issuer, contrary to the classic order of capital structure hierarchy where equity holders are expected to suffer the loss before debt holders.

*Call extension risk:* as contingent convertible debt securities may be perpetual instruments which may not be called on the predefined call date and investors may not receive return of principal on the call date or at any date.

*Coupon cancellation risk:* In addition, some contingent convertible debt securities are also subject to the risk of discretionary cancellation of coupon payments by the issuer at any point, for any reason, and for any length of time.

#### *Odd Lots*

Certain of the Funds’ securities may be valued by an outside pricing service approved by the Management Company. The pricing service may utilize a matrix system or other model incorporating attributes such as security quality, maturity and coupon as the evaluation model parameters, and/or research evaluations by its staff, including review of broker-dealer market price quotations in determining what it believes is the fair valuation of the portfolio securities valued by such pricing service. Pricing services generally value securities assuming orderly transactions of an institutional round lot size, but the Company’s Funds may hold or transact in such securities in smaller, odd lot sizes (“odd lots”). Odd lots often trade at lower prices than institutional round lots.

### **Equity Risk**

Funds which invest in equity securities are subject to the volatility of the capital markets on which these securities are traded and may incur significant losses. The price of equities can be influenced by many factors at the individual company level, as well as by broader economic and political developments, including trends in economic growth, inflation and interest rates, corporate earnings reports, demographic trends and catastrophic events.

#### *Depository Receipts*

Depository receipts (ADRs, GDRs and EDRs) are instruments that represent shares in companies trading outside the markets in which the depository receipts are traded. Accordingly whilst the depository receipts are traded on Recognised Exchanges, there may be other risks associated with such instruments to consider- for example the shares underlying the instruments may be subject to political, inflationary, exchange rate or custody risks.

#### *Small and mid-sized companies*

The stock prices of small and mid-sized companies tend to be more volatile than the stock prices of larger companies. Smaller companies may have limited resources and product ranges and therefore may be more sensitive to changes in market conditions. The stocks of smaller companies are traded less frequently and in lower volumes than those of larger companies and this may contribute to greater stock price volatility.

#### *Participatory Notes*

Equity funds may generate exposure to certain equity securities in certain countries by purchasing a participatory note. A participatory note, while generating the desired equity security exposure, adds counterparty risk exposure to the issuer of the participatory note.

### **Asset Allocation Funds**

The Asset Allocation Funds provide the Investment Adviser with wide discretion to allocate between different asset classes. From time to time, the Asset Allocation Funds may have significant exposure to a single or limited number of fixed income or equity asset classes. Accordingly, the relative relevance of the risks associated with equity securities, Fixed Income Securities and derivatives will fluctuate over time.

## **Absolute Return Strategies**

The intention of an absolute return strategy is to deliver positive returns through a market cycle. However there can be no guarantee that such returns or capital will be achieved.

## **Financial Derivative Instruments**

Funds may, in accordance with their investment policy, invest in financial derivative instruments including but not limited to European and American options including single security, currency, basket and index calls and puts; single security, equity index and volatility futures; interest rate, Eurodollar and treasury futures; contract for differences (CFDs); single currency swaps; credit default swaps; interest rate swaps; Consumer Price Index (CPI) swaps, TRS, structured notes, warrants, currency forwards and participatory notes.

While the prudent use of derivatives may be beneficial, derivatives also involve risks different from, and, in certain cases, greater than, the risks presented by more traditional investments. If so provided in its investment policy, a Fund may engage various investment strategies with a view to reducing certain of its risks and/or enhancing return. These strategies may include the use of derivative instruments such as options, warrants, swaps and/or futures. Such strategies may be unsuccessful and incur losses for the Fund.

Derivatives also involve specific risks. These risks relate specifically to market risks, management risk, counterparty risk, liquidity risk, the risk of mispricing or improper valuation of derivatives and the risk that derivatives may not correlate perfectly with underlying assets, interest rates and indices.

The following is a general discussion of important risk factors and issues concerning the use of derivatives that investors should understand before investing in a Fund.

### *Market Risk*

This is a general risk that applies to all investments, including derivatives, meaning that the value of a particular derivative may go down as well as up in response to changes in market factors. A Fund may also use derivatives to gain or short exposure to some investments. In extreme market conditions the use of derivatives may, theoretically, give rise to unlimited losses for the Fund. However, an investor's loss is always limited to the amount invested in the Fund. Should such extreme market conditions occur, investors could, in certain circumstances, therefore face minimal or no returns, or may even suffer a loss on their investment in that particular Fund.

### *Liquidity Risk*

Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid, it may not be possible to initiate a transaction or liquidate a position at an advantageous price (however, the Company will only enter into OTC derivatives if it is allowed to liquidate such transactions at any time at fair value).

### *Counterparty Risk*

The Funds may enter into transactions in OTC markets, which will expose the Funds to the credit of its counterparties and their ability to satisfy the terms of such contracts. In the event of a bankruptcy or insolvency of a counterparty, the Funds could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the Company seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative transactions may be terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated. However this risk is limited in view of the investment restrictions laid down in Section 3 - "Derivatives and efficient portfolio management techniques" of Appendix A - Investment Powers and Restrictions.

### *Collateral Management Risk*

Counterparty risk arising from investments in OTC financial derivative instruments is generally mitigated by the transfer or pledge of collateral in favour of the Fund. However, transactions may not be fully collateralised. Fees and returns due to the Fund may not be collateralised. If a counterparty defaults, the Fund may need to sell non-cash collateral received at prevailing market prices. In such a case the Fund could realise a loss due, inter alia, to inaccurate pricing or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the collateral is traded. Difficulties in selling collateral may delay or restrict the ability of the Fund to meet redemption requests.

A Fund may also incur a loss in reinvesting cash collateral received, where permitted. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to be returned by the Fund to the counterparty as required by the terms of the

transaction. The Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Fund.

#### *Margin posted by Funds*

Where a Fund enters into a derivatives transaction, it will generally be required as a matter of law and/or contract to deliver cash or assets as margin (often referred to as 'collateral') to protect the relevant broker from the risk of a potential default by the Fund. Where the broker receives margin on a title transfer basis (ie the broker becomes the owner of the margin outright), or exercises a right of reuse, on the broker's default or insolvency the Fund will be an unsecured creditor and may not be able to recover the full value of the amount owed to it in full or at all. The Fund will not be entitled to exercise voting, consent or other similar rights attached to assets it provides as margin on a title transfer basis or in respect of which a right of use has been exercised, unless and until equivalent assets have been returned. In the event that a broker fails to return equivalent assets when due, the Fund may be unable to perform its settlement obligations under a hedging or other transaction it has entered into in relation to such assets.

#### *Counterparty Replacement Risk*

The Global Brands Equity Income Fund is expected to take exposure via a swap on options on equity securities and/or equity indices. This swap is highly customised and gaining this exposure is dependent on the availability of a counterparty. This Fund intends to use Morgan Stanley International Plc, a company affiliated to the Investment Adviser, as a counterparty to the swap. If Morgan Stanley International Plc is unable to continue as counterparty to the swap, the Fund may be unable to contract with another counterparty for an equivalent swap. This may mean that the Fund is unable to implement its investment strategy fully and, in particular, the income enhancement component of the strategy may be affected resulting in a reduction of income. This may also mean that the Fund cannot meet its investment objective to deliver regular income.

#### *Leverage Risk*

Derivative instruments allow the Fund to gain a larger exposure to asset values than the amount the Fund invests. As a result, losses on derivative instruments can exceed the amount invested in them which may significantly reduce the value of the Fund as a whole.

#### *Other Risks*

Other risks in using derivatives include the risk of differing valuations of derivatives arising out of different permitted valuation methods and the inability of derivatives to correlate perfectly with underlying securities, rates and indices. Many derivatives, in particular OTC derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals who often are acting as counterparties to the transaction to be valued. The Management Company will seek to obtain independent valuations for OTC derivatives in order to limit this risk.

Derivatives do not always perfectly or even highly correlate to or track the value of the securities, rates or indices they are designed to track. Consequently, a Fund's use of derivative techniques may not always be an effective means of following a Fund's investment objective. In cases where derivatives are being used to hedge risk, it is possible that the offsetting investments will not experience price changes that are perfectly inversely correlated. As a result, hedged portfolios may be exposed to basis risk – the risk that the portfolio will realize excess gains or losses in the execution of the hedging strategy.

#### *Risks associated with OTC (over-the-counter) Derivatives*

An OTC derivative is a derivative instrument which is not listed and traded on a formal exchange such as FTSE or NYSE but is traded by counterparties who negotiate directly with one another over computer networks and by telephone. The counterparty risk on any transaction involving OTC derivative instruments may not exceed 10% of the assets of a Fund when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

The Management Company ensures that appropriate risk monitoring is in place for any OTC transactions.

#### *Clearing*

When a Fund enters into cleared derivatives transactions (whether exchange traded or over-the-counter), and a clearing broker it uses for such transactions is declared to be in default by an EU central counterparty ("EU CCP"), the EU CCP will try to transfer ("port") the Fund's transactions and assets to another clearing broker or, if this cannot be achieved, the EU CCP will terminate the Fund's transactions. The early termination of transactions in this context may result in significant losses to the Fund. In the event that other parties in the clearing structure default (e.g., a central counterparty, a custodian, settlement agent or any clearing broker instructed by the Fund's broker), the Fund may not receive all of its assets back and its rights may differ depending on the law of the country in which the party is incorporated and the specific protections that that party has put in place.

Derivative products are highly specialised instruments that require investment techniques and risk analysis different from those associated with equity securities and Fixed Income Securities. The use of derivative techniques requires an understanding not only of the underlying assets of the derivative but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into, the ability to assess the risk that a derivative adds to a Fund and the ability to forecast the relative price, interest rate or currency rate movements correctly.

There is no guarantee that a particular forecast will be correct or that an investment strategy which deploys derivatives will be successful.

## **Warrants**

Certain Funds may invest in equity linked securities or equity linked instruments such as warrants. The gearing effect of investment in warrants and the volatility of warrant prices make the risk attached to the investment in warrants higher than in the case with investment in equities.

## **Efficient Portfolio Management Techniques**

A Fund may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in section 3 - "Derivatives and efficient portfolio management techniques" of Appendix A - Investment Powers and Restrictions. If the other party to a repurchase agreement or reverse repurchase agreement should default, the Fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the Fund in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the Fund could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.

A Fund may enter into securities lending transactions subject to the conditions and limits set out in Section 3 - "Derivatives and efficient portfolio management techniques" of Appendix A - Investment Powers and Restrictions. If the other party to a securities lending transaction should default, the Fund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Fund in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the Fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

Securities lending transactions, repurchase agreements and reverse repurchase agreements also entail liquidity risks due, *inter alia*, to locking cash or securities positions in transactions of excessive size or duration relative to the liquidity profile of the Fund or delays in recovering cash or securities paid to the counterparty. These circumstances may delay or restrict the ability of the Fund to meet redemption requests. The Fund may also incur operational risks such as, *inter alia*, non-settlement or delay in settlement of instructions, failure or delays in satisfying delivery obligations under sales of securities, and legal risks related to the documentation used in respect of such transactions.

The Funds will only use repurchase agreements, reverse repurchase agreements or securities lending transactions for the purpose of either reducing risks (hedging) or generating additional capital or income for the relevant Fund. When using such techniques, the Funds will comply at all times with the provisions set out section 3 - "Derivatives and efficient portfolio management techniques" of Appendix A - Investment Powers and Restrictions. The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. The use of repurchase agreements, reverse repurchase agreements and securities lending transactions is generally not expected to have a material adverse impact on a Fund's performance, subject to the Risk Factors described above.

Counterparty risk arising from investments in EPM techniques is generally mitigated by the transfer or pledge of collateral in favour of the Fund. However, transactions may not be fully collateralised. Fees and returns due to the Fund may not be collateralised. If a counterparty defaults, the Fund may need to sell non-cash collateral received at prevailing market prices. In such a case the Fund could realise a loss due, *inter alia*, to inaccurate pricing or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the collateral is traded. Difficulties in selling collateral may delay or restrict the ability of the Fund to meet redemption requests.

A Fund may also incur a loss in reinvesting cash collateral received, where permitted. Such a loss may arise due to a decline in the value of the investments made. A decline in the value of such investments would reduce the amount of collateral available to be returned by the Fund to the counterparty as required by the terms of the transaction. The Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Fund.

The Company may enter into securities lending transactions, repurchase agreements and reverse repurchase agreements with other companies in the same group of companies as the Investment Adviser. Affiliated counterparties, if any, will perform their obligations under any securities lending transactions, repurchase agreements and buy-sell back transactions concluded with a Fund in a commercially reasonable manner. In addition, the Investment Adviser will select counterparties and enter into transactions in accordance with best execution principles. However, investors should be aware that the Investment Adviser may face conflicts between its role and its own interests or that of affiliated counterparties.

## **Investment Funds**

### *Open-ended and Closed-end Collective Investment Vehicles*

Some Funds may invest in other collective investment vehicles. By investing in collective investment vehicles indirectly through the Fund, the investor will bear not only his proportionate share of the management fee of the Fund, but also indirectly, the management and administration expenses of the underlying collective investment vehicles.

In the case of investment in closed-end investment vehicles, shares may at times be acquired only at market prices representing premiums to their net asset values or disposed of at market prices representing discounts to their net asset value. Shares of such closed-end collective investment vehicles will be valued at their last available stock market value.

Collective investment vehicles established in different jurisdictions may not always provide an equivalent level of protection. This may expose the Funds investing in them to additional risks, for instance, less frequent opportunities for disposal, delayed payment or non-receipt of settlement monies, or less protective judicial structures.

### *Investment in Third Party Funds*

Certain Funds may invest in shares of collective investment schemes including ETFs, Closed Ended Funds and UCITS funds – collectively, underlying funds. These Funds may be advised or sub-advised by the Investment Adviser, an affiliate adviser or by an unaffiliated adviser. The ability of a Fund which invests in shares of an underlying fund or funds to achieve its investment objective may be directly related to the ability of the underlying funds to meet their investment objectives. Funds which invest in underlying funds will be exposed to the risks to which the underlying funds are exposed. These risks may include liquidity risk where the ability of the Fund to meet the liquidity requirements of its investment is directly linked to the ability of the underlying funds to meet their liquidity requirements.

## **Emerging Markets, Frontier Markets and other non-developed markets**

In certain countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There may be less publicly available information about certain financial instruments than some investors would find customary and entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed. Certain financial markets, while generally growing in volume, have, for the most part, substantially less volume than more developed markets, and securities of many companies may be less liquid and their prices more volatile than securities of comparable companies in more sizeable markets. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in various countries. In addition, the manner in which foreign investors may invest in securities in certain countries, as well as limitations on such investments, may affect the investment operations of certain of the Funds.

Settlement systems in Emerging Markets, Frontier Markets and other non-developed markets may be less well organised than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Funds may be in jeopardy because of failures of or defects in the systems. In particular, market practice may require that payment shall be made prior to receipt of the security which is being purchased, or that delivery of a security must be made before payment is received. In such cases, default by a broker or bank (the “**Counterparty**”) through whom the relevant transaction is effected might result in a loss being suffered by Funds investing in non-developed market securities.

The Company will seek, where possible, to use Counterparties whose financial status is such that this risk is reduced. However, there can be no certainty that this risk will be successfully eliminated for the Funds, particularly



as Counterparties operating in Emerging Markets, Frontier Markets and other non-developed markets frequently lack the substance or financial resources of those in developed countries.

There may also be a danger that, because of uncertainties in the operation of settlement systems in individual markets, competing claims may arise in respect of securities held by or to be transferred to the Funds. Furthermore, compensation schemes may be non-existent or limited or inadequate to meet the Company's claims in any of these events.

Investments in the Russian Federation are subject to certain heightened risks with regard to the ownership and custody of securities. In these countries the ownership is evidenced by entries in the books of a company or its registrar (which is neither an agent nor responsible to the Depositary). No certificates representing ownership of such companies will be held by the Depositary or any of its local correspondents or in an effective central depository system. As a result of this system and the lack of effective state regulation and enforcement, the Company could lose its registration and ownership of such securities through fraud, negligence or even mere oversight. However, in recognition of such risks, the relevant correspondent to the Depositary follows increased "due diligence" procedures. The correspondent has entered into agreements with company registrars and will only permit investment in those companies that have adequate registrar procedures in place. In addition, the settlement risk is minimised as the correspondent will not release cash until registrar extracts have been received and checked. In addition, Fixed Income Securities in these countries have an increased custodial risk associated with them as such securities are, in accordance with market practice, held in custody with institutions which may not have adequate insurance coverage to cover loss due to theft, destruction or default whilst such assets are in its custody.

Other risks could include, by way of example, controls on foreign investment and limitations on the repatriation of capital and the exchange of local currencies for global reserve currencies such as US\$, the impact on the economy as a result of religious or ethnic unrest.

In addition investments in India may be subject to the withdrawal or non-renewal of the Investment Adviser's Foreign Institutional Investor licence.

#### *Corporate and Sovereign Debt*

Both corporate and sovereign debt will be subject to high risk in emerging markets, frontier markets and other non-developed markets will not be required to meet a minimum rating standard and may not be rated for creditworthiness by any internationally recognised credit rating organisation.

The issuer or governmental authority that controls the repayment of such a non-developed country's debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. As a result of the foregoing, a government obligor may default on its obligations. If such an event occurs, the Company and/or the Management Company may have limited legal recourse against the issuer and/or guarantor. Remedies must, in some cases, be pursued in the courts of the defaulting party itself, and the ability of the holder of foreign government debt securities to obtain recourse may be subject to the political climate in the relevant country.

In addition, no assurance can be given that the holders of commercial debt will not contest payments to the holders of other foreign government debt obligations in the event of default under their commercial bank loan agreements.

#### **Investments in China**

Certain Funds may invest in securities or instruments which have exposure to the Chinese market (where "China" or the "PRC" means the People's Republic of China (except where the context requires, and only for the purpose of the Prospectus, references to the "PRC" or "China" do not include Hong Kong, Macau and Taiwan)). The exposure may be obtained via the Qualified Foreign Institutional Investor ("QFII") scheme or the Stock Connect. Other than risks involved in investments in emerging markets, as well as other risks of investments generally, as described in this section, which are applicable to investments in China, investors should also note the additional specific risks below.

#### *Investments via QFII*

Under current China law and regulations, investments in the Chinese domestic securities market (China A-Shares and other domestic securities as permitted) can be made by or through holders of a QFII licence, within certain investment quotas as granted under and subject to applicable Chinese regulatory requirements (the "**QFII Regulations**"). The Funds may invest in China indirectly via access products such as participation notes, equity-linked notes or similar financial instruments where the underlying assets consist of securities issued by companies quoted on regulated markets in China, and/or the performance of which is linked to the performance of securities issued by companies quoted on regulated markets in China ("**Access Products**"). The relevant Funds will not satisfy the criteria to qualify as a QFII and to gain direct exposure to the China A-Shares market, investment will be made through managers or issuers of such schemes, notes or instruments who possess QFII licenses and investment quotas.

Access Products are designed to mirror the returns on the underlying China A-Shares and are generally subject to the terms and conditions which reflect the underlying QFII Regulations and may also be subject to the terms and conditions imposed by the issuers. These terms may lead to delays in implementing the Investment Adviser's investment strategy due to the restrictions they may place on the issuer acquiring or disposing of the securities underlying the Access Products or on the implementation of realisations and payment of realisation proceeds to the Fund.

Furthermore, Access Products can be illiquid as there may be no active market in such securities. In the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. In addition, there is a risk that the issuer will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss.

#### QFII Regulatory Risks

Actions of the relevant manager or issuer which violate the QFII Regulations could result in the revocation of, or other regulatory action against, the relevant QFII licence as a whole, and may impact on the Fund's exposure to Chinese securities as the relevant scheme, note or instrument may be required to dispose its holdings in Chinese securities. In addition, a Fund may also be impacted by the rules and restrictions under the QFII Regulations (including rules on investment restrictions, lock-up periods, and repatriation of principal and profits), which may consequently have an adverse impact on the liquidity and/or investment performance of the Fund.

The QFII Regulations which regulate investments by QFIIs in China may be subject to further revisions in the future. The application and interpretation of the QFII Regulations are relatively untested and there is limited certainty as to how they will be applied. There is no assurance whether future revisions to the QFII Regulations or application of the QFII Regulations may or may not adversely affect a Fund's investments in China.

#### QFII Custody Risks

Where a Fund invests in China A-Shares or other securities in China through a QFII, such securities will be maintained by a custodian bank (the "**QFII Custodian**") appointed by the QFII in accordance with the QFII Regulations and the relevant China A-Shares will be held through a securities account with the China Securities Depository and Clearing Corporation Limited ("**ChinaClear**"). Such account may be in the name of the QFII and not in the name of such Fund, and the assets within such account may be held for and on behalf of clients of the QFII including but not limited to such Fund. Even though the Chinese regulators have affirmed their recognition of the concepts of nominee holders and beneficiary owners, these concepts are relatively new in the Chinese legal system and remain untested under the QFII scheme. Hence, the assets of such Fund held within such account may be subject to a risk of being treated as part of the assets of the QFII and be vulnerable to claims by creditors of the QFII in the event of the insolvency of the QFII. In addition, the assets of the Fund may not be adequately segregated from the assets of other Funds, funds or clients investing through the QFII.

Investors should also note that cash deposited in the cash account of the relevant Funds with the QFII Custodian will not be segregated but will be a debt owing from the QFII Custodian to the relevant Funds as a depositor. Such cash will be co-mingled with cash belonging to other clients of the QFII Custodian.

#### *Investments in China A-Shares via Stock Connect*

The Stock Connect (currently comprising of the Shanghai Stock Connect and the Shenzhen Stock Connect), is a securities trading and clearing linked program developed by the Hong Kong Exchanges and Clearing Limited ("**HKEX**"), the Shanghai Stock Exchange ("**SSE**"), the Shenzhen Stock Exchange ("**SZSE**") and ChinaClear with an aim to achieve the mutual stock market access between the PRC and Hong Kong. The Shanghai Stock Connect and the Shenzhen Stock Connect are operated independently from each other, but are similar in respect to the fundamental principles, operational mechanism and regulatory framework.

The Stock Connect comprises a Northbound trading link and a Southbound trading link. Under the Northbound trading link, Hong Kong and overseas investors, such as the Company, through its Hong Kong brokers and a securities trading service company established by the Stock Exchange of Hong Kong Limited ("**SEHK**"), respectively in Shanghai (for trading under the Shanghai Stock Connect) and Shenzhen (for trading under the Shenzhen Stock Connect), may be able to trade certain eligible China A-Shares listed on SSE/SZSE by routing orders to SSE/SZSE. Under the Southbound trading link, investors in the PRC will be able to trade certain stocks listed on SEHK. Under a joint announcement issued by the Securities and Futures Commission ("**SFC**") and the China Securities Regulatory Commission ("**CSRC**") on 10 November 2014, the Shanghai Stock Connect commenced trading on 17 November 2014. The Shenzhen Stock Connect commenced trading on 5 December 2016.

Under the Stock Connect, the Company, through its Hong Kong brokers may trade certain eligible shares listed on SSE/SZSE. As for trading on SSE, the eligible China A-Shares include all the constituent stocks from time to time of the SSE 180 Index and the SSE 380 Index, and all the SSE listed A-Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK (companies that issue both A-Shares on SSE/SZSE and H-Shares on SEHK are referred to as "A+H Shares Companies"). As for trading on

SZSE, the eligible China A-Shares include all constituent shares of the SZSE Constituent Index and the SZSE Small/Mid Cap Innovation Index issued by a company with a market capitalisation of RMB6 billion or above, all eligible shares on the SME Board and ChiNext markets, and China A-Shares issued by A+H Shares Companies listed on SZSE. SSE/SZSE-listed shares which are not traded in Renminbi (“RMB”) and SSE/SZSE-listed shares which are included in the “risk alert board” are explicitly excluded from the eligible shares under the Stock Connect. It is expected that the list of eligible securities will be subject to review and adjustment (in particular, the adjustment along with the changes of the constituent China A-Shares in the relevant indices).

The Hong Kong Securities Clearing Company Limited (“HKSCC”), a wholly-owned subsidiary of HKEX, and ChinaClear are responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by their respective market participants and investors. The China A-Shares traded through the Stock Connect are issued in scripless form, and investors will not hold any physical China A-Shares.

Although HKSCC does not claim proprietary interests in the SSE/SZSE securities held in its omnibus stock account in ChinaClear, ChinaClear as the share registrar for SSE/SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE/SZSE securities. Stock Connect trades are settled in RMB and investors must have timely access to a reliable supply of RMB in Hong Kong, which cannot be guaranteed.

In addition to paying trading fees, levies and stamp duties in connection with trading in the China A-Shares, the Funds investing via the Stock Connect may be subject to new fees arising from trading of the China A-Shares via the Stock Connect which are yet to be determined and announced by the relevant authorities.

### Liquidity and Volatility Risk

The existence of a liquid trading market for China A-Shares may depend on whether there is supply of, and demand for, China A-Shares. The price at which securities may be purchased or sold by the relevant Funds and the Net Asset Value of such Funds may be adversely affected if trading markets for China A-Shares are limited or absent. The China A-Share market may be more volatile and unstable (for example, due to the risk of suspension of a particular stock or government intervention). Market volatility and settlement difficulties in the China A-Share markets may also result in significant fluctuations in the prices of the securities traded on such markets and thereby may affect the value of the relevant Funds.

### Suspension Risk

It is contemplated that both SEHK and SSE/SZSE have the right to suspend or limit trading in any security traded on the relevant exchange if necessary for ensuring an orderly and fair market and that risks are managed prudently. In particular, trading band limits are imposed by the stock exchanges on China A-Shares, where trading in any China A-Share on the relevant stock exchange may be suspended if the trading price of the security has increased or decreased to the extent beyond the trading band limit. A suspension will render it impossible for the relevant Funds to liquidate positions and could thereby expose the Funds to significant losses. Further, when the suspension is subsequently lifted, it may not be possible for the Funds to liquidate positions at a favourable price, which could thereby expose the affected Funds to significant losses. Finally, where a suspension is effected, the relevant Funds’ ability to access the PRC market will be adversely affected.

### Quota and Other Limitations

Although the Stock Connect is the first program allowing non-Chinese investors to trade the China A-Shares without a license and there is no longer an aggregate quota limitation, trading of China A-Shares through the Stock Connect is still subject to a daily quota (“Daily Quota”), which limits the maximum net buy value of cross-boundary trades under the Stock Connect each day. Northbound trading and Southbound trading under each of the Shanghai Stock Connect and the Shenzhen Stock Connect will be subject to a separate set of Daily Quota. The Northbound Daily Quota for each of the Shanghai Stock Connect and the Shenzhen Stock Connect is currently and respectively set at RMB52 billion. Quota limitations may prevent the Funds from purchasing the Stock Connect securities when it is otherwise advantageous to do so. In particular, once the remaining balance of the relevant Daily Quota drops to zero or the Daily Quota is exceeded, buy orders will be rejected (although investors will be permitted to sell their cross-boundary securities regardless of the quota balance).

### Differences in Trading Day

Because Stock Connect trades are routed through Hong Kong brokers and the SEHK, Stock Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. Therefore, it is possible that there are occasions when it is a normal trading day for the PRC market but the relevant Funds cannot carry out any China A-Shares trading via the Stock Connect. As a result, prices of the relevant China A-Shares may fluctuate at times when the Funds are unable to add to or exit its position.

Additionally, an investor cannot purchase and sell the same security on the same trading day on SSE/SZSE, which may restrict the Funds' ability to invest in China A-Shares through Stock Connect and to enter into or exit trades where it is advantageous to do so on the same trading day.

#### Eligibility of Shares

Only certain China A-Shares are eligible to be accessed through Stock Connect. Such securities may lose their eligibility at any time. When a China A-Share is recalled from the scope of eligible shares for trading via the Stock Connect, the China A-Share can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the relevant Funds, for example, if the Adviser wishes to purchase a China A-Share which is recalled from the scope of eligible shares.

#### Operational Uncertainty

Because Stock Connect is relatively new, its effects on the market for trading China A-Shares are uncertain. In addition, the trading, settlement and IT systems required to operate Stock Connect are relatively new and continuing to evolve. In particular, the Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are permitted to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. The securities regimes and legal systems of the two markets differ significantly and market participants may need to address issues arising from the differences on an on-going basis. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems do not function properly, trading through Stock Connect could be disrupted and the relevant Funds' ability to access the China A-Share market may be adversely affected and the Fund may not be able to effectively pursue its investment strategy.

#### Other Legal and Regulation Risks

Stock Connect is subject to regulation by both Hong Kong and China. The current regulations are untested and there is no certainty as to how they will be applied. In addition, the current regulations are subject to change and there can be no assurance that the Stock Connect will not be abolished. There can be no assurance that further regulations will not affect the availability of securities in the program, the frequency of redemptions or other limitations. Additional shareholder restrictions and disclosure requirements might also be applicable to the Company as a result of their investments in China A-Shares via Stock Connect.

#### Lack of Investor Protection

Transactions through Stock Connect are not covered by the investor protection programs of either the Hong Kong or Shanghai/Shenzhen Stock Exchanges. Investment in China A-Shares via the Stock Connect is conducted through brokers, and is subject to the risks of default by such brokers' in their obligations. Investments of the Funds are not covered by the Hong Kong's Investor Compensation Fund, which has been established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in respect of SSE/SZSE shares via Stock Connect do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. Therefore the Funds are exposed to the risks of default of the broker(s) it engages in its trading in China A-Shares through the Stock Connect.

#### Legal/Beneficial Ownership

In China, Stock Connect securities are held on behalf of ultimate investors (such as the Company) by the HKSCC as nominee. HKSCC in turn holds the SSE/SZSE shares, as the nominee holder, through an omnibus securities account in its name registered with ChinaClear. While Chinese regulators have affirmed that the ultimate investors hold a beneficial interest in Stock Connect securities, the law surrounding such rights is in its early stages and the mechanisms that beneficial owners may use to enforce their rights are untested and therefore pose uncertain risks. Further, courts in China have limited experience in applying the concept of beneficial ownership and the law surrounding beneficial ownership will continue to evolve as they do so. There is accordingly a risk that as the law is tested and developed, the Company' ability to enforce its ownership rights may be negatively impacted. Because of this uncertainty, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong it is not clear if the SSE/SZSE shares will be regarded as held for the beneficial ownership of the Funds or as part of the general assets of HKSCC available for general distribution to its creditors. Furthermore, the Company may not be able to participate in corporate actions affecting Stock Connect securities due to time constraints or for other operational reasons. Similarly, the Company will not be able to vote in shareholders' meetings except through HKSCC and will not be able to attend shareholders' meetings.

#### Clearing and Settlement Risk

ChinaClear and HKSCC have established the clearing links and each becomes a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the

clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear default are considered to be remote. In the remote event of a ChinaClear default, HKSCC's liabilities in SSE/SZSE shares under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC should in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the relevant Fund may suffer delay in the recovery process or may not fully recover its losses from ChinaClear.

#### Pre-Trade Requirements and Special Segregated Accounts

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise SSE/SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Share sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.

If a Fund intends to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its broker(s) before the market opens on the day of selling (the "**trading day**"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, a Fund may not be able to dispose of its holdings of China A-Shares in a timely manner.

In addition, as the broker(s) of the Fund will hold and safekeep the Chinese A-Shares before the trading day, there is a risk that the creditors of the broker(s) will seek to assert that the Chinese A-Shares are owned by the brokers rather than the Funds if it is not made clear that the broker(s) act as a custodian in respect of the Chinese A-Shares for the benefit of the Funds.

Alternatively, if the relevant Fund maintains its SSE/SZSE shares with a custodian which is a custodian participant or general clearing participant participating in the Hong Kong Central Clearing and Settlement System ("**CCASS**"), the Fund may request such custodian to open a special segregated account ("**SPSA**") in CCASS to maintain its holdings in SSE/SZSE shares under the enhanced pre-trade checking model. Each SPSA will be assigned a unique "Investor ID" by CCASS for the purpose of facilitating the Stock Connect system to verify the holdings of an investor such as a Fund. Provided that there is sufficient holding in the SPSA when a broker inputs the relevant Fund's sell order, the Fund will only need to transfer SSE/SZSE shares from its SPSA to its broker's account after execution and not before placing the sell order and the Fund will not be subject to the risk of being unable to dispose of its holdings of China A-Shares in a timely manner due to failure to transfer of China A-Shares to its brokers in a timely manner.

In addition, these pre-trade requirements may, as a practical matter, limit the number of brokers that the Funds may use to execute trades. In relation to transactions executing through a SPSA order, the Fund, as the investor, may at most designate 20 brokers currently. While the Funds may use SPSA in lieu of the pre-trade check, many market participants have yet to fully implement IT systems necessary to complete trades involving securities in such accounts in a timely manner. Market practice as well as governmental policies with respect to SPSA is continuing to evolve.

#### **Chinese Interbank Bond Market ("**CIBM**")**

CIBM is an OTC market outside the two main stock exchanges in the PRC (i.e. SSE and SZSE) and was established in 1997. On CIBM, institutional investors (including domestic institutional investors but also QFIIs, RQFIIs as well as other offshore institutional investors, subject to authorization) trade sovereign, government and corporate bonds on a one-to-one quote-driven basis. CIBM accounts for more than 95% of outstanding bond values of total trading volume in the PRC.

The main debt instruments traded on CIBM include government bonds, financial bonds, corporate bonds, bond repo, bond lending, People's Bank of China ("**PBOC**") bills, and other financial debt instruments.

CIBM is regulated and supervised by PBOC. PBOC is responsible inter alia for establishing listing, trading, functioning rules applying to CIBM and supervising the market operators of CIBM. CIBM facilitates two trading models: (i) bilateral negotiation and (ii) click-and-deal. Under the China Foreign Exchange Trading System ("**CEFTS**"), which is the unified trading platform for CIBM, negotiation is applied to all inter-bank products while one-click trading is only applied to spot bonds and interest rate derivatives.

The market-maker mechanism, whereby an entity ensures bilateral quotations for bonds, was officially introduced in 2001 to improve market liquidity and enhance efficiency. Deals through market making can enjoy benefits such as lower trading and settlement costs.

Bond transactions must be conducted by way of bilateral trading through independent negotiations and be concluded on a transaction by transaction basis. Bid and ask prices for primary bond transactions and repurchase interest rates must be determined independently by the parties to the transaction. Both parties to a transaction shall typically, in accordance with the contract, promptly send instructions for delivery of bonds and funds, and shall have sufficient bonds and funds for delivery on the agreed delivery date.

China Central Depository & Clearing Co., Ltd ("**CCDC**") will deliver bonds on time according to the instructions matching with elements sent by both parties to a transaction. Fund clearing banks (e.g. settlement agent banks of foreign institutional investors) will handle the transfer and settlement of bond transaction payments on behalf of participants in a timely manner.

Investors should be aware that trading on CIBM exposes the Fund to increased counterparty and liquidity risks.

### **Risks associated with the investment through Bond Connect**

In addition to opening an account in China to access the CIBM, some Funds may invest in the bonds tradable in the PRC ("**Bond Connect Securities**") through connection between the PRC and Hong Kong financial infrastructure institutions ("**Bond Connect**").

#### Regulatory risk

Any laws, rules, regulations, policies, notices, circulars or guidelines published or applied by any of the Bond Connect Authorities (as defined below) are subject to change from time to time in respect of Bond Connect or any activities arising from Bond Connect (the "**Applicable Bond Connect Laws and Rules**") and there can be no assurance that Bond Connect will not be abolished. The relevant Fund may be adversely affected as a result of any change in the Applicable Bond Connect Laws and Rules. "**Bond Connect Authorities**" refers to the exchanges, trading systems, settlement systems, governmental, regulatory or tax bodies which provide services and/or regulate Bond Connect and activities relating to Bond Connect, including, without limitation, the PBOC, the Hong Kong Monetary Authority ("**HKMA**"), the Hong Kong Exchanges and Clearing Limited, CFETS, the Central Moneymarkets Unit of the HKMA ("**CMU**"), CCDC and Shanghai Clearing House ("**SHCH**") and any other regulator, agency or authority with jurisdiction, authority or responsibility in respect of Bond Connect.

#### No off-market transfer

Pursuant to the Applicable Bond Connect Laws and Rules, the transfer of Bond Connect Securities between two members of CMU and between two CMU sub-accounts of the same CMU Member is not allowed.

#### No amendment of orders, limited cancellation of orders

Pursuant to the Applicable Bond Connect Laws and Rules, instructions relating to sell and buy orders for Bond Connect Securities may only be cancelled in limited circumstances pursuant to the Applicable Bond Connect Laws and Rules and that instructions may not be amended.

#### Hedging Activities

Hedging activities are subject to the Applicable Bond Connect Laws and Rules and any prevailing market practice and there is no guarantee that the Fund will be able to carry out hedging transactions at terms which are satisfactory to the Management Company, the relevant Investment Adviser and the relevant Sub-Adviser. The Fund may also be required to unwind its hedge in unfavourable market conditions.

#### Tax

The treatment of tax under the Applicable Bond Connect Laws and Rules is not clear. Accordingly, where the Applicable Bond Connect Laws and Rules require a custodian/ clearing house / any other agent stipulated by such rules to withhold any tax, or where such custodian / clearing house / any other agent has a reasonable basis for believing that such withholding may be required, the custodian / clearing house / any other agent may do so at the rate required by the regulation, or if in the custodian's opinion the Applicable Bond Connect Laws and Rules are not very clear on the rate, at such rate as the custodian/ clearing house / any other agent may, reasonably determine to be appropriate. Tax may be withheld on a retroactive basis.

#### Nominee Holding Structure

Bond Connect Securities will be held by CMU, opening two nominee accounts with CCDC and SHCH. While the distinct concepts of "nominee holder" and "beneficial owner" are generally recognized under the Applicable Bond Connect Laws and Rules, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, e.g. in liquidation proceedings of PRC companies or other legal proceedings.

## **Exposure to the Euro and the Eurozone**

The “Eurozone” is an economic and monetary union of 19 European member states that have adopted the Euro as their common currency and sole legal tender. The success of the Euro and the Eurozone is therefore dependant on the general economic and political condition of each member state, as well as each state's credit worthiness and the willingness of the members to remain committed to monetary union and support for the other members. Currently, there are widely held concerns in the market regarding the credit risk associated with certain sovereigns, including some member states of the Eurozone, and the continued viability of the Eurozone. Risk to the Company includes the possibility of exit of individual countries from the Euro, full breakup of the Eurozone or other circumstances which may result in the emergence or re-introduction of national currencies.

Default by any state on its Euro debts or a material decline in the credit rating of any Eurozone state could have a material negative impact on the Company and its investments. A number of the Funds of the Company may operate in Euro and/or may hold Euro denominated assets either directly or as collateral and may experience a reduction of the value and/or liquidity of their investments as a result of events in the Eurozone regardless of the measures the Investment Adviser(s) or Board may seek to take to reduce this risk.

In addition, the Management Company and/or the Company's counterparties, banks, custodians and service providers may have direct or indirect exposure to these countries or currency and a default or credit decline could impact their ability to meet their obligations to and/or perform services for the Company. In the event of one or more member states exiting the Eurozone, or the abandonment of the Euro entirely, there may be material negative impact on some or all Funds of the Company and the value of investments, including risk of redenomination from Euro into another currency, possible capital controls and legal uncertainty as to the ability to enforce obligations and debts.

Prospective shareholders should inform themselves as to the risks surrounding the Eurozone crisis and the associated risk of an investment in the Company, taking into account the uncertainty as to how the Eurozone crisis and more general global economic situation will continue to evolve.

## **Holdings Concentration**

Some Funds may invest in a relatively small number of investments. Concentrated portfolios may be more volatile than more diversified portfolios with a larger number of investments and may be more significantly impacted by a decline in the value or circumstance of any one stock, asset classes or sector.

## **Real Estate Industry**

There are special risk considerations associated with investing in the real estate industry securities such as closed-end Real Estate Investment Trusts (REITS) and the securities of companies principally engaged in the real estate industry. These risks include: the cyclical nature of real estate values, risks related to general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, demographic trends and variations in rental income, changes in zoning laws, casualty or condemnation losses, environmental risks, regulatory limitations on rents, changes in neighbourhood values, related party risks, changes in the appeal of properties to tenants, increases in interest rates and other real estate capital market influences. Generally, increases in interest rates will increase the costs of obtaining financing, which could directly and indirectly decrease the value of a Fund investing in the Real Estate Industry.

## **Infrastructure**

There are special risk considerations associated with investing in the securities of companies principally engaged in the infrastructure industry. Infrastructure-related companies are subject to a variety of factors that may adversely affect their business or operations including high interest costs in connection with capital construction programs, costs associated with compliance with and changes in environmental and other regulations, difficulty in raising capital in adequate amounts on reasonable terms in periods of high inflation and unsettled capital markets, the effects of surplus capacity, increased competition from other providers of services in a developing deregulatory environment, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.

Additionally, infrastructure-related entities may be subject to regulation by various governmental authorities and may also be affected by governmental regulation of rates charged to customers, government budgetary constraints, service interruption due to environmental, operational or other mishaps and the imposition of special tariffs and changes in tax laws, regulatory policies and accounting standards. Other factors that may affect the operations of infrastructure-related companies include innovations in technology that could render the way in which a company delivers a product or service obsolete, significant changes to the number of ultimate end-users of a company's products, increased susceptibility to terrorist acts or political actions, risks of environmental damage due to a company's operations or an accident, and general changes in market sentiment towards infrastructure and utilities assets.

In the event that any of the risks associated with the infrastructure industry materialise, the value of securities issued by companies engaged in the infrastructure business may decline. To the extent that a Fund is invested in such securities, this may result in a corresponding decline in the Net Asset Value per share of that Fund, potentially uncorrelated to the rest of the equity market.

Companies engaged in the infrastructure business may also include Real Estate Investment Trusts (“closed-end REITS”) and collective investment vehicles with exposure to infrastructure assets. Investors should refer to special risk considerations applicable to the Real Estate Industry and Collective Investment Vehicles.

### **Commodities**

Certain Funds may invest in commodity-related assets, in accordance with their investment objective. Such Funds will only take indirect exposure to commodities, by investing into eligible structured products such as commodity-linked notes, commodity ETFs and/or derivative instruments referencing one or more commodity indices qualifying as financial indices under UCITS regulations.

Commodity related assets are highly volatile. Commodity markets are influenced by, among other things, changing supply and demand relationships, weather, governmental, agricultural, commercial and trade programmes and policies designed to influence commodity prices, world political and economic events, and changes in interest rates.

### **Volatility Strategies**

Certain Funds may invest, either directly or indirectly via investment into collective investment schemes in strategies which seek to take advantage of increases or decreases in volatility. Investment in such strategies may result in an increase in total portfolio volatility of the Fund. The risks of such investments are related to the risks associated with the underlying asset class on which the strategy invests (e.g. equity risk, commodity risk, liquidity risk, etc.). In periods of high market volatility the value of investments in volatility strategies may be subject to drawdowns which exceed those experienced in the markets and asset classes upon which the volatility strategy draws. Exposure to extreme market volatility may not be fully hedged which may result in a decrease in portfolio value. Funds which invest in volatility strategies will be exposed to derivative risk and basis risk, which is the risk that exposure gained through derivatives to an underlying asset or assets will not be perfectly correlated to the price movements of the assets themselves.



## Section 2

### 2.1 Share Class Description

The Management Company may create one or more different classes of Shares (“Share Classes”) in each Fund. Each Share Class is represented by a code composed by a share class indicator and a share class sub-indicator. The first letter or number of that code denotes the Share Class Indicator (e.g. “A”), while further letters or numbers represent additional characteristics and in combination denote the Share Class Sub-Indicator (e.g. “H”).

Not all Share Classes may be available in all Funds. Details on the available Share Classes can be obtained from the Distributor and at the Company’s registered office.

Share Class Indicator	Target audience*	Minimum Initial Subscription per Fund:	Minimum Holding
<b>A</b>	Retail investors who receive either investment advice or execution services from an intermediary and have agreed that intermediary may receive inducements.	N/A	N/A
<b>B***</b>	Retail investors who receive investment advice from an intermediary and have agreed that intermediary may receive inducements. The intermediary may receive an up-front payment from the distributor, which will be recouped from the investor over four years through an additional distribution fee. If an investor redeems within four years of its initial subscription a contingent deferred sales charge will be charged.	N/A	N/A
<b>C</b>	Retail investors who receive investment advice from an intermediary and have agreed that intermediary may receive inducements. The intermediary may receive an up-front payment from the distributor. If an investor utilising this model redeems within one year of its initial subscription a contingent deferred sales charge will be charged	N/A	N/A
<b>F</b>	Retail investors who either receive advice from an intermediary or utilise an intermediary’s order execution platform to invest in the Company.  For intermediary business within the EEA and the UK, with effect from 3 January 2018 this share class is available for retail investors using intermediaries in either of the following situations: (1) where the intermediary is not allowed to accept and retain inducements due to the application of MiFID; or (2) where the intermediary has agreed with its client that it is not allowed to accept and retain inducements.	N/A	N/A
<b>I</b>	Investors, including retail investors, who invest either directly or through an intermediary.  For intermediary business within the EEA and the UK, with effect from 3 January 2018 this share class is available for retail investors using intermediaries in either of the following situations: (1) where the intermediary is not allowed to accept and retain inducements due to the application of MiFID; or (2) where the intermediary has agreed with its client that it is not allowed to accept and retain inducements.	N/A	N/A
<b>J</b>	At the discretion of the Distributor, institutional investors, including discretionary portfolio managers acting on behalf of their clients, who invest when a Fund is newly launched within a period determined by the Investment Adviser in	10,000,000* *	10,000,000* *

	its absolute discretion and invest no less than USD 10,000,000 in the relevant Fund.		
<b>N</b>	The Distributor and its affiliates (whether for themselves or on behalf of clients) or, at the discretion of the Distributor, clients of the Distributor or its affiliates. This share class is reserved for institutional investors only.	N/A	N/A
<b>S</b>	Pension funds or other Institutional Investors, as selected by the Distributor, and who invest at least USD 40,000,000 in the relevant Fund	40,000,000* *	40,000,000* *
<b>Z</b>	Institutional Investors, including discretionary portfolio managers acting on behalf of their clients.	N/A	N/A

For the purposes of the table above, “Institutional Investor” means an institutional investor within the meaning of Article 174 of the Luxembourg Law of 2010. For investors who are subject to MiFID, Eligible Counterparties (as defined under MiFID) and per se Professional Clients (as defined under item I of annex II of MiFID) are expected to be eligible to invest in institutional share classes. Retail Clients and elective Professional Clients (as defined under MiFID) are typically not eligible for institutional share classes although some entities, such as local authority pension funds, are eligible. Please consult the application form for more information on eligibility and, in the case of doubt, please contact [cslux@morganstanley.com](mailto:cslux@morganstanley.com).

\* Where the Management Company in its absolute discretion determines that an investor does not fall within the target audience for a Share Class Indicator as described above, including where the investor has ceased to be part of the target audience after initial subscription, the Management Company may, upon providing such investor with one month’s written notice, elect to either compulsorily redeem their holding or convert their holding into another Share Class. The Management Company may also reject subscriptions to any share class where the investor does not fall within the target audience or where, in relation to share classes A, B and C, the relevant intermediary has not been approved by the Distributor to subscribe for that share class.

This is at the Management Company’s absolute discretion and the Management Company may choose not to exercise this power. For example, the Management Company may determine that an investor in Class E who has ceased to be employed by the Investment Adviser may retain their existing investment.

\*\* These amounts may be in US Dollars (or the Euro, Yen or Sterling equivalent of the US Dollar amount). These minima may be waived or varied, in any particular case or generally, at the Management Company's discretion.

\*\*\* With effect from 1 July 2018, Class B Shares are automatically converted free of charge into corresponding Class A Shares on or shortly after the fourth anniversary of the original subscription date for those Class B Shares. Further information is set out below under the heading “Share Class Indicator B Shares”.

If the Net Asset Value of an investor’s holding of a Class of Shares falls below the Minimum Holding amount shown above, the Management Company may, upon providing such investor with one month’s written notice, elect to either compulsorily redeem their holding or convert their holding into another Share Class.

Restrictions apply to the purchase of Share Class Indicators A, B, C, F, I, J, N, S and Z Shares. First time applicants should contact the Distributor before submitting an Application Form for these Share Classes.

## List of Share Class Sub-Indicators

Share Class Sub-Indicator	Characteristics (see section below)
<i>The following Share Class Sub-Indicators are explained further in this Section 2.1 below</i>	
H	NAV Hedged Share Class
H1	Portfolio Hedged Share Class
H2	Index Hedged Share Class
H3	NAV Hedged (Non-Deliverable Currency) Share Class
<i>The following Share Class Sub-Indicators are explained further in the Section 2.10 “Dividend Policy”</i>	
X	Distributing Share Class
R	Discretionary Distributing Share Class
M	Monthly Distributing Share Class

## Currency Hedged Share Classes

Currency Hedged Share Classes seek to reduce the currency exposure of the Shareholder to currencies other than the “Hedged Share Class Currency”. The Investment Adviser(s) will decide on the most appropriate hedging strategies for each Fund and a Fund-by-Fund summary is available from the registered office of the Company and is included in the Company’s Annual and Semi-Annual Reports. Currency Hedged Share Classes are subdivided as follows:

### *NAV Hedged Share Classes (Share Class Sub-Indicator “H”)*

NAV Hedged Share Classes utilise hedging strategies that seek to reduce exposure to currency movements between the Hedged Share Class Currency and the Fund’s Reference Currency. This involves hedging the Fund’s Reference Currency to the Hedged Share Class Currency generally without reference to the currencies represented in the Fund’s underlying investment portfolio (the “Investment Currencies”).

### *Portfolio Hedged Share Classes (Share Class Sub-Indicator “H1”)*

Portfolio Hedged Share Classes utilise hedging strategies that seek to reduce exposure to currency movements between the Hedged Share Class Currency and the Fund’s Investment Currencies. This involves hedging the Fund’s Investment Currencies back to the Hedged Share Class Currency without reference to its Reference Currency.

### *Index Hedged Share Classes (Share Class Sub-Indicator “H2”)*

Index Hedged Share Classes utilise hedging strategies that seek to reduce exposure to currency movements between the Hedged Share Class Currency and the currencies of a Fund’s benchmark index (“Index Currencies”). This involves hedging the Fund’s Index Currencies back to the Hedged Share Class Currency without reference to the Fund’s Reference Currency or its Investment Currency.

### *NAV Hedged (Non-deliverable Currency) Share Class (Share Class Sub-Indicator “H3”)*

The NAV Hedged (Non-deliverable Currency) Share Classes utilise similar hedging strategies to the NAV Hedged Share Classes, however, where the Hedged Share Class Currency is non-deliverable, the share class will be denominated, for subscription and redemption purposes, in a currency other than the Hedged Share Class Currency. For example, a Colombian Peso NAV Hedged Share Class may be subscribed or redeemed in US Dollar or Euro but the Fund’s Reference Currency would be hedged to the Colombian Peso, notwithstanding it being denominated in US Dollar or Euro.

## Sales Charge

The Sales Charge is an initial charge levied on subscription amounts, which is not contained within the price at which the Shares are issued.

Share Class Indicator	Bond Funds (excluding Emerging Markets Debt Fund and Emerging Markets Domestic Debt Fund)	Equity Funds (and Emerging Markets Debt Fund and Emerging Markets Domestic Debt Fund):	Asset Allocation Funds	Alternative Investment Funds
A	Up to 4.00%	Up to 5.75%	Up to 5.75%	Up to 5.75%
B	0.00%	0.00%	0.00%	0.00%
C	0.00%	0.00%	0.00%	0.00%
F	0.00%	0.00%	0.00%	0.00%
I	Up to 3.00%	Up to 3.00%	Up to 3.00%	Up to 3.00%
J	0.00%	0.00%	0.00%	0.00%
N	0.00%	0.00%	0.00%	0.00%
S	0.00%	0.00%	0.00%	0.00%
Z	Up to 1.00%	Up to 1.00%	Up to 1.00%	Up to 1.00%

The Sales Charge shall revert to the Distributor or to the relevant distributor through which the initial purchase was made. If in any country in which the Share Class Indicators A, I, and Z Shares are offered, local law or practice requires or permits a lower initial Sales Charge than that listed above for any individual purchase order, the

Distributor may sell Shares and may authorise distributors to sell Shares within such country at a total price less than the applicable price set forth above, but in accordance with the maximum amounts permitted by the law or practice of such country.

### Further information on Share Class Indicator B Shares

As described in more detail in Section 2.5 of this Prospectus, Share Class Indicator B Shares are subject to a Distribution Fee, accrued daily and paid monthly, at the annual rate of 1.00% of their average daily Net Asset Value of Shares. The Distribution Fee ultimately accrues to the Distributor, which may pay part or all of the Distribution Fee to those institutions involved in the distribution of Share Class Indicator B Shares.

Share Class Indicator B Shares that are redeemed prior to the fourth anniversary of the date on which they were subscribed are subject to Contingent Deferred Sales Charge, which is described in detail below under the heading “Contingent Deferred Sales Charge”.

With effect from 1 July 2018, Share Class Indicator B Shares are automatically converted into the corresponding Share Class Indicator A Shares or on the fourth anniversary of the date on which the Share Class Indicator B Shares were issued or the next Dealing Day if that day is not a Dealing Day. This conversion may give rise to a tax liability for shareholders in certain jurisdictions. Shareholders should consult their tax adviser for advice about their own position.

Until 22 June 2018, holders of Share Class Indicator B Shares retained the ability to voluntarily convert such Shares into Share Class Indicator A Shares or on after the fourth anniversary of the date on which the relevant Share Class Indicator B Shares were issued, or the next Dealing Day if that is not a Dealing Day. This conversion may give rise to a tax liability for shareholders in certain jurisdictions. Shareholders should consult their tax adviser for advice about their own position.

All conversions of Share Class Indicator B Shares into Share Class Indicator A Shares are made on the basis set out in section 2.4 of this Prospectus.

No Contingent Deferred Sales Charge will be applicable to Share Class Indicator B Shares on either (i) automatic conversions, or (ii) voluntary conversions made on or after the fourth anniversary of the date on which the Share Class Indicator B Shares were issued. No Sales Charge will be applicable to the Share Class Indicator A Shares issued as a result of the conversion of Share Class Indicator B Shares.

### Contingent Deferred Sales Charge

Contingent Deferred Sales Charge for all Funds

Time Period Since Subscription*:	Share Class Indicator B	Share Class Indicator C
0-365 days	4.00%	1.00%
1-2 years	3.00%	None
2-3 years	2.00%	None
3-4 years	1.00%	None
4 years and thereafter	None	None

\*Subscription for these purposes means the date on which Shares were issued, rather than the date of application for subscription.

The calculation is determined in a manner that results in the lowest possible rate being charged. Therefore, it is assumed that, unless otherwise specified, the redemption is applied to Share Class Indicators B and C Shares held longest by the Shareholder. The rate will be determined based on the Fund in which the Shareholder's subscription was first made. Conversion from one Fund to another will not affect the initial purchase date not the rate to be applied upon redemption for the purposes of calculating the Contingent Deferred Sales Charge.

To provide an example, assume a Shareholder purchased 100 Class B Shares in a Fund at €25 per Share (at a cost of €2,500) and in the third year after issuance the Net Asset Value per Share is €27. If at such time the Shareholder makes his first redemption of 50 Shares (proceeds of €1,350), the charge is applied only to the original cost of €25 per Share and not to the increase in Net Asset Value of €2 per Share. Therefore €1,250 of the €1,350 redemption proceeds will be charged a Contingent Deferred Sales Charge at a rate of 2.00% (the applicable rate in the third year after issuance).

The Contingent Deferred Sales Charge, if any, accrues to the Distributor and is used in whole or in part by the Distributor to defray its expenses in providing distribution-related services to the Fund relating to the sale, promotion and marketing of Share Class Indicators B and C Shares and the furnishing of services to Shareholders by sales and marketing personnel of the Distributor.

The Contingent Deferred Sales Charge (in combination with the Distribution Fee (see Section 2.5 “Charges and Expenses”) in the case of Share Class Indicator B Shares) is designed to finance the distribution of Share Class

Indicators B and C Shares through the Distributor and distributors without a dealer mark-up or Sales Charge assessed at the time of purchase.

### **Waiver of Contingent Deferred Sales Charge**

The Management Company will waive any applicable Contingent Deferred Sales Charge which may be payable on the redemption of Share Class Indicators B and C Shares where a redemption is effected pursuant to the right of the Management Company to liquidate a Shareholder's account as described in more detail under "Compulsory Redemption" (*i.e.* where it is not the fault of the Shareholder which has resulted in the compulsory redemption).

The Management Company will waive any applicable Contingent Deferred Sales Charge which may be payable on the redemption of distributing Share Class Indicators B and C Shares which result from the automatic reinvestment of dividends.

In addition the Management Company may also waive all or part of any applicable Contingent Deferred Sales Charge at the Management Company's discretion. The Management Company has authorised the Distributor to waive all or part of the Contingent Deferred Sales Charge at the discretion of the Distributor in respect of subscriptions made by clients of the Distributor (including clients of distributors).

**The alternative Sales Charge arrangements permit an investor to choose the method of purchasing Shares that is most beneficial given the amount of the purchase, the length of time the investor expects to hold the Shares and individual circumstances. Investors should determine whether under their particular circumstances it is more advantageous to incur an initial Sales Charge and not be subject to Distribution Fees and a Contingent Deferred Sales Charge, or to have the entire subscription amount invested in a Fund with the investment thereafter being subject to Distribution Fees and a Contingent Deferred Sales Charge.**

## **2.2 Issue of Shares, Subscription and Payment Procedure**

The Directors are authorised without limitation to issue fully paid up Shares of any Class at any time.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share of the relevant Class.

### **Issue of Shares**

Shares of all Classes will be issued at a price corresponding to the Net Asset Value per Share of the relevant Class in the relevant currency. For the currencies in which the Shares for the relevant Funds will be issued, please refer to the table in Section 2.7 "Net Asset Value Determination" below. Up-to-date information is available on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) or from the Distributor. Share Class Indicator A Shares of all Equity Funds, Bond Funds, Asset Allocation Funds and Alternative Investment Funds are subject to a Sales Charge calculated on the entire subscription amount in the subscription currency. Details of the minimum initial and subsequent subscriptions for a Fund and the Sales Charge are set out in Section 2.1 "Share Class Description".

Initial applications for Shares must be made on the Company's Application Form or in a format acceptable to the Management Company containing the information required by the Management Company and must be forwarded to the Transfer Agent in Luxembourg, or to any distributor indicated on the Application Form. Subsequent applications may be made in writing or by fax. The Management Company may also decide that initial and subsequent subscription applications may be made by electronic or other means (provided that a duly completed Application Form is received for initial subscription applications).

The Management Company or its delegate may request an investor to provide additional information to substantiate any representation made by the investor in its application. The Management Company reserves in any case the right to reject any application for Shares, in whole or in part.

All applications are made subject to this Prospectus, the latest annual report and semi-annual report, if available, the Company's Articles of Incorporation and the Application Form.

Joint applicants must each sign the Application Form unless an acceptable Power of Attorney or other written authority is provided.

Applications for Shares in all Funds received by the Transfer Agent before the Cut-Off Point for any Dealing Day will be processed on that Dealing Day based on the Net Asset Value per Share determined for that Dealing Day.

Any applications received by the Transfer Agent after the Cut-Off Point for any Dealing Day will be processed on the next Dealing Day on the basis of the Net Asset Value per Share next determined. Applications for Distributing Share Classes (Share Class Sub-Indicators "X" and "M") and Discretionary Distributing Share Classes (Share Class Sub-Indicators "R" and "RM") shall begin accruing dividends on the Dealing Day on which such orders are processed.

No distributor is permitted to withhold subscription orders to benefit themselves by a price change. Investors should note that they may be unable to purchase or redeem Shares through a distributor on days that such distributor is not open for business.

A collection agent (that is, an entity located in a Financial Action Task Force country or equivalent country, which collects subscription, redemption and conversion requests on behalf of the Management Company but does not process them) must receive an application before the Cut-Off Point for any Dealing Day in order for the Transfer Agent to process the application on the basis of the Net Asset Value per Share determined for that Dealing Day. Applications received by a collection agent after the Cut-Off Point for any Dealing Day will be processed by the Transfer Agent on the basis of the Net Asset Value per Share determined for the next Dealing Day. Where collection agents appointed by the Distributor receive subscription monies, those monies will have been subject to the anti-money laundering checks of an appointed distributor or the relevant collection agent.

The Company determines the principles of the calculation of the price or net asset value of its Shares, which are implemented by the Management Company on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or sold (exclusive of any Sales Charge). The Net Asset Value per Share is calculated at the valuation point following the Cut-Off Point.

The Company's Funds are not designed for investors with short term investment horizons. Activities which may adversely affect the interests of the Company's Shareholders (for example that disrupt investment strategies or impact expenses) are not permitted. Specifically, market timing is not permitted.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, the Management Company in its discretion may, if deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

Accordingly if the Management Company determines or suspects that a Shareholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Shareholder's subscription or conversion applications and take any action or measures as appropriate or necessary to protect the Company and its Shareholders. Please refer to "Redemption of Shares" and "Conversion of Shares" for further information in relation to the measures which may be taken.

The Company may restrict or prevent the legal or beneficial ownership of Shares in the Company by any person (individual, corporation, partnership or other entity), and take any of the measures as further set forth in the Articles of Incorporation, if in the opinion of the Company such ownership or practices may (i) result in a breach of any provisions in the Articles of Incorporation, this Prospectus or law or regulations of any jurisdiction, or (ii) requires the Company, the Management Company or the Investment Adviser to be registered under any laws or regulations whether as an investment fund or otherwise, or cause the Company to be required to comply with any registration requirements in respect of any of its shares, whether in the United States of America or any other jurisdiction; or (iii) may cause the Company, the Management Company, the Investment Advisers or Shareholders any legal, regulatory, taxation, administrative, financial or any other disadvantages which they would not have otherwise incurred (such person being herein referred to as "Prohibited Persons"). In particular, the Directors have resolved to prevent the ownership of Shares by any US Person (as defined pursuant to Regulation S under the U.S. Securities Act of 1933, as amended).

The Company retains the right to offer only one Class of Shares for purchase by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Company also reserves the right to adopt standards applicable to classes of investors or transactions that permit or require the purchase of a particular Class of Shares.

In case it would be detrimental to the existing Shareholders to accept a cash application for Shares of any Fund which, either singly or when aggregated with other applications so received in respect of any Dealing Day (the "First Dealing Day") represents more than 10% of such Fund, the Directors may decide that all or part of such applications for Shares be deferred until the next Dealing Day so that not more than 10% of the Net Asset Value of the relevant Fund be subscribed for on the First Dealing Day.

If the Directors decide to defer all or part of such application, the applicant shall be informed prior to the deferral taking place. To the extent that any application is not given full effect on such First Dealing Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder in respect of the next Dealing Day and, if necessary, subsequent Dealing Days, until such application shall have been satisfied in full. With respect to any application received in respect of the First Dealing Day, to the extent that subsequent applications shall be received in respect of following Dealing Days, such later applications shall be postponed until after the satisfaction of applications relating to the First Dealing Day, but subject thereto shall be dealt with as set out in the preceding sentence.

The Management Company, in its sole and absolute discretion, retains the right to accept or refuse applications for payment for Shares in whole or in part by an in kind subscription of suitable investments. The transaction costs incurred in connection with the acceptance by the Management Company of an in-kind subscription will be borne directly by the incoming Shareholder. Any applicable Sales Charge will be deducted before investment

commences. The investments forming the in-kind subscription will be valued and a report will be issued by the Company's auditors following their review of the methods of the valuation used by the Management Company for accepting the in-kind subscription.

Such review will be conducted in accordance with the professional recommendations of the *Institut des Réviseurs d'Entreprises*. The value determined, together with the Net Asset Value per Share calculated for the Class of Shares concerned in the relevant Fund, will determine the number of Shares to be issued to the incoming Shareholder. The purpose of the foregoing policy is to ensure that the existing Shareholders in a Fund do not bear the transaction costs of acquiring additional assets for a large incoming Shareholder.

Applicants for Shares may make payment in US Dollars, Euro, Yen or Sterling. Applicants can only make payment for Currency Hedged Share Classes (Share Class Sub-Indicators "H", "H1", "H2", "H3", "O") in the currency in which that share class is denominated, depending on the specific Class this may require payment in US Dollars, Euro, Yen, Sterling, Australian Dollars, Mexican Peso, Singapore Dollars, Swedish Krona, Swiss francs, South African Rand or any other currency which the Management Company may decide. Where payment is made for any other Class in a currency in which the relevant Class does not issue a Net Asset Value per Share, the Administrator will arrange for the necessary currency transaction to convert the subscription monies into the Reference Currency of the relevant Fund. Any such currency transaction will be effected with the Depositary or the Distributor at the applicant's cost. Currency exchange transactions may delay any dealing in Shares as the Administrator may choose at its option to delay executing any foreign exchange transaction until cleared funds have been received.

In the case of subscriptions for Shares with Share Class Indicators A, B, C and F of all Funds unless prior arrangements have been made, cleared funds must be received by the Transfer Agent on the Business Day prior to the relevant Dealing Day in order for the Applicant to receive the Net Asset Value per Share determined for that Dealing Day.

In the case of subscription for Shares with Share Class Indicators I, J, N, S and Z for all Funds, cleared funds must be received by the Transfer Agent by 1 p.m. CET, within three Business Days after the Dealing Day.

Full payment instructions are set out in the Application Form and may also be obtained through a Distributor or the Transfer Agent. Applicants for Shares should note that cheques are not accepted as means of payment.

Where Shares are subscribed through a distributor, different payment arrangements to those set out above may apply and will be available from the relevant distributor.

If timely settlement is not made (or a completed Application Form is not received for an initial subscription), the relevant allotment of Shares may be cancelled and the subscription monies returned to the applicant without interest. Alternatively, if payment is received in respect of any application after the settlement date, the Management Company will consider the application as being an application for the number of Shares which can be purchased or subscribed with such payment on the next Dealing Day. An applicant may be required to compensate the relevant distributor and/or the Company for the costs of late or non-payment. The Management Company will have the power to redeem all or part of the applicant's holding of Shares in order to meet such costs.

### **Confirmation Notes**

A Confirmation Note is sent to the applicant by ordinary post (or by fax, electronic or other means) on the Dealing Day the order is processed, providing full details of the transaction.

It is recommended that applicants check Confirmation Notes on receipt.

All Shares are issued in registered form and the share register is conclusive evidence of ownership. The Company treats the registered owner of a Share as the absolute and beneficial owner thereof.

Shares are issued in uncertificated form. The uncertificated form enables the Management Company to effect redemption instructions without undue delay.

The Distributor may permit any distributor to be involved in the collection of subscription, redemption and conversion orders on behalf of the Company and any of the Funds and may itself or arrange for a third party (including a distributor) to, in that case, provide a nominee service for applicants purchasing Shares through them. Applicants may elect, but are not obliged, to make use of such nominee service pursuant to which the nominee will hold Shares in its name for and on behalf of the applicants who shall be entitled at any time to claim direct title to the Shares and who, in order to empower the nominee to vote at any general meeting of Shareholders, shall provide the nominee with specific or general voting instructions to that effect. Applicants retain the ability to directly invest in the Company without using a nominee service.

Applicants are allocated a Shareholder number on acceptance of their application and this together with the Shareholder's personal details are proof of identity. This Shareholder number should be used for all future dealings by the Shareholder with the Management Company or the Transfer Agent.

Any changes to the Shareholder's personal details or loss of Shareholder number must be notified immediately to the Transfer Agent in writing. Failure to do so may result in delay upon redemption. The Management Company on behalf of the Company reserves the right to require an indemnity or verification countersigned by a bank, stockbroker or other party acceptable to it before accepting such instructions.

If any application is not accepted in whole or in part the application monies or the balance outstanding will be returned to the applicant by post or bank transfer at the applicant's risk.

### **General Provisions**

The Management Company reserves the right to reject any application or to accept the application in part only. Furthermore, the issue and sale of Shares of any Class in any or all Funds may be discontinued without notice.

Subscriptions will be accepted upon verification by the Distributor that the relevant investors have received a key investor information document of the Class of Share into which they intend to subscribe.

Pursuant to the Law of 19 February 1973 on the sale of medicinal substances and the defence against drug addiction, as last amended by the Law of 11 August 1998, to the Law of 12 November 2004 relating to the fight against money laundering and financing of terrorism, and the relevant Circulars issued by the Luxembourg Supervisory Authority, Luxembourg has regulations in place for the prevention of money laundering from drug trafficking proceeds. As a result, evidence of the identity of subscribers, including the provision of supporting documentation, may be required by the Management Company. Such information may be collected at the time an application for Shares is made.

No Shares will be issued by the Company during any period when the calculation of the Net Asset Value per Share of the relevant Fund is suspended by the Company pursuant to the powers reserved to it by its Articles of Incorporation and as discussed herein under "Temporary Suspension of Calculation of Net Asset Value".

Notice of any such suspension will be given to applicants for Shares and applications made or pending during such suspension may be withdrawn by notice in writing received by the Management Company prior to the Cut-Off Point in respect of the first Dealing Day following the end of such suspension. Applications which are not withdrawn will be considered on the first Dealing Day following the end of the suspension period.

### **Directors' Powers**

The Directors may, at any time and in their discretion, resolve to close a Fund or one or more Class of Shares to subscriptions or conversions for a period of time. The circumstances in which they may do so include, but are not limited to, circumstances where the strategy run by the relevant Investment Adviser or Sub-Adviser, of which the Fund forms part, has reached a size where, in the opinion of the Investment Adviser or Sub-Adviser, the universe of securities in which the strategy may invest may become too small to enable the Investment Adviser or Sub-Adviser to continue to invest the assets of the strategy effectively if the Fund, and therefore the strategy, continues to grow. Such Funds may be re-opened at any time by a resolution of the Directors.

In exercising the discretion provided above, the Directors may, at any time, decide to close a Fund or a Share Class and not to accept any further investment into the relevant Fund or Share Class (i) from investors who have not yet invested into the said Funds or into the said Share Classes ("Soft Closure") or (ii) from any investor including investors already invested in the relevant Fund or Share Class ("Hard Closure").

Decisions taken by the Directors on Soft Closure and Hard Closure may have immediate or non-immediate effect and may be effective for an unspecified period of time.

In relation thereto, a notification will be displayed on the website [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and if applicable on other Morgan Stanley Investment Management websites, and will be updated according to the status of the said Shares Classes or Funds.

### **Anti-Dilution Measures**

In certain circumstances, subscriptions, redemptions and conversions in a Fund may have a negative impact on the Net Asset Value of the Fund as a result of the transaction costs incurred in the purchase and sale of the underlying investments and the spread between the buying and selling prices of such investments. In order to protect existing or remaining Shareholders from this negative impact on the Net Asset Value and to the extent that the Management Company considers that it is in the best interests of Shareholders, taking into account factors including the prevailing market conditions, the level of subscriptions and redemptions in a particular Fund and the size of the Fund, the Management Company may adjust the Net Asset Value of a Fund ("Swing Pricing") to reflect the estimated dealing spreads, costs and charges to be incurred by the Fund in liquidating or purchasing investments ("Swing Factor") to satisfy the net transactions received in respect of a particular Dealing Day.

Under normal market circumstances, the Swing Factor shall not exceed 2% of the Net Asset Value of the relevant Fund on the relevant Dealing Day. When net subscriptions in a Fund exceed a certain threshold on a given Dealing



Day, the Net Asset Value is adjusted upwards by the Swing Factor. Similarly, when net redemptions in a Fund exceed a certain threshold on a given Dealing Day, the Net Asset Value of the Fund is adjusted downwards by the Swing Factor. The Management Company will review and, as the case may be, adapt the threshold(s) from time to time. The Swing Pricing will apply to all Funds except the Global Balanced Risk Control Fund of Funds.

## 2.3 Redemption of Shares

Shares may be redeemed on any Dealing Day subject to the limitations described below. Shares of all Classes will be redeemed at a price corresponding to the Net Asset Value per Share of the relevant Class in the relevant currency.

### Procedure for Redemption

Shareholders wishing to have all or some of their Shares redeemed may do so by fax or by letter to the Transfer Agent or to a distributor. The Management Company may also decide that applications for redemptions may be made by electronic or other means.

The application for redemption must include (i) the monetary amount the Shareholder wishes to redeem, or (ii) the number of Shares the Shareholder wishes to redeem. In addition, the application for redemption must include the Shareholder's personal details together with the Shareholder's account number. Failure to provide any of this information may result in delay of the application for redemption whilst verification is being sought from the Shareholder.

Upon redemption of Distributing Share Classes (Share Class Sub-Indicators “X” and “M”) and Discretionary Distributing Share Classes (Share Class Sub-Indicators “R” and “RM”), all dividends will accrue up to, and including, the Dealing Day on which such orders are processed. Holders of Share Class Indicators B and C Distributing Share Classes and Discretionary Distributing Share Classes Shares may be subject to a Contingent Deferred Sales Charge in accordance with Section 2.1 “Share Class Description”.

Such applications for redemption will be considered as binding and irrevocable by the Company except in the event of a suspension of the calculation of the Net Asset Value per Share. Written confirmations may be required by the Management Company and must be duly signed by all registered holders, unless in the case of joint registered holders, each such holder has sole signing authority.

Applications for redemption from all Funds received by the Transfer Agent before the Cut-Off Point for any Dealing Day will be processed on that Dealing Day based on the Net Asset Value per Share determined for that Dealing Day. Any applications received by the Transfer Agent after the Cut-Off Point for any Dealing Day will be processed on the next Dealing Day on the basis of the Net Asset Value per Share next determined.

No distributor is permitted to withhold redemption orders received to benefit themselves by a price change. Investors should note that they may be unable to redeem Shares through a distributor on days that such distributor is not open for business.

A collection agent (that is, an entity located in a Financial Action Task Force country or equivalent country, which collects subscription, redemption and conversion requests on behalf of the Management Company but does not process them) must receive an application for redemption before the Cut-Off Point for any Dealing Day in order for the Transfer Agent to process the application on the basis of the Net Asset Value per Share determined for that Dealing Day. Applications received by a collection agent in respect of a Dealing Day after the Cut-Off Point will be processed by the Transfer Agent on the basis of the Net Asset Value per Share determined for the next Dealing Day.

The Company determines the principles of the calculation of the price or net asset value of its Shares, which are implemented by the Management Company on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or sold (exclusive of any Sales Charge). The Net Asset Value per Share for a Dealing Day is calculated at the valuation point following the Cut-Off Point.

The Company's Funds are not designed for investors with short term investment horizons. Activities which may adversely affect the interests of the Company's Shareholders (for example that disrupt investment strategies or impact expenses) are not permitted. Specifically, market timing is not permitted.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, the Management Company in its discretion may, if it deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

Accordingly if the Management Company determines or suspects that a Shareholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Shareholder's application and take any action or measures as appropriate or necessary to protect the Company and its Shareholders. A redemption fee of up to 2% of an individual redemption may be applied where the Management Company, in its discretion, determines that the shareholder has engaged in trading practices which adversely affect the interests of the Company's shareholders or

where it is otherwise appropriate to protect the interest of the Company. The fee is retained for the benefit of continuing Shareholders of the relevant Fund.

A Confirmation Note providing full details of the transaction and the redemption proceeds is sent to the applicant by ordinary post (or by fax, electronic or other means) on the Dealing Day the order is processed.

It is recommended that applicants check Confirmation Notes on receipt.

Payment for Shares redeemed will be effected no later than three Business Days after the relevant Dealing Day for all Funds.

Unless otherwise specified by the Shareholder on the application for redemption, such redemption will be paid in the Reference Currency of the Fund or, if applicable, in the currency which the Currency Hedged Share Class is denominated from which the Shareholder is redeeming. If necessary, the Administrator will arrange the currency transaction to convert the redemption monies from the Reference Currency of the relevant Fund into the relevant currency. Such currency transaction will be effected with the Depositary or the Distributor at the Shareholder's cost if the currency is not one in which the Net Asset Value per Share of the Class from which the Shareholder is redeeming is issued. The Directors reserve the right to delay payment for up to ten Business Days from the relevant Dealing Day if market conditions are unfavourable where it considers such action to be in the best interests of the remaining Shareholders.

### **Temporary Suspension of Redemption**

The redemption of Shares of the Company will be suspended during any period when the calculation of the Net Asset Value per Share of the relevant Class is suspended in accordance with the section "Temporary Suspension of Calculation of Net Asset Value" herein. Any Shareholder tendering Shares for redemption will be notified of such period of suspension. The Shares in question will be redeemed on the first Dealing Day following the end of the suspension period.

If a period of suspension lasts for more than one calendar month after the date of an application for redemption, the application may be cancelled by the Shareholder by notice in writing to a distributor or to the Management Company, provided that the notice is received by the distributor or the Management Company prior to any relevant deadline notified to the Shareholder on the last Dealing Day of the suspension period.

### **Compulsory Redemption**

If the Net Asset Value of any Fund or Class of Shares at any valuation point shall become at any time less than 100 million Euros, or its equivalent in the Reference Currency of the relevant Fund, the Company may, at its discretion, redeem all but not less than all of the Shares of the applicable Classes of Shares in compliance with the procedure set forth under *Dissolution* of Section 3.1 "General Information".

A Contingent Deferred Sales Charge, if applicable, will not be levied on the redemption proceeds of Share Class Indicators B and C Shares subject to this type of compulsory redemption.

If the Management Company receives a request for redemption of Shares relating to: (i) part of a holding of Shares with a value of less than \$2,500 or its equivalent, or (ii) if after redemption the holder would be left with a balance of Shares having a value of less than the current minimum holding amount or less than US\$100 or its equivalent, the Company may treat this as a request to redeem such Shareholder's entire holding or may at a later date, upon providing them with one month's notice, elect to either compulsorily redeem their holding or convert their holding into another Share Class.

If it shall come to the attention of the Company at any time that Shares are beneficially owned by a Prohibited Person, either alone or in conjunction with any other person, and the Prohibited Person fails to comply with the direction of the Company to sell his Shares and to provide the Company with evidence of such sale within thirty days of being so directed by the Company, the Company may in its discretion take any of the measures as further set forth in the Articles of Incorporation, including compulsorily redeem such Shares at their Redemption Price in accordance with the Articles of Incorporation. Immediately after the close of business specified in the notice given to the Prohibited Person of such compulsory redemption, the Shares will be redeemed and such investors will cease to be the owners of such Shares. Share Class Indicators B and C Shareholders should note that in these circumstances, if applicable, a Contingent Deferred Sales Charge will be levied on the redemption proceeds. In particular, if a Shareholder holds less than the minimum holding amount, or does not fall within the target audience for a Class of Shares as prescribed under Section 2.1 "Share Class Description", the Company may, upon providing them with one month's notice, compulsorily redeem their holding in compliance with the procedure as mentioned above.

Any Shareholder or prospective Shareholder may be required to furnish with any information which it may consider necessary for the purpose of determining whether or not the beneficial owner of such Shares is or will be a Prohibited Person.

## **Procedures for Redemptions and Conversions Representing Ten Percent or More of any Fund**

If any application for redemption or conversion is received in respect of any one Dealing Day (the “First Dealing Day”) which either singly or when aggregated with other applications so received, is more than 10% of the Net Asset Value of any one Fund, the Company reserves the right in its sole and absolute discretion (and acting in the best interests of the remaining Shareholders) to scale down pro rata each application with respect to such First Dealing Day so that not more than 10% of the Net Asset Value of the relevant Fund be redeemed or converted on such First Dealing Day. In circumstances where the 10% threshold is met as a result of the aggregation of a number of applications, only those applications exceeding a threshold, currently 2%, of the Net Asset Value of the relevant Fund, will be scaled down pro rata. For example, if applications representing 1%, 3%, 5% and 6% of the Net Asset Value of a Fund are received, only the applications representing 3%, 5% and 6% will be scaled down pro rata. The Company may in its discretion change the threshold as it may decide is appropriate in which case the Prospectus will be amended accordingly.

To the extent that any application is not given full effect on such First Dealing Day by virtue of the exercise of the power to pro-rate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder in respect of the next Dealing Day and, if necessary, subsequent Dealing Days, until such application shall have been satisfied in full. With respect to any application received in respect of the First Dealing Day, to the extent that subsequent applications shall be received in respect of following Dealing Days, such later applications shall be postponed until after the satisfaction of applications relating to the First Dealing Day, but subject thereto shall be dealt with as set out in the preceding sentence.

Alternatively, the Management Company, in its sole and absolute discretion, may ask such Shareholder to accept payment in whole or in part by an in-kind distribution of securities in lieu of cash. The securities forming the in-kind distribution will be valued and a valuation report obtained from the Company's auditors in connection with the in-kind distribution. Investors who receive securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of the securities. In addition, the net proceeds from the sale by the redeeming Shareholder of the securities may be more or less than the Redemption Price due to market conditions and/or the difference between the prices used to calculate the Net Asset Value per Share and bid prices received on the sale of the securities. In the event that a Contingent Deferred Sales Charge is payable on the redemption proceeds of the Share Class Indicators B and C Shares, securities will be retained by the Company to cover such Contingent Deferred Sales Charge before the remaining securities are transferred to the redeeming Shareholder. No Shareholder can be required to accept an in-kind distribution against their will. To the extent that a Shareholder refuses payment in whole or in part by an in-kind distribution of securities in lieu of cash, such redemption will be paid in the Reference Currency of the Fund or, if applicable, in the currency which the Currency Hedged Share Class is denominated from which the Shareholder is redeeming.

### **Anti-Dilution Measures**

In certain circumstances, subscriptions, redemptions and conversions in a Fund may have a negative impact on the Net Asset Value of the Fund as a result of the transaction costs incurred in the purchase and sale of the underlying investments and the spread between the buying and selling prices of such investments. In order to protect existing or remaining Shareholders from this negative impact on the Net Asset Value and to the extent that the Management Company considers that it is in the best interests of Shareholders, taking into account factors including the prevailing market conditions, the level of subscriptions and redemptions in a particular Fund and the size of the Fund, the Management Company may adjust the Net Asset Value of a Fund (“Swing Pricing”) to reflect the estimated dealing spreads, costs and charges to be incurred by the Fund in liquidating or purchasing investments (“Swing Factor”) to satisfy the net transactions received in respect of a particular Dealing Day.

Under normal market circumstances, the Swing Factor shall not exceed 2% of the Net Asset Value of the relevant Fund on the relevant Dealing Day. When net subscriptions in a Fund exceed a certain threshold on a given Dealing Day, the Net Asset Value is adjusted upwards by the Swing Factor. Similarly, when net redemptions in a Fund exceed a certain threshold on a given Dealing Day, the Net Asset Value of the Fund is adjusted downwards by the Swing Factor. The Management Company will review and, as the case may be, adapt the threshold(s) from time to time. The Swing Pricing will apply to all Funds except the Global Balanced Risk Control Fund of Funds.

## **2.4 Conversion of Shares**

Shareholders are entitled to convert all or part of their Shares of one Fund into Shares of the same Class of other Funds and may also convert from one Class of Shares of a Fund into other Classes of Shares of that Fund or other Funds in accordance with the table below, without charge, except as otherwise provided below and provided that the Shareholder meets the eligibility criteria for the Class of Share into which they are converting, as detailed in Section 2.1 “Share Class Description” above.

Conversions are always processed in a common currency. Where conversion is between Share Classes whose net asset values are issued in a common currency, the conversion will be processed in the common currency specified by the investor. Where there is not a common currency between the net asset values of the converting Share Classes, then no conversion is possible except with the specific approval of the Management Company and the investor will need to redeem their holding and subscribe for their chosen Share Class in the appropriate currency.

The Management Company may, at its discretion, accept other conversions than those detailed as permissible in the table below. In certain jurisdictions, where conversions are submitted via a third party agent, different arrangements may apply and the permitted conversions may differ from those set out in the following table. Investors should contact their third party agent for more information.

#### INTO

Share Class Indicator		A	B	C	F	I	J	N	S	Z
O U T	A	✓	x	x	✓	✓	x	x	x	✓
	B	✓	✓	x	✓	✓	x	x	x	x
	C	x	x	✓	✓	✓	x	x	x	x
	F	x	x	x	✓	✓	x	x	x	x
	I	✓	x	x	✓	✓	x	x	✓	✓
O F	J	x	x	x	x	x	x	x	x	x
	N	x	x	x	x	x	x	✓	x	x
	S	x	x	x	x	x	x	x	✓	✓
	Z	x	x	x	x	x	x	x	✓	✓

Applications may be sent in writing by fax to the Transfer Agent or to a distributor stating which Shares are to be converted. The Management Company may also decide that applications for conversion may be made by electronic or other means. The application for conversion must include (i) the monetary amount the Shareholder wishes to convert or (ii) the number of Shares the Shareholder wishes to convert, together with the Shareholder's personal details and Shareholder's account number. Failure to provide any of this information may result in delay of the application for conversion whilst verification is being sought from the Shareholder. The period of notice is the same as for applications for redemption. The application for conversion must be accompanied, as appropriate, by the registered share certificate or by a form of transfer, duly completed, or by any other document providing evidence of transfer.

The Management Company may refuse to accept a conversion application if it is detrimental to the interests of the Company or the Shareholders taking into account the monetary amount or number of Shares to be converted, market conditions or any other circumstances. The Management Company may, for example, at its discretion, decide to refuse a conversion application to protect a Fund and the Shareholders from the effects of short term trading or may limit the number of conversions between Funds which are permitted.

A conversion fee of up to 2% may be applied by the Management Company, in its discretion, determine that the shareholder has engaged in trading practices which adversely affect the interests of the Company's shareholders or where it is otherwise appropriate to protect the interest of the Company and its shareholders. The fee is retained for the benefit of continuing Shareholders of the relevant Fund.

Conversion within Share Class Indicators A, I and Z Shares from one Fund to another Fund, will not result in a Sales Charge being levied on the amount to be converted.

Conversion within Share Class Indicators B and C Shares from one Fund to another Fund will not affect the initial purchase date nor the rate which will be applied upon redemption from the new Fund, as the rate which will be applied will be determined based on the first Fund in which the Shareholder purchased Shares. Any conversion of Class B Shares to any other Class of Shares of any Fund within four years of the subscription date will be treated as a redemption and may be subject to a Contingent Deferred Sales Charge as detailed in Section 2.1 "Share Class Description". Any conversion of Share Class Indicator C Shares to any other Class of Shares of any Fund within less than one year of the subscription date will be treated as a redemption and may be subject to a Contingent Deferred Sales Charge as detailed in Section 2.1 "Share Class Description".

Shareholders should note that if an application for conversion relates to a partial conversion of an existing holding and the remaining balance within the existing holding is below the minimum requirement (which is the current minimum initial subscription amount as detailed in this Prospectus), the Company is not bound to comply with such application for conversion.

If a Shareholder holds less than the minimum holding amount for a class of Shares as prescribed under Section 2.1 "Share Class Description", the Management Company may, upon providing them with one month's notice, compulsorily convert such Shareholder's holding into another class of Shares.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share of a relevant Class.

For all Funds, applications for conversion received by the Transfer Agent on any Dealing Day before the Cut-Off Point will be processed on that Dealing Day based on the Net Asset Value per Share determined on that Dealing Day using the relevant valuation methodology for the particular Fund. Any applications received after the Cut-Off Point will be processed on the next Dealing Day on the basis of the Net Asset Value per Share next determined.

Applications for conversion received before the Cut-Off Point in respect of a Dealing Day shall begin accruing dividends on that Dealing Day.

A collection agent (that is, an entity located in a Financial Action Task Force country or equivalent country, which collects subscription, redemption and conversion requests on behalf of the Management Company but does not process them) must receive an application for conversion in respect of a Dealing Day before the Cut-Off Point in order for the Transfer Agent to process the application on the basis of the Net Asset Value per Share determined for that Dealing Day. Applications received by a collection agent after the Cut-Off Point will be processed by the Transfer Agent on the basis of the Net Asset Value per Share determined for the next Dealing Day.

Investors should note that they may be unable to convert Shares through a distributor on days that such distributor is not open for business.

The Company determines the principles of the calculation of the price or net asset value of its Shares, which are implemented by the Management Company on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or sold (exclusive of any Sales Charge). The Net Asset Value per Share is calculated at the valuation point following the Cut-Off Point.

The Company's Funds are not designed for investors with short term investment horizons. Activities which may adversely affect the interests of the Company's Shareholders (for example that disrupt investment strategies or impact expenses) are not permitted. Specifically, market timing is not permitted.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, the Management Company in its discretion may, if it deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

Accordingly if the Management Company determines or suspects that a Shareholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Shareholder's subscription or conversion applications and take any action or measures as appropriate or necessary to protect the Company and its Shareholders.

Applications for conversion in respect of any one Dealing Day which either singly or when aggregated with other applications for conversion or redemption so received, represent more than 10% of the Net Asset Value of any one Fund, may be subject to additional procedures set forth herein under "Procedures for Redemptions and Conversions Representing Ten Percent or more of any Fund".

The rate at which all or part of the Shares in a given Fund (the "Original Fund") are converted into Shares in another Fund (the "New Fund"), or all or part of the Shares of a particular Class (the "Original Class") are converted into another Class within the same Fund (the "New Class"), is determined in accordance with the following formula:

$$A = \frac{B \times C \times E}{D}$$

where:

- A is the number of Shares to be allocated in the New Fund or New Class;
- B is the number of Shares of the Original Fund or Original Class which is to be converted;
- C is the Net Asset Value per Share of the Original Class or the relevant Class within the Original Fund at the relevant valuation point;
- D is the Net Asset Value per Share of the New Class or the relevant Class within the New Fund at the relevant valuation point; and
- E is the actual rate of exchange on the day concerned applied to conversions between Funds denominated in different currencies, and is equal to 1 in relation to conversions between Funds or Classes denominated in the same currency.

After conversion of the Shares, the Transfer Agent will inform the Shareholder of the number of Shares of the New Fund or New Class obtained by conversion and the price thereof. A Confirmation Note will be sent to the Shareholder by ordinary post (or by fax, electronic or other means) on the Dealing Day, providing full details of the transaction.

It is recommended that applicants check Confirmation Notes on receipt.

Requests for conversions will be accepted upon verification by the Distributor that the relevant shareholders have received a key investor information document of the Class of Share into which they intend to convert.

Any fractions of Shares can be allotted and issued unless the Shareholder holds Shares through Euroclear (see Section 3.1 “General Information”).

Shareholder should be aware that the Directors have the discretion to cease accepting any conversions in to any particular Share Class or Fund in the circumstances set out under the heading “Directors Powers” in section 2.2 above.

## 2.5 Charges and Expenses

Under the terms of the Management Company Services Agreement the Management Company is entitled to receive a Management Fee, accrued daily and paid monthly, at the annual rates set out below, based on the average daily Net Asset Value of each Class of Shares with the relevant Share Class Indicator. Under the Investment Advisory Agreements the Investment Advisers are entitled to receive a fee for their discretionary investment management and investment advisory services. Under the Distribution Agreement the Distributor is entitled to receive a fee for their distribution services. The fees of the Investment Adviser and the Distributor will be paid out of the Management Fee.

<b>Management Fee</b>	<b>Share Class Indicators: A and B</b>	<b>Share Class Indicator: C</b>	<b>Share Class Indicators: F, I, Z</b>	<b>Share Class Indicator: J</b>	<b>Share Class Indicator: S</b>
<b><u>Equity Funds</u></b>					
Asia Opportunity Fund	1.60%	2.40%	0.75%	0.65%	0.75%
Asian Equity Fund	1.40%	2.20%	0.75%	N/A	0.75%
Asian Property Fund	1.40%	2.20%	0.75%	N/A	0.75%
Breakout Nations Fund	1.50%	2.20%	0.75%	N/A	0.75%
China A-shares Fund	1.70%	2.40%	0.70%	0.55%	0.70%
China Equity Fund	1.70%	2.40%	0.70%	0.50%	0.70%
Counterpoint Global Fund	1.60%	2.40%	0.80%	0.60%	0.80%
Developing Opportunity Fund	2.00%	2.65%	0.80%	0.60%	0.80%
Emerging Europe, Middle East and Africa Equity Fund	1.60%	2.40%	1.10%	N/A	1.10%
Emerging Leaders Equity Fund	1.90%	2.60%	0.75%	N/A	0.75%
Emerging Markets Equity Fund	1.60%	2.40%	1.10%	N/A	1.10%
Europe Opportunity Fund	1.50%	2.20%	0.75%	0.40%	0.75%
European Property Fund	1.40%	2.20%	0.75%	N/A	0.75%
Emerging Markets Small Cap Equity Fund	2.40%	3.00%	1.20%	N/A	1.20%
Global Active Factor Equity Fund	1.35%	1.80%	0.55%	N/A	0.55%
Global Advantage Fund	1.60%	2.40%	0.75%	N/A	0.75%
Global Brands Equity Income Fund	1.75%	2.50%	0.85%	0.55%	0.85%
Global Brands Fund	1.40%	2.20%	0.75%	N/A	0.75%
Global Endurance Fund	1.60%	2.40%	0.75%	N/A	N/A
Global Infrastructure Fund	1.50%	2.30%	0.85%	N/A	0.85%
Global Infrastructure Unconstrained Fund	1.50%	2.30%	0.75%	0.50%	0.75%

<b><u>Management Fee</u></b>	<b>Share Class Indicators: A and B</b>	<b>Share Class Indicator: C</b>	<b>Share Class Indicators: F, I, Z</b>	<b>Share Class Indicator: J</b>	<b>Share Class Indicator: S</b>
Global Opportunity Fund	1.60%	2.40%	0.75%	N/A	0.75%
Global Permanence Fund	1.60%	2.40%	0.75%	N/A	N/A
Global Property Fund	1.50%	2.30%	0.85%	N/A	0.85%
Global Property Unconstrained Fund	1.50%	2.30%	0.75%	N/A	0.75%
Global Quality Fund	1.60%	2.40%	0.75%	N/A	0.75%
Global Sustain Fund	1.50%	2.30%	0.65%	0.50%	0.65%
Indian Equity Fund	1.60%	2.40%	0.75%	N/A	0.75%
International Equity (ex US) Fund	1.60%	2.40%	0.75%	N/A	0.75%
Japanese Equity Fund	1.40%	2.20%	0.75%	N/A	0.75%
Latin American Equity Fund	1.60%	2.40%	1.00%	0.35%	1.00%
US Active Factor Equity Fund	1.10%	1.50%	0.45%	N/A	0.45%
US Advantage Fund	1.40%	2.20%	0.70%	N/A	0.70%
US Growth Fund	1.40%	2.20%	0.70%	N/A	0.70%
US Insight Fund	1.50%	2.20%	0.70%	N/A	0.70%
US Property Fund	1.40%	2.20%	0.75%	N/A	0.75%
<b><u>Bond Funds</u></b>					
Emerging Markets Corporate Debt Fund	1.45%	2.15%	0.75%	N/A	0.75%
Emerging Markets Debt Fund	1.40%	2.10%	0.65%	N/A	0.60%
Emerging Markets Domestic Debt Fund	1.40%	2.10%	0.65%	N/A	0.65%
Emerging Markets Fixed Income Opportunities Fund	1.40%	1.90%	0.70%	0.35%	0.70%
Euro Bond Fund	0.80%	1.45%	0.45%	N/A	0.45%
Euro Corporate Bond Fund	0.80%	1.45%	0.45%	N/A	0.40%
Euro Corporate Bond - Duration Hedged Fund	0.80%	1.45%	0.45%	N/A	0.40%
Euro Strategic Bond Fund	0.80%	1.45%	0.45%	N/A	0.40%
European Fixed Income Opportunities Fund	1.00%	1.45%	0.45%	0.25%	0.45%
European High Yield Bond Fund	0.85%	1.50%	0.50%	N/A	0.50%
Global Asset Backed Securities Fund	1.00%	1.60%	0.50%	N/A	0.50%
Global Bond Fund	0.80%	1.45%	0.45%	N/A	0.45%
Global Buy and Hold 2020 Bond Fund	0.50%	N/A	0.30%	N/A	0.30%
Global Convertible Bond Fund	1.00%	1.60%	0.60%	N/A	0.55%
Global Credit Fund	0.80%	1.45%	0.45%	N/A	0.45%
Global Fixed Income Opportunities Fund	1.00%	1.45%	0.45%	N/A	0.45%
Global High Yield Bond Fund	1.00%	1.60%	0.60%	N/A	0.60%
Short Maturity Euro Bond Fund	0.80%	1.45%	0.45%	N/A	0.45%
Sustainable Euro Corporate Bond Fund	1.15%	1.50%	0.45%	0.20%	0.45%
Sustainable Euro Strategic Bond Fund	1.15%	1.50%	0.45%	0.20%	0.45%

<b><u>Management Fee</u></b>	<b>Share Class Indicators: A and B</b>	<b>Share Class Indicator: C</b>	<b>Share Class Indicators: F, I, Z</b>	<b>Share Class Indicator: J</b>	<b>Share Class Indicator: S</b>
US Dollar Corporate Bond Fund	0.80%	1.35%	0.35%	0.20%	0.35%
US Dollar High Yield Bond Fund	1.25%	1.70%	0.50%	0.25%	0.50%
US Dollar Short Duration Bond Fund	0.50%	0.70%	0.20%	N/A	0.20%
US Dollar Short Duration High Yield Bond Fund	1.00%	1.30%	0.40%	0.20%	0.40%
<b><u>Asset Allocation Funds</u></b>					
Global Balanced Fund	1.50%	2.20%	0.60%	N/A	0.60%
Global Balanced Defensive Fund	1.00%	1.70%	0.40%	N/A	0.40%
Global Balanced Risk Control Fund of Funds	2.00%	2.70%	0.80%	N/A	0.80%
Global Balanced Sustainable Fund	1.50%	2.00%	0.60%	0.35%	0.60%
Global Balanced Income Fund	1.50%	2.20%	0.60%	N/A	0.60%
Global Multi-Asset Income Fund	1.75%	2.45%	0.75%	N/A	0.75%
Global Multi-Asset Opportunities Fund	1.65%	2.40%	0.70%	N/A	0.70%
Multi-Asset Risk Control Fund	1.50%	2.00%	0.60%	0.35%	0.60%
Real Assets Fund	1.50%	2.00%	0.60%	N/A	0.60%
<b><u>Alternative Investment Funds</u></b>					
Liquid Alpha Capture Fund	1.35%	1.85%	0.55%	0.35%	0.55%

No Management Fee is payable in respect of Share Class Indicator N Shares.

Where the Distributor and its affiliates invest on behalf of clients, or their clients invest directly into Share Class Indicator N Shares, such clients may pay to the Distributor or its affiliates a base management fee, a performance fee or a mixture of both a base management fee and a performance fee.

Pursuant to the Management Company Services Agreement, the Equity Funds, Bond Funds, Asset Allocation Funds and Alternative Investment Funds will pay the Management Company a Distribution Fee, accrued daily and paid monthly, at the annual rate of 1.00% of the average daily Net Asset Value of Shares with a Share Class Indicator B as compensation for providing distribution-related services to the Funds with respect to such Shares.

Under the Distribution Agreement the Distributor is entitled to receive a fee for their distribution services which will be paid from the Distribution Fee. The Management Company or Distributor may pay an amount of any Distribution Fee it receives to distributors with whom it has distribution agreements. Additionally, the Management Company, Distributor or Investment Adviser(s) may pay a portion of the Management Fee related to any Share Class to distributors, dealers or other entities that assist the Management Company, Distributor or Investment Adviser(s) in the performance of their duties or provide services, directly or indirectly, to the Funds or their Shareholders, and may pay a portion of the Management Fee related to any Share Class on a negotiated basis in a private arrangement with a holder or prospective holder of Shares. The selection of holders or prospective holders of Shares with whom such private arrangements may be made and the terms on which the Management Company, Distributor or Investment Adviser(s) or their affiliates, designees or placement agents may enter into such private arrangements are a matter for the Management Company, Distributor or Investment Adviser(s) except that the Distributor or Investment Adviser(s) may not enter into any such arrangements unless, as a condition of any such arrangements, neither the Company nor the Management Company will thereby incur any obligation or liability whatsoever.



The Funds will also be subject to a monthly Administration Charge at a current maximum annual rate of 0.25% of the Funds' aggregate average daily Net Asset Value attributable to all Classes of Shares of the Funds which will be applicable as follows:

Share Class Indicator	Administration Charge
<b>A, B, C, and F</b>	0.19%
<b>I, J and Z</b>	0.14%
<b>S</b>	0.10%
<b>N</b>	0.10%

The Administration Charge will remain in force for an unlimited period and may be changed by the Management Company upon no less than one month's prior written notice. The Administration Charge will be utilised by the Company to pay the fees of the Administrator, the Transfer Agent, the Domiciliary Agent and the Management Company. The Funds will also pay other expenses incurred in the operation of the Company out of the Administration Charge including, without limitation, formation expenses of new Funds, the fees of the Depositary, expenses for legal and auditing services, cost of any proposed listings, maintaining such listings, expenses which relate to the administrative or operational support of distribution (including the fees of local representatives or paying agents, platform fees and related administrative services), reporting and publishing expenses (including preparing, printing, advertising and distributing Shareholders' reports and prospectuses), the remuneration of the Directors including all reasonable out-of-pocket expenses, registration fees and other expenses due to supervisory authorities in various jurisdictions, insurance, interest, and the costs of publication of the Net Asset Value per Share, whether such publication is required for regulatory purposes or otherwise. As the amount of such expenses varies, the Administration Charge may generate a surplus or a loss for the Management Company. The Management Company may retain surpluses but will not seek to recover losses.

Certain Funds and Share Classes will also pay Specific Additional Costs in addition to the Administration Charge, including, without limitation, *taxe d'abonnement*, additional custody fees applicable to investment in emerging markets, hedging expenses and the costs relating to the subsidiaries. These Specific Additional Costs will remain in force for an unlimited period and may be changed by the Management Company upon no less than one month's prior written notice. These Specific Additional Costs are applicable as follows:

*Taxe d'abonnement*

Share Class Indicator	<i>taxe d'abonnement</i>
<b>A, B, C, F, and I</b>	0.05%
<b>J, N, S, and Z</b>	0.01%

Hedging Expenses

Share Class Sub-Indicator	Hedging Expenses
<b>H, H1, H2, and H3</b>	0.04%

Specific Additional Costs are made on the following Funds in addition to the share class costs above:

	<b>Emerging Market Custody</b>
China A-shares Fund, China Equity Fund	Up to 0.10%
Asia Opportunity Fund, Asian Equity Fund, Developing Opportunity Fund, Emerging Europe Middle East and Africa Equity Fund, Emerging Leaders Equity Fund, Emerging Markets Equity Fund, Emerging Markets Small Cap Equity Fund, Indian Equity Fund, Latin American Equity Fund	Up to 0.05%

The Management Company may pay an amount of the Fees and Charges it receives to distributors, dealers or other entities that assist the Management Company in the performance of its duties or provide services, directly or indirectly to the Funds or their Shareholders.

The Management Company may instruct the Company to pay a proportion of any Fee, Charge or Cost directly out of the assets of the Company to any service providers. In such case the Fee, Charge or Cost is reduced accordingly.

In the case of any individual Fund or Class, the Management Company, Investment Adviser(s) and/or Distributor may choose to waive or rebate (to the investors) all of their Fees and Charges or any portion thereof at their absolute discretion for an indefinite period. The Management Company or any person acting on behalf of the Company or the Management Company may not obtain an incentive allocation or commission on any fees or charges levied by an underlying scheme or its management company, or any quantifiable monetary benefits in connection with investments in any underlying fund.

All Fees, Charges and Costs are payable monthly in arrears and calculated on the average daily net assets (before the deduction of any Fees, Charges and Costs).

The allocation of costs and expenses to be borne by the Company among the various Funds and Classes will be made in accordance with Article 11 of the Articles of Incorporation. It is possible that Specific Additional Costs charged to the Funds and Classes may generate a surplus or a loss for the Management Company as actual expenses paid may vary from the amounts set out above. The Management Company may retain surpluses but will not seek to recover losses.

In certain jurisdictions, where subscriptions, redemptions and conversions are made through a third party agent, additional fees and charges may be imposed by that third party. These may be charged to the local investor or to the Company, and paid out of the Administration Charge.

### **Other Charges**

#### **Transaction Fees**

Each Fund bears the costs and expenses of buying and selling portfolio securities and financial instruments, brokerage fees and commissions, interest or taxes payable, and other transaction related expenses. These transaction fees are accounted for on a cash basis and are paid when incurred or invoiced from the net assets of the Fund to which they are attributable. Transaction fees are allocated across each Fund's Share Classes.

#### **Extraordinary Expenses**

The Company bears any extraordinary expenses including, without limitation, litigation expenses and the full amount of any tax, levy, duty or similar charge and any unforeseen charges imposed on the Company or its assets.

#### **Costs relating to the use of efficient portfolio management techniques**

The Company has entered into securities lending arrangements with J.P. Morgan Chase Bank NA (London Branch) ("JPM") to participate in the securities lending programme operated by JPM, under normal commercial terms. Under the terms relating to the relevant securities lending arrangement, JPM is entitled to retain a small proportion of the income arising from securities lending transactions as revenue for its services. The balance of the income generated will be accrued to the Funds that lent the securities.

All revenues arising from repurchase and reverse repurchase agreements, net of direct and indirect operational costs, will be accrued to the relevant Fund.

#### **Underlying Fees**

As described in Section 1.5 "Risk Factors", where a Fund invests into another collective investment scheme the Fund will bear a proportionate share of the fees and expenses of such collective investment scheme. These are in addition to the fees and expenses above but will be reported as part of the ongoing charges figure disclosed in the Annual Report and Key Investor Information Documents.

#### **Transfer of shares**

The Management Company may, where it determines it is in the best interests of the Company and its Shareholders, charge a fee to any Shareholder who requests that their investment is re-registered into a different Shareholder account. Such fee will be payable to the Management Company to compensate it for the costs of processing such request, out of the Shareholder's investment, such amount not to exceed €50 per transfer.

## **2.6 Publication of Net Asset Value**

The Net Asset Value per Share of each Class within each Fund is made public at the registered office of the Management Company and is available at the offices of the Transfer Agent. The Management Company will arrange for the Net Asset Value per Share of each Class within each Fund to be published as required. Neither the Company nor the Management Company can accept any responsibility for any error or delay in publication or for

inaccurate or non-publication of prices. Shareholders may view the Net Asset Value per Share on the Company's web-site (<http://www.morganstanleyinvestmentfunds.com>).

## 2.7 Net Asset Value Determination

The Net Asset Value per Share will be calculated in the following currencies:

	US Dollar	Euro	Yen	Sterling	Currency in which the Shares are denominated
The Net Asset Value per Share of each Class in each Fund will be calculated in	x	x			
Except for the following Funds and Share Classes:					
• Japanese Equity Fund	x	x	x		
• Share Class Indicator A Shares of the Global Brands Fund	x	x	x		
• Share Class Indicator Z Shares of the Global Brands Fund	x	x		x	
• Share Class Indicator Z Shares of the Asian Property Fund	x	x		x	
• Share Class Indicator N and Z Shares of the Emerging Markets Equity Fund	x	x		x	
• Share Class Indicator Z shares of the US Growth Fund	x	x		x	
• Share Class Indicator Z Shares of the Global Property Fund	x	x		x	
Where Distributing Share Classes (Share Class Sub-Indicators "X" and "M") and Discretionary Distributing Share Classes (Share Class Sub-Indicators "R" and "RM") are issued by a Fund, the Net Asset Value per Share of the Class may also be calculated in:	x	x		x	
Where Currency Hedged Share Classes (Share Class Sub-Indicators "H", "H1", "H2", "H3", and "O") are issued by a Fund, the Net Asset Value per Share of the Class will be calculated only in:					x

In addition to the currency combinations detailed above, the Management Company reserve the right to publish the Net Asset Value per Share of a particular Class of a Fund in additional combinations not specified above and in additional currencies not detailed in the table. Any such currency Net Asset Value per Share published after the date of this Prospectus would be listed at [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and included in the next update of this Prospectus.

The Company determines the principles of the calculation of the price or net asset value of its Shares, which are implemented by the Management Company on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be bought or sold (exclusive of any Sales Charge). The Net Asset Value per Share is calculated at the valuation point following the Cut-Off Point that applications for Shares must be received in respect of a Dealing Day by the Transfer Agent to be processed on that Dealing Day.

The Funds are valued daily and the Net Asset Value per Share is calculated at the valuation point on each Dealing Day. The Net Asset Value per Share for all Funds will be determined on the basis of the last available prices at the valuation point from the markets on which the investments of the various Funds are principally traded. The last available price and valuation point for collective schemes in which the Funds invest may vary and may include prior dealing days of those collective investment schemes. The valuation point of the Funds is available upon written request.

Events may occur between the determination of an investment's last available price and the determination of a Fund's Net Asset Value per Share at the valuation point that may, in the opinion of the Directors, mean that the last available price does not truly reflect the fair market value of the investment. In such circumstances the price of such investment shall be adjusted in accordance with the procedures adopted from time to time by the Directors in their discretion. The process and conduct of fair value adjustments shall be done by the Management Company in consultation with the Depositary.

In certain circumstances, subscriptions, redemptions and conversions in a Fund may have a negative impact on the Net Asset Value of the Fund as a result of the transaction costs incurred in the purchase and sale of the underlying investments and the spread between the buying and selling prices of such investments. In order to protect existing or remaining Shareholders from this negative impact on the Net Asset Value and to the extent that the Management Company considers that it is in the best interests of Shareholders, taking into account factors including the prevailing market conditions, the level of subscriptions and redemptions in a particular Fund and the size of the Fund, the Management Company may adjust the Net Asset Value of a Fund ("Swing Pricing") to reflect the estimated dealing spreads, costs and charges to be incurred by the Fund in liquidating or purchasing investments ("Swing Factor") to satisfy the net transactions received in respect of a particular Dealing Day.

Under normal market circumstances, the Swing Factor shall not exceed 2% of the Net Asset Value of the relevant Fund on the relevant Dealing Day. When net subscriptions in a Fund exceed a certain threshold on a given Dealing Day, the Net Asset Value is adjusted upwards by the Swing Factor. Similarly, when net redemptions in a Fund exceed a certain threshold on a given Dealing Day, the Net Asset Value of the Fund is adjusted downwards by the Swing Factor. The Management Company will review and, as the case may be, adapt the threshold(s) from time to time. The Swing Pricing will apply to all Funds except the Global Balanced Risk Control Fund of Funds.

The Net Asset Value per Share is calculated at the valuation point on each Dealing Day in the Reference Currency of the relevant Fund and is then calculated as appropriate in US Dollars, Yen, Euro or Sterling using the last available rate of exchange prevailing in a recognised market at the valuation point.

The Net Asset Value per Share for Funds with investments with a known short term maturity date will be determined using an amortised cost method for those investments with a known short term maturity date. This involves valuing an investment at its cost and thereafter assuming a constant amortisation to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the investments.

While this method provides certainty in valuation, it may result in periods during which value, as determined by amortised cost, is higher or lower than the price the relevant Fund would receive if it sold the investment. The Directors will continually assess this method of valuation and recommend changes, where necessary, to ensure that the Funds' investments will be valued at their fair value as determined in good faith by the Directors. If the Directors believe that a deviation from the amortised cost per Share may result in material dilution or other unfair results to Shareholders, the Directors shall take such corrective action, if any, as they deem appropriate to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results.

The Net Asset Value per Share of each Class of Shares of each Fund is determined by dividing the value of the assets of the Fund properly allocable to such Class of Shares less the value of the liabilities of the Fund properly allocable to such Class of Shares by the total number of Shares of such Class outstanding at any Dealing Day.

The Net Asset Value per Share of each Class of Shares of each Fund is determined in accordance with Article 11 of the Articles of Incorporation of the Company which, *inter alia*, sets out the following rules to be applied in determining such value:

- a) the value of any cash on hand or on deposit, bills and demand notes 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;
- b) securities listed on a recognised stock exchange or dealt on any Other Regulated Market (as defined in Appendix A hereinafter) will be valued at their last available prices, or, in the event that there should be several such markets, on the basis of their last available prices on the main market for the relevant security. In the event that the last available price does not truly reflect the fair market value of the relevant securities, the value of such securities will be based on the reasonably foreseeable sales price determined prudently and in good faith pursuant to procedures established by the Directors;
- c) securities not listed or traded on a stock exchange or not dealt on any Other Regulated Market will be valued on the basis of the reasonably foreseeable sales price determined prudently and in good faith pursuant to procedures established by the Directors;
- d) the liquidating value of futures, or options contracts not traded on exchanges or on other organised markets shall mean their net liquidating value determined, pursuant to the policies established by the Directors, on a

basis consistently applied for each different variety of contracts. The liquidating value of futures or options contracts traded on exchanges or on other organised markets shall be based upon the last available prices of these contracts on exchanges and organised markets on which the particular futures or options contracts are traded by the Company; provided that if a futures 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 Directors may deem fair and reasonable;

- e) all other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Directors;
- f) interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Directors. The value of the credit default swaps shall be determined by applying a recognised and transparent valuation method on a regular basis and by reference to the applicable debt instrument.

The relevant Funds shall, in principle, keep in their respective portfolios the investments determined by the amortisation cost method until their respective maturity dates or sell dates. Any assets held in a particular Fund not expressed in the Reference Currency will be translated into the Reference Currency at the last available rate of exchange prevailing in a recognised market at the valuation point.

The net asset value of the Company is at any time equal to the total of the Net Asset Values of the various Funds, converted, where necessary, into US Dollars at the last available rate of exchange prevailing in a recognised market at the relevant valuation point.

#### **Temporary suspension of calculation of Net Asset Value**

Pursuant to Article 12 of the Articles of Incorporation, the Company may suspend the calculation of the Net Asset Value of one or more Funds and the issue, redemption and conversion of Shares:

- a) during any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Company attributable to such Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, provided that such restriction or suspension affects the valuation of the investments of the Company attributable to such Fund quoted thereon;
- b) during the existence of any state of affairs which constitutes an emergency in the opinion of the Directors as a result of which disposal or valuation of assets owned by the Company attributable to such Fund would be impracticable;
- c) during any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of such Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to such Fund;
- d) during any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of such Fund or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Directors, be effected at normal rates of exchange;
- e) when for any other reason the prices of any investments owned by the Company attributable to such Fund cannot promptly or accurately be ascertained;
- f) any period when the net asset value of any subsidiary of the Company may not be determined accurately;
- g) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving the winding-up of the Company;
- h) following the suspension of the calculation of the Net Asset Value per Share, the issue, redemption and/or conversion of Shares, at the level of a master fund in which a Fund invests in its quality of feeder fund of such master fund.

The suspension of calculation of the Net Asset Value of any Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Fund.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the Net Asset Value per Share of any relevant Class.

Notice of the beginning and of the end of any period of suspension will be published in a Luxembourg daily newspaper and in any other newspaper(s) selected by the Management Company. Notice will likewise be given to any applicant or Shareholder as the case may be applying for purchase, conversion or redemption of Shares in the Fund(s) concerned.

## **2.8 Best Execution**

The Management Company must act in the best interests of each Fund when executing decisions to deal on behalf of the relevant Fund. The Management Company's best execution policy sets out the basis upon which the Management Company, and the Investment Adviser on its behalf, will effect transactions and place orders in relation to the Funds to obtain the best possible result for the Company. The Investment Adviser's best execution policy sets out the systems and controls that have been put in place and the oversight carried out by the Investment Adviser to ensure that notwithstanding any delegation to the Sub-Investment Advisers, who may be non-EU entities, they undertake transactions to achieve the best result for the relevant Funds. All transactions carried out by or on behalf of the Fund must be executed at arm's length and in the best interests of the Shareholders.

## **2.9 Conflicts of Interests**

### *Potential Conflicts of Interests of the Investment Advisers and the Management Company*

The Management Company and the Investment Advisers undertake business for other clients. The Investment Advisers, their employees and their other clients face conflicts with the interests of the Management Company and its clients. The Management Company and the Investment Advisers maintain Conflicts of Interest Policies. It is not always possible for the risk of detriment to a client's interests to be entirely mitigated such that, on every transaction when acting for clients, a risk of detriment to their interests does not remain.

The Management Company and the Investment Advisers acknowledge that there may be some situations where the organisational or administrative arrangements in place for the management of conflicts are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of the Company or its shareholders will be prevented. Should any such situations arise the Management Company will disclose these to Shareholders in the Company's annual report or other appropriate format.

### *Conflict Scenarios*

Because the Investment Advisers or their affiliates may manage assets for other investment companies, pooled investment vehicles, and/or other accounts (including institutional clients, pension plans and certain high net worth individuals), there may be an incentive to favour one of their clients over another resulting in potential conflicts of interest. For instance, the relevant Investment Adviser or its affiliates may receive fees from certain accounts that are higher than the fee it receives for a particular Fund, or it may receive a performance-based fee on certain accounts. In those instances, the portfolio manager(s) may have an incentive to favour the higher and/or performance-based fee accounts over a particular Fund. In addition, a potential conflict of interest could exist to the extent such Investment Adviser or its affiliates has proprietary investments in certain accounts, where portfolio managers have personal investments in certain accounts or when certain accounts are investment options in the Investment Adviser's and/or its affiliates employee benefits and/or deferred compensation plans. The relevant portfolio manager may have an incentive to favour these accounts over others. If the Investment Advisers and/or one of their affiliates manages accounts that engage in short sales of securities of the type in which a Fund invests, the Investment Advisers and/or their affiliates could be seen as harming the performance of the relevant Fund for the benefit of the accounts engaging in short sales if the short sales cause the market value of the securities to fall.

The Distributor may pay third parties for distribution and related services. Such payments could incentivise third parties to promote the Company to investors against that client's best interests. The Management Company complies with all legal and regulatory requirements in the jurisdictions in which such payments are made.

The Investment Advisers also may utilize an affiliated broker/dealer to execute a portion, and on occasion to execute a substantial portion, of the purchases and sales of securities for the portfolio of a Fund. Primary consideration will be given to such broker/dealer's ability to effect prompt and efficient executions at competitive rates. The Investment Advisers will only utilize an affiliated broker/dealer where it believes it is able to obtain best execution at competitive commission rates. An affiliated broker/dealer may also furnish to the Investment Advisers research and related services.

The Investment Advisers may purchase securities from underwriters, distributors or placement agents in which an affiliate is a member of a syndicate or selling group, as a result of which an affiliate might benefit from the purchase through receipt of a fee or otherwise. The Investment Advisers will not purchase securities from an affiliate that is acting as a manager of a syndicate or selling group. Purchases by the Investment Advisers from an affiliate acting as a distributor or placement agent must meet the requirements of applicable law. Otherwise, the Investment Advisers will not engage in any purchase or sale with an affiliate on a principal basis except as set forth below

As part of the normal course of global custody business, the Depositary may from time to time have entered into arrangements with other clients, funds or other third parties for the provision of safekeeping and related services. Within a multi-service banking group such as JPMorgan Chase Group, from time to time conflicts may arise between the Depositary and its safekeeping delegates, for example, where an appointed delegate is an affiliated group company and is providing a product or service to a fund and has a financial or business interest in such product or service or where an appointed delegate is an affiliated group company which receives remuneration for other related custodial products or services it provides to the funds, for instance foreign exchange, securities lending, pricing or valuation services. In the event of any potential conflict of interest which may arise during the normal course of business, the Depositary will at all times have regard to its obligations under applicable laws including Article 25 of the UCITS Directive.

In relation to any efficient portfolio management techniques used by the Funds, securities lending, repurchase and reverse repurchase transactions may be entered into on normal commercial terms with entities which are affiliates of the Investment Adviser. In particular, the Funds have entered into securities lending arrangements with JPM, a related party of the Depositary, to participate in the securities lending programme operated by JPM, under normal commercial terms. From time to time, affiliates of the Investment Adviser (including but not limited to Morgan Stanley & Co. International PLC) may be named as approved borrowers to which JPM could lend securities on behalf of the Funds under the securities lending programme.

The above is not necessarily a comprehensive list of all potential conflicts of interest.

## **2.10 Dividend Policy**

The Company offers Accumulating Share Classes, Distributing Shares Classes and Discretionary Distributing Share Classes.

### **Accumulating Share Classes**

Income and capital gains arising in each Fund in relation to Accumulating Share Classes will be reinvested in such Fund. The value of the Shares of each such Class will reflect the capitalisation of income and gains. The Directors currently intend to propose to the Annual General Meeting the reinvestment of the net results of the year for all such Classes of Shares. However, should payment of a dividend in respect of any such Classes of Shares be considered to be appropriate, the Directors will propose to the general meeting of Shareholders that a dividend be declared out of the net investment income attributable to such Class of Shares and available for distribution and/or realized capital gains after deduction of realized capital losses and unrealized capital gains after deduction of unrealized capital losses.

### **Distributing Share Classes (Share Class Sub-Indicators “X” and “M”) and Discretionary Distributing Share Classes (Share Class Sub-Indicators “R” and “RM”).**

#### ***Approach to declaring dividends***

##### ***Funds – Distributing Share Classes (Share Class Sub-Indicators “X” and “M”)***

For the Distributing Share Classes of the Bond Funds, Equity Funds, Asset Allocation Funds and Alternative Investment Funds, the Company intends to declare dividends which will be equal to the net investment income attributable to such Classes (i.e. 100% of the net investment income). For the Global Asset Backed Securities Fund, net investment income is considered to include net gains and losses from prepaid principal on mortgaged-backed and asset-backed securities for the purpose of the dividend policy. For the Global Balanced Income Fund, net investment income is considered to include net premium arising as a result of writing options for the purpose of the dividend policy.

##### ***Global Buy and Hold 2020 Bond Fund – Distributing Share Classes (Share Class Sub-Indicator “X”)***

For the Distributing Share Classes of the Global Buy and Hold 2020 Bond Fund, the Company intends to declare dividends which will be set at the discretion of the Directors. Whilst not limiting the discretion of the Directors, in normal circumstances the Directors expect to declare dividends based on the net investment income attributable to this Share Class, less an amount to be retained, based on advice from the Investment Adviser, in order to create income reserves in respect of certain costs and risks, including but not limited to foreign exchange hedging costs, default risk, early repayment risk and depreciation. Further details on these Share Classes will be included in the relevant key investor information document of the applicable Fund.

##### ***Funds – Discretionary Distributing Share Classes (Share Class Sub-Indicators “R” and “RM”)***

For the Discretionary Distributing Share Classes of the Bond Funds, Equity Funds, Asset Allocation Funds and Alternative Investment Funds, the Company intends to declare dividends which will be set at the discretion of the Directors. The Discretionary Distributing Share Class may pay distributions from capital or may charge all or part

of the Fund's fees and expenses to the capital of the Fund. Dividends paid out of capital amount to a return or withdrawal of part of a Shareholder's original investment or from any capital gains attributable to that original investment. Such dividends may result in an immediate decrease of the Net Asset Value per Share. Where part or all of the fees and expenses of a Share Class are charged to the capital of that Share Class the result will be a reduction of the capital that the Share Class has available for investment in the future and capital may be eroded. Further details on the Discretionary Distributing Share Classes will be included in the relevant key investor information document of the applicable Fund.

### ***Frequency of Dividends***

#### ***Equity Funds and Alternative Investment Funds – semi-annual dividend (Share Class Sub-Indicators “X” and “R”)***

Both the Distributing Share Classes (Share Class Sub-Indicator “X”) and Discretionary Distributing Share Classes (Share Class Sub-Indicator “R”) aim to declare semi-annual dividends for Equity Funds (other than the Global Brands Equity Income Fund) and Alternative Investment Funds. Such dividends, if any, will be accrued on the last Dealing Day of June and December and declared on the next Dealing Day. The dividend declaration will be made public at the registered office of the Company and made available at the offices of the Transfer Agent on the first Dealing Day of July and January.

#### ***Bond Funds, Asset Allocation Funds and the Global Brands Equity Income Fund – quarterly dividend (Share Class Sub-Indicators “X” and “R”)***

Both the Distributing Share Classes (Share Class Sub-Indicator “X”) and Discretionary Distributing Share Classes (Share Class Sub-Indicator “R”) aim to declare quarterly dividends for Bond Funds, Asset Allocation Funds and the Global Brands Equity Income Fund. Such dividends, if any, will be accrued on the last Dealing Day of March, June, September and December and declared on the next Dealing Day. The dividend declaration, where issued, will be made public at the registered office of the Company and made available at the offices of the Transfer Agent on the first Dealing Day of January, April, July and October as applicable.

#### ***Monthly Distributing Share Class (Share Class Sub-Indicators “M” and “RM”)***

Both the Distributing Share Classes (Share Class Sub-Indicator “M”) and Discretionary Distributing Share Classes (“Share Class Sub-Indicator “RM”) aim to declare monthly dividends. Such dividends, if any, will be accrued on the last Dealing Day of the month and declared on the next Dealing Day. The dividend declaration for these Distributing Share Classes and Discretionary Distributing Share Classes, where issued, will be made public at the registered office of the Company and made available at the offices of the Transfer Agent on the first Dealing Day of the following month as applicable.

### **Discretionary Distributing Share Class Examples**

**In these examples, we assume the following for the period:**

- 1) No change in NAV as a result of capital appreciation
- 2) Investment income over the period is equal to 2.50%
- 3) The total management and non-management expenses of the fund for this period are equal to 0.50% of NAV
- 4) Therefore net investment income is 2%

**Example – covering a period of 90 days from January 1 to the first Dealing Day in April for a given Bond Fund where net investment income is greater than or equal to the declared dividend.**

**In this example, we assume the following for the period:**

- 1) Declared dividend is 1.50% (less than net investment income)

	NAV on the first Dealing Day of the Period	NAV on Dealing Day prior to the declaration of the dividend	Declared Dividend as a Percentage of NAV	Declared Dividend	NAV on the first Dealing Day following the declaration of dividend
	€100.00	€102.00	1.50%	€1.53	€100.47

In this example, the dividend declared is equal to €1.53 and the NAV on the Dealing Day following the declaration of the dividend is equal to €100.47 ( $€102.00 - (1.50\% \times 102.00) = €100.47$ ). In this scenario, the declared dividend was less than the net investment income over the period and there was no decrease in capital.

**Example – covering a period of 90 days from January 1 to the first Dealing Day in April for a given Bond Fund where the declared dividend is greater than the net investment income.**



**In this example, we assume the following for the period:**

- 2) Declared dividend is 3.00% (greater than net investment income)

	NAV on the first Dealing Day of the Period	NAV on Dealing Day prior to the declaration of the dividend	Declared Dividend as a Percentage of NAV	Declared Dividend	NAV on the first Dealing Day following the declaration of dividend
	€100.00	€102.00	3.00%	€3.06	€98.94

In this example, the dividend declared is equal to €3.06 and the NAV on the Dealing Day following the declaration of the dividend is equal to €98.94 (€102.00 – (3.00%\*102.00)). The declared dividend has resulted in a decrease in investor capital of €1.06.

Figures are for illustration purposes only and are not indicative of the actual return received by Shareholders.

### **Dividend payment and reinvestment**

Dividends will be distributed within three Business Days of the date such dividends are declared, in the case of the Equity Funds, Bond Funds, Asset Allocation Funds and Alternative Investment Funds.

#### *For all Shares other than Share Class Indicator B Shares*

Dividends will be automatically reinvested in additional Shares of the relevant Class free of any charge unless (i) the Shareholder has nominated on the Application Form to receive such dividends in cash and (ii) the value of the dividends to be distributed for that month, quarter or half year, as applicable, is in excess of US\$ 100.00, or the Euro or the Sterling equivalent of US\$ 100.00. Dividends are paid in the currency in which the Share is denominated, or, where appropriate for the Share, in Sterling, Euro, or US Dollar. For those Shareholders whose dividend accrual for that month, quarter or half year, as applicable, is less than US\$ 100.00, or the Euro or the Sterling equivalent of US\$ 100.00, the dividends will be automatically reinvested in additional Shares of the relevant Class free of any charge. The Directors may, following a Shareholder's request, at their discretion, decide to waive or vary the limit below which a dividend accrual is automatically reinvested.

The Dealing Day applicable for such automatic reinvestment will be the first Dealing Day of January, April, July or October in the case of the Bond Funds and Asset Allocation Funds, and the first Dealing Day of January or July in the case of the Equity Funds and Alternative Investment Funds.

In the case of the Monthly Distributing Share Class (Share Class Sub-Indicator "M"), such automatic reinvestment will be the first Dealing Day of each month.

#### *For Share Class Indicator B Shares*

All dividends earned on Share Class Indicator B Shares will be distributed to the relevant Shareholder in cash, regardless of the value of the dividend. Reinvestment of dividends is not permitted for Share Class Indicator B Shares. Dividends are paid in the currency in which the Share is denominated, or, where appropriate for the Share, in Sterling, Euro, or US Dollar.

#### *For all Shares*

Income equalisation is operated in respect of all Distributing Share Classes of all Funds. For such Share Classes, equalisation ensures that the income per Share which is distributed in respect of a distribution period is not impacted by changes in the number of Shares in issue in that Share Class during the period. Equalisation is operated by the Administrator, who allocates a portion of the proceeds from sales and costs of redemption of Shares – equivalent on a per Share basis to the amount of undistributed net investment income on the date of the subscription or redemption – to undistributed income.

In the event that a dividend is paid in one or several Funds, such dividend will be paid to Shareholders by cheque mailed to their address as shown on the register of Shareholders, or by bank transfer. Dividend cheques not cashed within five years will be forfeited and will accrue for the benefit of the Class of the Fund out of which the dividend is payable.

## **2.11 Taxation**

The statements on taxation set out below are by way of a general guide to potential investors and Shareholders only regarding the law and practice in force in the relevant jurisdiction at the date of this Prospectus and do not constitute tax or legal advice and the investors should consult their own counsel and make their own enquiries, as to tax matters concerning their investment. There can be no guarantee that the tax position or proposed tax position

prevailing at the time an investment is made will endure indefinitely. Neither the Company, the Management Company nor their advisors are liable for any loss which may arise as a result of current, or changes in, applicable tax laws, practice and their interpretation by any relevant authority.

Prospective Shareholders should inform themselves of, and where appropriate take advice on, the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription, purchase, holding, redemption, conversion and otherwise disposing of Shares in the country of their citizenship, residence, domicile or incorporation. Prospective Shareholders should note that the information contained in this Section of the Prospectus is a general guide only and does not discuss the local tax consequences that all prospective Shareholders may be subject to.

The conversion of Share Class Indicator B Shares to Share Class Indicator A Shares as described in Section 2.1 “Share Class Description” may give rise to a tax liability for Shareholders in certain jurisdictions. Shareholders should consult their tax adviser about their own position.

## **Luxembourg Taxation**

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax generally encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*) and personal income tax (*impôt sur le revenu*). Corporate taxpayers may further be subject to net wealth tax (*impôt sur la fortune*), as well as other duties, levies or taxes. Corporate income tax, municipal business tax, as well as the solidarity surcharge invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and to the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

### **Taxation of the Company in Luxembourg**

Under current law, the Company is not liable to any Luxembourg income tax, nor are dividends paid by the Company liable to any Luxembourg withholding tax.

#### ***Subscription tax***

As a rule the Company is liable in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05% per annum. The taxable basis of the subscription tax is the aggregate net assets of the Company valued on the last day of each quarter of the civil year.

The rate is however reduced to 0.01% per annum for:

- undertakings whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions;
- undertakings whose sole object is the collective investment in deposits with credit institutions;
- individual compartments of UCIs with multiple compartments as well as for individual classes of securities issued within a UCI or within a compartment of a UCI with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Furthermore, exempt from the subscription tax are:

- the value of the assets represented by units held in other UCIs, provided such units have already been subject to the subscription tax provided for in Article 174 of the 2010 Law or in Article 68 of the amended law of 13 February 2007 on specialised investment funds, or by Article 46 of the amended law of 23 July 2016 on reserved alternative investment funds;
- UCIs, as well as individual compartments of UCIs with multiple compartments (i) whose securities are reserved for institutional investors, and (ii) whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency. Where several classes of securities exist within the UCI or the compartment, the exemption only applies to classes whose securities are reserved for institutional investors;
- UCIs whose securities are reserved for (i) institutions for occupational retirement pension or similar investment vehicles, set up on one or more employers' initiative for the benefit of their employees and (ii) companies of one or more employers investing funds they hold, to provide retirement benefits to their employees;
- UCIs as well as individual compartments of UCIs with multiple compartments whose main objective is the investment in microfinance institutions;
- ETFs as defined by Article 175 e) of the 2010 Law.

Provided the continuous compliance with the above mentioned conditions for a reduced subscription tax rate of 0.01% the Net Asset Value of Shares with Share Class Indicator J, N, S or Z is likely to benefit from such a reduced subscription tax rate. However, there can be no guarantee that the benefit of such reduced rate will be obtained or that, once obtained, it will continue to be available in the future.

Subscription tax is calculated by reference to the net asset value of the relevant Fund or Share Class at the end of each quarter. Subscription tax will be paid from the Specific Additional Cost described in section 2.5 “Charges and Expenses”. Any difference between the Specific Additional Costs collected and the tax payable will be paid by or credited to the Management Company.

#### ***Other taxes***

No stamp duty or other tax will be payable in Luxembourg in connection with the issue of Shares of the Company. A fixed registration duty of Euro 75 will be levied upon amendments of the articles of incorporation of the Company.

The Company is exempt from net wealth tax.

Under current law in Luxembourg, no Luxembourg tax is payable on the realised capital appreciation of the assets of the Company.

The Company may be subject to withholding tax on dividends and interest and to tax on capital gains in the country of origin of its investments. As the Company itself is exempt from income tax, withholding tax levied at source, if any, is not refundable in Luxembourg. It is not certain whether the Company itself would be able to benefit from Luxembourg’s double tax treaties network. Whether the Company may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Company is structured as an investment company (as opposed to a mere co-ownership of assets), certain double tax treaties signed by Luxembourg may directly apply to the Company.

The Company is considered in Luxembourg as a taxable person for value added tax (“VAT”) purposes without any input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT. The Company is registered for VAT in Luxembourg and is required to self-assess Luxembourg VAT on taxable services purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments by the Company to its Shareholders, to the extent that such payments are linked to their subscription to the Shares and do not constitute the consideration received for any taxable services supplied.

#### ***Withholding tax***

Under current Luxembourg tax law, there is no withholding tax on any distribution, redemption or payment made by the Company to its Shareholders under the Shares. There is also no withholding tax on the distribution of liquidation proceeds to the Shareholders.

#### ***EU Mandatory Disclosure Regime (‘MDR’)***

The EU Council Directive 2018/822 amending EU Council Directive 2011/16 in relation to the disclosure of cross-border tax arrangements, known as DAC6 or MDR, came into force on 25 June 2018. Member States are obliged to transpose the Directive into local law by 31 December 2019 with the disclosure process commencing on 1 July 2020. MDR applies to cross-border tax arrangements, which meet one or more specified characteristics (hallmarks), and which concern either more than one EU country or an EU country and a non-EU country. It mandates a reporting obligation for these tax arrangements if in scope, regardless of whether the arrangement is in compliance with local tax law.

From 1 July 2020, intermediaries (i.e. any person involved in the implementation of the cross-border arrangement) will be required to file information with their national tax authority within thirty days of the first of the following dates:

- on the day after the reportable cross-border arrangement is made available for implementation; or
- on the day after the reportable cross-border arrangement is ready for implementation; or
- when the first step in the implementation of the reportable cross-border arrangement has been made; or
- where an intermediary is involved, the date on which the intermediary provided aid, assistance or advice.

As a transitional measure, where the first step in a reportable cross-border arrangement is implemented between 25 June 2018 and 30 June 2020, the arrangement should be reported between 1 July 2020 and 31 August 2020.

The Management Company is a potential intermediary for the purposes of MDR and hence may be obliged to report cross-border arrangements that meet one or more hallmarks. Shareholders, as taxpayers, may have a

secondary liability to report in-scope arrangements and hence should consult their own tax advisors for more information.

### ***Foreign Account Tax Compliance (“FATCA”)***

Being established in Luxembourg and subject to the supervision of the CSSF in accordance with the 2010 Law, the Company will be treated as a Foreign Financial Institution (within the meaning of FATCA) for FATCA purposes.

On 28 March 2014, Luxembourg has entered into a Model 1 Intergovernmental Agreement with the U.S. which means that the Company must comply with the requirements of the Luxembourg IGA. This includes the obligation for the Company to regularly assess the status of its investors. To this end, the Company will need to obtain and verify information on all of its investors. Upon request of the Company, each investor shall agree to provide certain information (the FATCA Information as defined previously), including, in case of a Non-Financial Foreign Entity (within the meaning of FATCA), the direct or indirect owners above a certain threshold of ownership of such investors, along with the required supporting documentation. Similarly, each investor shall agree to actively provide to the Company within thirty days any information like for instance a new mailing address or a new residency address that would affect its status.

The Company will be required, in certain circumstances, to disclose the names, addresses, date and place of birth, jurisdiction(s) of tax residence and taxpayer identification number(s) (if issued by the jurisdictions) of the investors as well as information like account balances, income and gross proceeds (non-exhaustive list) to the Luxembourg tax authorities. The Luxembourg tax authorities will in turn share the information with the U.S. authorities. A failure for the Company to obtain such information from each investor and to transmit it to the Luxembourg tax authorities may trigger the 30% withholding tax to be imposed on payments of U.S. source income and on proceeds from the sale of property or other assets that could give rise to U.S. source interest and dividends.

Any investor that fails to comply with the Company’s documentation requests may be charged with any taxes imposed on the Company attributable to such investor’s failure to provide the information and the Company may, in its sole discretion, redeem the Shares of such investor.

Investors who invest through intermediaries are reminded to check if and how their intermediaries will comply with this U.S. withholding tax and reporting regime. Investors should consult a U.S. tax advisor or otherwise seek professional advice regarding the above requirements.

### ***Common Reporting Standard***

Capitalised terms used in this section should have the meaning as set forth in the CRS Law, unless provided otherwise herein.

Under the terms of the CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution.

As such, as from 30 June 2017 and without prejudice to other applicable data protection provisions as set out in the Company documentation, the Company is required to annually report to the Luxembourg tax authorities personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) certain investors as per the CRS Law (the “Reportable Persons”) and (ii) Controlling Persons (within the meaning of CRS) of certain non-financial entities (“NFEs”) which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS Law (the CRS Information as defined previously), will include personal data related to the Reportable Persons such as names, addresses, date and place of birth, jurisdiction(s) of tax residence and taxpayer identification number(s) if issued by the jurisdiction(s).

The Company’s ability to satisfy its reporting obligations under the CRS Law will depend on each investor providing the Company with the CRS Information, along with the required supporting documentary evidence. In this context, the investors are hereby informed that, as data controller, the Company will process the CRS Information for the purposes as set out in the CRS Law.

The investors undertake to inform their Controlling Persons, if applicable, of the processing of their CRS Information by the Company.

Additionally, the Company is responsible for the processing of personal data and each investor and Controlling Person has a right to access the data communicated to the Luxembourg tax authorities and to correct such data (if necessary). Any data obtained by the Company are to be processed in accordance with the applicable Data Protection Laws.

The investors are further informed that the CRS Information related to Reportable Persons within the meaning of the CRS Law will be disclosed to the Luxembourg tax authorities annually for the purposes set out in the CRS Law. In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg tax authorities.

Similarly, the investors undertake to inform the Company within thirty (30) days of receipt of these statements should any included personal data be not accurate. The investors further undertake to immediately inform the Company of, and provide the Company with all supporting documentary evidence of any changes related to the Information after occurrence of such changes within thirty (30) days.

Any investor that fails to comply with the Company's CRS Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such investor's failure to provide the CRS Information or subject to disclosure of the CRS Information by the Company to the Luxembourg tax authorities.

### **Taxation of Shareholders in Luxembourg**

It is expected that Shareholders in the Company will be resident for tax purposes in many different countries. Consequently, except as set-out below, no attempt is made in this Prospectus to summarise the taxation consequences for each investor subscribing, converting, holding or redeeming or otherwise acquiring or disposing of Shares of the Company. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.

Shareholders should consult their own professional advisors on the possible tax or other consequences of buying, holding, transferring or selling the Company's Shares under the laws of their countries of citizenship.

Under current legislation Shareholders are generally not subject to any capital gains or income tax in Luxembourg, except Shareholders who are resident in Luxembourg for tax purposes or non-resident Shareholders who have a permanent establishment or a permanent representative in Luxembourg to which or whom the Shares are attributable.

### **Luxembourg tax residency**

A Shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of Shares or the execution, performance, delivery and/or enforcement of its rights and obligations thereunder.

### **Luxembourg resident individuals**

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to income tax at the ordinary progressive rates.

Capital gains realized upon sale, disposal or redemption of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to income tax at ordinary rates if the Shares are disposed of within 6 months after their acquisition or if their disposal precedes their acquisition. A participation is considered to be a substantial participation where a resident individual Shareholder holds or has held, either alone or together with his spouse/partner and/or his minor children, either directly or indirectly at any time within the 5 years preceding the disposal, more than 10% of the share capital of the company whose shares are being disposed of. A Shareholder is also deemed to alienate a substantial participation if he acquired free of charge, within the 5 years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same 5-year period).

Capital gains realized on a substantial participation more than 6 months after the acquisition thereof are taxed according to the half-global rate method (*i.e.* the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realized on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the Shares.

Capital gains realized on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

### **Luxembourg resident companies**

A Luxembourg resident company (*société de capitaux*) must include any profits derived, as well as any gain realized on the sale, disposal or redemption of Shares, in its taxable profits for Luxembourg income tax assessment purposes. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

## **Luxembourg residents benefiting from a special tax regime**

Shareholders who are Luxembourg resident companies benefiting from a special tax regime, such as (i) undertakings for collective investment subject to the 2010 Law, (ii) specialized investment funds subject to the amended law of 13 February 2007, (iii) family wealth management companies governed by the amended law of 11 May 2007 and (iv) reserved alternative investment funds governed by the amended law of 23 July 2016 and treated as specialized investment funds for Luxembourg tax purposes, are income tax exempt entities in Luxembourg, and profits derived from the Shares are thus not subject to Luxembourg income tax.

## **Non-Luxembourg residents**

A non-resident Shareholder, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or whom the Shares are attributable, is not liable to any Luxembourg income tax on income received and capital gains realized upon the sale, disposal or redemption of the Shares.

A non-resident Shareholder who has a permanent establishment or a permanent representative in Luxembourg to which or whom the Shares are attributable, must include any income received, as well as any gain realized on the sale, disposal or redemption of Shares, in its taxable income for Luxembourg tax assessment purposes. The same inclusion applies to individuals, acting in the course of the management of a professional or business undertaking, who have a permanent establishment or a permanent representative in Luxembourg, to which or whom the Shares are attributable. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Shareholders resident in or citizens of certain countries which have anti-offshore fund legislation may have a current liability to tax on the undistributed income and gains of the Company. The Company and each of the Company's agents shall have no liability in respect of the individual tax affairs of Shareholders.

## **Net wealth tax**

A Luxembourg resident, as well as a non-resident Shareholder who has a permanent establishment or a permanent representative in Luxembourg to which or whom the Shares are attributable, are subject to Luxembourg net wealth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) an undertaking for collective investment subject to the 2010 Law, (iii) a securitization company governed by the amended law of 22 March 2004 on securitization, (iv) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (v) a specialized investment fund governed by the amended law of 13 February 2007, (vi) a family wealth management company governed by the amended law of 11 May 2007, (vii) a professional pension institution governed by the amended law of 13 July 2005 or (viii) a reserved alternative investment fund governed by the amended law of 23 July 2016.

However, (i) a securitization company governed by the amended law of 22 March 2004 on securitization, (ii) a company governed by the amended law of 15 June 2004 on venture capital vehicles, (iii) a professional pension institution governed by the amended law of 13 July 2005 and (iv) an opaque reserved alternative investment fund governed by the amended law of 23 July 2016 and treated as a venture capital vehicle for Luxembourg tax purposes, remain subject to minimum net wealth tax.

## **Other taxes**

Under Luxembourg tax law, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. On the contrary, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance purposes at the time of his death.

Gift tax may be due on a gift or donation of the Shares, if the gift is recorded in a Luxembourg notarial deed or otherwise registered in Luxembourg.

The information set forth above is based on present law and administrative practice and may be subject to modification.

## **Belgian Taxation**

The Company is subject to an annual tax on Funds registered with the Belgian Financial Services and Markets Authority (the "FSMA"). The annual tax is due on the total net asset value of the Shares held in Belgium as at 31 December of the preceding year. Shares are considered held in Belgium if they are acquired through the intervention of a Belgian financial intermediary, unless to the extent the Belgian financial intermediary provides evidence that the Shares have been placed with non-residents of Belgium. The tax, which is currently payable at a rate of 0.0925% per annum will be paid by the Management Company. Note that a reduced rate of 0.01% can be relied upon for one or more compartments or Share Classes which only institutional or professional investors acting for their own account can invest in and of which the securities can only be acquired by these investors.

## Taxation of the Funds as a result from investments in the PRC

By investing in China A-Shares and debt securities, the Funds may be subject to taxes imposed by the PRC.

### a. Corporate Income Tax (“CIT”)

Under general PRC tax law, if the Fund is considered a PRC tax resident, it will be subject to PRC CIT at 25% on its worldwide taxable income. If the Fund is considered a non-PRC resident but has a permanent establishment (“PE”) in the PRC, the profits attributable to that PE would be subject to PRC CIT at 25%. If the Fund is a non-PRC resident without PE in the PRC, the income derived by it from the investment in China A-Shares and debt securities would in general be subject to 10% PRC CIT withholding in the PRC, unless exempt or reduced under specific tax circulars or relevant tax treaties or arrangements.

It is the intention of the Manager that the affairs of the Fund will be conducted in a manner such that it is not a PRC tax resident enterprise and will not have a PE in the PRC for PRC CIT purposes, although this cannot be guaranteed.

#### i. Shanghai Stock Connect

In respect of trading through Shanghai Stock Connect, the Ministry of Finance (“MoF”), the State Administration of Taxation (“SAT”) and the China Securities Regulatory Commission (“CSRC”) have jointly promulgated the *Circular on Taxation Policy of the Pilot Programme for the Mutual Stock Market Access between Shanghai and Hong Kong Stock Markets (Caishui [2014] No.81)* (“**Circular 81**”) dated 31 October 2014 to clarify the relevant income tax liabilities.

Pursuant to Circular 81, taking effect on 17 November 2014, in respect of trading China A-Shares through Shanghai Stock Connect:

- income tax shall be exempt on a temporary basis on the gains earned by Hong Kong market investors (including corporate and individual investors) from the transfer of China A-Shares listed on the Shanghai Stock Exchange; and
- Hong Kong market investors are required to pay tax on dividends and bonuses of China A-Shares at a standard rate of 10%, which will be withheld and paid to the relevant PRC tax authority by the respective listed companies (before HKSCC is able to provide details such as investor identities and holding periods to CSDCC, the policy of differentiated rates of taxation based on holding periods will temporarily not be implemented). Where there is an applicable tax treaty/arrangement prescribing for a lower tax rate, the investor may apply for refund from the competent tax authority.

#### ii. Shenzhen Stock Connect

In respect of equity interest investments such as China A-Shares, MoF, SAT and CSRC have jointly promulgated the *Circular on Taxation Policy of the Pilot Programme for the Mutual Stock Market Access between Shenzhen and Hong Kong Stock Markets (Caishui [2016] No. 127)* (“**Circular 127**”) dated 5 November 2016 to clarify the relevant income tax liabilities. The tax policies provided under Circular 127, which take effect on 5 December 2016, for investments through the Shenzhen Stock Connect generally mirror those applying to investments through the Shanghai Stock Connect. Accordingly, in respect of trading through Shenzhen Stock Connect:

- the income tax shall be exempt on a temporary basis on the gains earned by Hong Kong market investors (including corporate and individual investors) from the transfer of China A-Shares listed on the SZSE; and
- Hong Kong market investors are required to pay tax on dividends and bonuses of China A-Shares at a standard rate of 10%, which will be withheld and paid to the relevant PRC tax authority by the respective listed companies. Where there is any applicable tax treaty/arrangement prescribing for a lower tax rate, the investor may apply for refund from the competent tax authority.

#### iii. QFII/RQFII

MoF, SAT and CSRC have jointly promulgated the *Circular on the Issues of Temporary Corporate Income Tax Exemption for Capital Gains Derived from the Transfer of PRC Shares and Equity Interests (Caishui (2014) No. 79)* (“**Circular 79**”), taking effect on 17 November 2014 in respect of capital gains derived by QFIIs and RQFIIs. Circular 79 provides that QFIIs and RQFIIs shall be temporarily exempted from PRC CIT on capital gains derived from the trading of A-Shares and other PRC equity interest investments. However, QFIIs / RQFIIs shall be subject to PRC CIT on capital gains realised before 17 November 2014 in accordance with applicable PRC tax laws.

In respect of dividend and interest income, under the *Circular on Issues relating to Withholding Tax of Dividends and Interests Paid by a Resident Enterprise to a Qualified Foreign Institutional Investor (Guoshuihan (2009) No.47)* dated 23 January 2009 (the “**QFII Withholding Tax Notice**”), the PRC tax authorities have confirmed that QFIIs are subject to 10% PRC CIT withholding on dividends and interest

derived from China (subject to any reduction or exemption under an applicable domestic tax law or tax treaty/arrangement). While this tax circular addresses only QFIIs, the circular has been interpreted to serve as guidance for the withholding tax treatment applicable to RQFIIs given the similarity in the policies underlying the two regimes, although this remains subject to future confirmation from the PRC tax authorities.

#### iv. CIBM and Bond Connect

There is currently no formal guidance issued by MoF, SAT or other PRC authorities in respect of how foreign investors will be taxed on interest and capital gains derived from bond investments through the CIBM or Bond Connect. Under prevailing principles of the CIT Law and relevant regulations, non-PRC tax resident enterprises deriving China source interest and capital gains are subject to PRC CIT withholding of 10%, subject to any reduction or exemption under an applicable CIT Law, regulation (such as the CIT exemption for interest derived from qualified government bonds) or double taxation treaty/arrangement. As mentioned above, the QFII Withholding Tax Notice confirms that this withholding tax treatment has already been extended to China sourced interest derived by QFIIs (and RQFIIs in practice). Accordingly, unless the PRC tax authorities provide clarification to the contrary, the CIT Law would require that China source interest derived by foreign investors from CIBM and Bond Connect investments be subject to 10% PRC CIT withholding, subject to any reduction or exemption under an applicable CIT Tax Law, regulation or double taxation treaty/arrangement.

There is also a lack of any formal guidance on the PRC tax treatment of capital gains derived from the trading of bonds under the CIBM or Bond Connect. As discussed above, the PRC tax authorities have temporarily suspended tax on capital gains derived by foreign investors from the trading of equity investments through the QFII/RQFII regimes, as well as through the Shanghai and Shenzhen Stock Connects, reflecting a policy to encourage investments in the capital markets. It is currently unclear whether similar preferential tax treatment or policies will apply to capital gains derived by foreign investors from bond investments under the CIBM and Bond Connect. In the event China does not provide for a specific tax exemption or sufficient clarification, capital gains realised by non-PRC tax resident investors from the trading of bonds may be treated as income sourced from China and subject to the 10% PRC CIT withholding, subject to any reduction or exemption under an applicable CIT Law, regulation or double taxation treaty/arrangement.

#### b. Value Added Tax (“VAT”)

Circular 81 has provided that, in respect of trading through Shanghai Stock Connect, the business tax (“BT”) shall be exempt on a temporary basis on the gains earned by Hong Kong market investors (including corporate and individual investors) from the sale and purchase of China A-Shares listed on the SSE.

With effect from 1 May 2016, all industries formerly subject to BT have transitioned to VAT pursuant to the *Circular on Overall Replacement of Business Tax by Value-Added Tax on A Pilot Basis (Caishui [2016] No. 36)* jointly issued by China’s Ministry of Finance and State Administration of Taxation on 24 March 2016 (“**Circular 36**”). Circular 36 provides for a 6% VAT rate for financial services (including trading financial instruments), replacing the 5% tax rate formerly applied under the BT regime. However, the provisional exemption from BT provided under Circular 81 has been extended to VAT under Circular 36 for trading of securities under Shanghai Stock Connect by Hong Kong market investors (including corporate and individual investors). Likewise, Hong Kong market investors (including corporate and individual investors) trading securities through Shenzhen Stock Connect are provisionally exempt from VAT under Circular 127.

In respect of gains derived by QFIIs, the PRC tax authorities had granted QFIIs exemption from BT since 1 December 2005. With the transition of BT to VAT, this exemption was extended to VAT under Circular 36. For RQFIIs, exemption from VAT on trading gains was subsequently confirmed in the *Supplemental Circular on Value Added Tax Policies on Interbank Transactions of Financial Institutions (Caishui (2016) No. 70)*, taking effect on 1 May 2016 (“**Circular 70**”).

As mentioned above, the PRC tax authorities have not yet issued formal tax regulations for CIBM or Bond Connect. Under Circular 36, the general rule is that gains realised from the trading of China marketable securities are subject to VAT at 6% (plus local surcharges). However, under Circular 70, gains of approved foreign investors from the trading of bonds under CIBM are exempt from VAT. It is expected that the principles of Circular 70 and related tax regulations may also extend to exempt VAT on gains from the trading of bonds through Bond Connect. However, this can only be confirmed with certainty when formal tax guidance for CIBM and Bond Connect is issued. In respect of VAT on interest, as a general rule under Circular 36, China source interest from bonds derived by foreign investors through CIBM and Bond Connect are subject to VAT at 6% (plus local surcharges), unless otherwise exempted under the VAT Law and regulations (as in the case of interest from qualified government bonds). Given that the PRC tax authorities are still addressing issues in respect of the transition from BT to VAT on financial transactions, there remain significant uncertainties on the application of the new VAT regulations as well as the enforcement practice of the PRC tax authorities.

#### c. Stamp duty

Stamp duty under PRC laws generally applies to the execution and receipt of all taxable documents listed in the PRC’s Provisional Rules on Stamp Duty.



Under Circular 81 and Circular 127, Hong Kong market investors trading through Shanghai and Shenzhen Stock Connects are required to pay stamp duty arising from the sale and purchase of China A-Shares and the transfer of China A-Shares by way of succession and gift in accordance with the prevailing PRC taxation regulations (currently, 0.1% on the transferor). This PRC stamp duty treatment also applies to trading of eligible securities by QFIIs/RQFIIs.

## **2.12 Pooling**

For the purpose of effective management, and subject to the provisions of the Articles of Incorporation of the Company and to applicable laws and regulations, the Directors may invest and manage all or any part of the portfolio of assets established for two or more Funds (for the purposes hereof “Participating Funds”) on a pooled basis. Any such asset pool shall be formed by transferring to it cash or other assets (subject to such assets being appropriate with respect to the investment policy of the pool concerned) from each of the Participating Funds. Thereafter, the Directors may from time to time make further transfers to each asset pool. Assets may also be transferred back to a Participating Fund up to the amount of the participation of the Class concerned.

The Share of a Participating Fund in an asset pool shall be measured by reference to notional units of equal value in the asset pool. On formation of an asset pool, the Directors shall, in their discretion, determine the initial value of notional units (which shall be expressed in such currency as the Directors consider appropriate) and shall allocate to each Participating Fund units having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Thereafter, the value of the notional unit shall be determined by dividing the net asset value of the asset pool by the number of notional units subsisting.

When additional cash or assets are contributed to or withdrawn from an asset pool, the allocation of units of the Participating Fund concerned will be increased or reduced, as the case may be, by a number of units determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of a unit. Where a contribution is made in cash, it will be treated for the purpose of this calculation as reduced by an amount which the Directors consider appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of cash withdrawal, a corresponding addition will be made to reflect costs which may be incurred in realising securities or other assets of the asset pool.

Dividends, interest and other distributions of an income nature received in respect of the assets in an asset pool will be immediately credited to the Participating Funds in proportion to their respective participation in the asset pool at the time of receipt. Upon the dissolution of the Company, the assets in an asset pool will be allocated to the Participating Funds in proportion to their respective participation in the asset pool.

Within any pooling arrangement, the Depositary shall ensure that at all times it is able to identify the assets which are owned by each Participating Fund.

## Section 3

### 3.1 General Information

#### The Shares

The Shares of any Fund, within a given Class, are freely transferable (with the exception that Shares may not be transferred to a Prohibited Person). Shareholders may convert all or part of their Shares of one Fund into other Class of Shares of that Fund or into the same Class of Shares, or other Classes of Shares of other Funds, provided that the Shareholder meets the eligibility criteria for the Class of Shares into which they are converting, as detailed in Section 2.1. Upon issue, the Shares are entitled to participate equally in the profits and dividends of the Fund attributable to the relevant Class of Shares in which they have been issued as well as in the liquidation proceeds of such Fund.

The Shares do not carry any preferential or pre-emptive rights and each Share, irrespective of the Class to which it belongs or its net asset value, is entitled to one vote at all general meetings of Shareholders. The Shares are issued without par value and must be fully paid.

#### Luxembourg Stock Exchange Listing

Classes of Shares may be listed on the Luxembourg Stock Exchange as determined by the Management Company from time to time.

#### ISIN Codes

ISIN Codes for the Company's Share classes are available on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com).

#### FundSettle and Clearstream

The following Classes of Shares of the Company's Funds may be traded via FundSettle or via Clearstream:

Share Class Indicator	Settlement venue	
	Fundsettle	Clearstream
A	Y	Y
B	Y	N
C	Y	N
F	Y	Y
I	Y	Y
N	N	N
S	N	N
Z	Y	Y

#### The Company

The Company has been incorporated under the laws of the Grand Duchy of Luxembourg as a “*société d'investissement à capital variable*” (SICAV) on 21 November 1988 for an unlimited period. The capital may not, at any time, be less than the equivalent in US Dollars of 1,250,000.00 Euro.

The Articles of Incorporation have been deposited with the Luxembourg Trade and Companies' Register and have been published in the *Recueil des Sociétés et Associations* (the “*Mémorial*”) of 11 January 1989. The Company has been registered with the Luxembourg Trade and Companies' Register under number B 29192.

The Articles of Incorporation have been lastly amended by an extraordinary shareholders' meeting held on 16 December 2015. The amendments thereto were published in the *Mémorial* on 13 January 2016.

The Directors shall maintain for each Fund a separate pool of assets. As between Shareholders, each pool of assets shall be invested for the exclusive benefit of the relevant Fund.

The assets of the Company shall be segregated on a Fund by Fund basis with third party creditors only having recourse to the assets of the relevant Fund.

## The Management Company

Pursuant to a Management Company Services agreement effective as from 1 January 2019 (the “Management Company Services Agreement”), MSIM Fund Management (Ireland) Limited, of The Observatory, 7-11 Sir John Rogerson’s Quay, Dublin 2, Ireland, has been appointed as Management Company of the Company with responsibility for providing collective portfolio management services to the Company and each of the Funds, subject to the overall supervision and control of the Company. For its services, the Management Company receives fees, payable monthly, as set forth herein under the Section 2.5 “Charges and Expenses”.

MSIM Fund Management (Ireland) Limited is an indirect wholly owned subsidiary of Morgan Stanley. MSIM Fund Management (Ireland) Limited was incorporated as a company limited by shares under the laws of Ireland on 5 December 2017.

The Management Company Services Agreement has been entered into for an unlimited period of time and may be terminated at any time by either party upon three (3) months’ prior written notice or unilaterally with immediate effect by either party if, *inter alia*, the other party commits a material breach that it fails to remedy within thirty (30) days or if required by laws, regulations or any competent regulator or if the other party becomes insolvent or similar circumstances, fraud or bad faith on the part of the Management Company or if the interests of Shareholders so require.

The Management Company may delegate any of its responsibilities to any other party subject to approval by the Company but the Management Company’s liability to the Company for the performance of collective portfolio management services shall not be affected by such delegation. In particular, the Management Company has delegated the investment management, distribution and central administration and transfer agency functions as set out in the sections below.

The Management Company has a remuneration policy in place which seeks to ensure that the interests of the Company and the Shareholders are aligned. Such remuneration policy imposes remuneration rules on staff and senior management within the Management Company whose activities have an impact on the risk profile of the Company. The Management Company shall seek to ensure that such remuneration policies and practices will be consistent with sound and effective risk management and with UCITS Regulation. The Management Company shall also seek to ensure that such remuneration policies and practices shall not encourage risk taking which is inconsistent with the risk profile and constitutional documents of the Company.

The Management Company shall seek to ensure that the remuneration policy will, at all times, be consistent with the business strategy, objectives, values and interests of the Company and the Shareholders and that the remuneration policy will include measures that seek to ensure that all relevant conflicts of interest can be managed appropriately at all times.

In particular, the remuneration policy also complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

- (i) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the Shareholders of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period; and
- (ii) fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

Details regarding the remuneration to the Management Company and the Management Company’s up-to-date remuneration policy, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee where such a committee exists, may be obtained free of charge during normal office hours at the registered office of the Company and is available on the following website <http://www.morganstanleyinvestmentfunds.com> or through the following direct link: [https://docs.publifund.com/92\\_Web1/LU0011983433/en\\_LU](https://docs.publifund.com/92_Web1/LU0011983433/en_LU).

## The Directors of the Company

The Directors of the Company are responsible for the overall control and supervision of the performance of the tasks performed by the Management Company.

Directors of the Company who are not executive directors or employees of the Investment Advisers or any affiliate will be entitled to receive remuneration from the Company as disclosed in the Annual Report. Other than this, the

Company does not pay remuneration to any individual. The Company does not pay Directors variable remuneration.

Each of the Directors of the Company has also been appointed to serve as director on the board of directors of one or more other collective investment schemes or management companies managed or operated by the Investment Adviser(s) or an affiliate.

### **The Investment Advisers**

The Directors of the Company are responsible for determining the investment policy of the different Funds.

In determining the investment policies of the Funds, the Directors of the Company will be assisted by one or several investment advisers (the “Investment Adviser(s)”) for the day to day responsibility of providing discretionary investment management and investment advisory services.

Under an Investment Advisory Agreement, Morgan Stanley Investment Management Limited, of 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom, has been appointed as Investment Adviser with responsibility for providing discretionary asset management and investment advisory services to the Management Company, such services to be provided in relation to all Funds. For its services, the Investment Adviser receives an annual fee, payable monthly, the details of which are set forth herein under the Section 2.5 “Charges and Expenses”.

Morgan Stanley Investment Management Limited is a 100% indirect subsidiary of Morgan Stanley. Morgan Stanley Investment Management Limited was incorporated in 1986 under the laws of the United Kingdom. Its board of directors is currently composed of Ruairi O’Healai, Terri Duhon, Richard Lockwood and Fiona Kelly.

The agreements between the Management Company and the Investment Advisers provide that they are to remain in force for an unlimited period and may be terminated at any time by either party to the agreement upon three months’ prior written notice or immediately by either party if the Management Company Services Agreement is terminated.

The Investment Advisers have been appointed to provide discretionary investment management and investment advisory services to the Management Company and, subject to the Company’s overall control and supervision, to provide advice in connection with the day-to-day management in respect of the Funds.

Subject to an express delegation given by the Management Company, the Investment Advisers, pursuant to the agreement mentioned above, may furthermore have discretion, on a day-to-day basis and subject to the overall control of the Management Company, to purchase and sell securities, as appropriate, and otherwise to manage the portfolios of the different Funds for the account of the Company in relation to specific transactions.

During the term of any such specific delegation, the Investment Adviser will be authorised to act on behalf of the Management Company and to select agents, brokers and dealers through whom to execute transactions and provide the Management Company with reports in relation to such termination as the Management Company may require.

The Investment Adviser may delegate any of its responsibilities to any other party subject to approval by the Management Company and the CSSF but the Investment Adviser shall remain responsible for the proper performance by such party of those responsibilities.

### **The Sub-Advisers**

Pursuant to Sub-Advisory Agreements, Morgan Stanley Investment Management Inc, a company registered in the United States, has been appointed as Sub-Adviser of the Investment Adviser in relation to such Funds as agreed from time to time.

Pursuant to a Sub-Advisory Agreement, Morgan Stanley Investment Management Company in Singapore has been appointed as Sub-Adviser in relation to such Funds as agreed from time to time.

Pursuant to a Sub-Advisory Agreement, Morgan Stanley Asia Limited in Hong Kong has been appointed by the Investment Adviser as a Sub-Adviser in relation to such Funds as agreed from time to time.

Pursuant to a Delegation Agreement, Mitsubishi UFJ Asset Management (UK) Limited in London has been appointed as Sub-Adviser in relation to Japanese Equity Fund.

Pursuant to a Sub-Advisory Agreement, Morgan Stanley Investment Management (Ireland) Limited in Ireland has been appointed by the Investment Adviser as a Sub-Adviser in relation to such Funds as agreed from time to time.

Pursuant to the terms of the relevant agreement mentioned above, the Sub-Advisers may have discretion, on a day-to-day basis and subject to the overall control of the Investment Adviser to purchase and sell securities as agent for the Investment Adviser and otherwise to manage the portfolios of the relevant Funds for the account of the Company in relation to specific transactions.

The Sub-Advisers may delegate any of their responsibilities to delegates when expressly authorized by the relevant agreement, subject to the Adviser and CSSF's approval. In such case, the Investment Adviser shall remain responsible for the proper performance by such party of those responsibilities. In particular, Mitsubishi UFJ Kokusai Asset Management Co. Ltd. has been appointed by Mitsubishi UFJ Asset Management (UK) Ltd. pursuant to the Master Investment Management Delegation Agreement to provide discretionary investment management and/or investment advisory services to the Japanese Equity Fund. The delegation of the discretionary investment management services by Mitsubishi UFJ Asset Management (UK) Ltd. to Mitsubishi UFJ Kokusai Asset Management Co., Ltd. with effect as from 1 July 2014.

The fees of each Sub-Adviser will be paid by the Investment Adviser.

A list of the Funds in relation to which advice is provided by the Sub-Advisers and their delegate(s), if any, is available from [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com) and is included in the Company's Annual and Semi-Annual Reports.

### **Payment for investment research**

Any third party research received in connection with investment management and investment advisory services that the Investment Adviser provides to the Funds (other than research that qualifies as a minor non-monetary benefit) will be paid for by the Investment Adviser out of its own resources.

The Sub-Investment Advisers will also pay for any third party equity research received by them in connection with the sub-investment advisory services that they provide to the relevant Fund(s) (other than research that qualifies as a minor non-monetary benefit) out of their own resources. However, to the extent the Sub-Investment Advisers receive third party research other than equity research, they will implement systems and controls to ensure that the receipt of such research does not influence order routing and best execution decisions or give rise to conflicts of interest that risk detriment to the relevant Fund(s) and their investors.

### **The Depositary**

Pursuant to a depositary agreement (the "**Depositary Agreement**"), J.P. Morgan Bank Luxembourg S.A. has been appointed as the depositary (the "**Depositary**") to provide depositary, custodial, settlement and certain other associated services to the Company. For its services, the Depositary receives an annual fee, payable monthly as set forth herein under the Section 2.5 "Charges and Expenses".

The Depositary shall assume its functions and responsibilities in accordance with the UCITS Regulation as further described in the Depositary Agreement. In particular, the Depositary will be responsible for the safekeeping and ownership verification of the assets of the Company, cash flow monitoring and oversight in accordance with the UCITS Regulation.

Collateral posted in favour of a Fund under a title transfer arrangement should be held by the Depositary or one of its correspondents or sub-custodians. Collateral posted in favour of a Fund under a security interest arrangement (e.g., a pledge) can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

In carrying out its role as depositary, the Depositary shall act independently from the Company and the Management Company and solely in the interest of the Company and its investors.

The Depositary will further, in accordance with the UCITS Regulation:

- a) ensure that the sale, issue, repurchase, redemption and cancellation of Shares effected by the Company or on its behalf are carried out in accordance with the applicable law and the Articles of Incorporation;
- b) ensure that the value per Share is calculated in accordance with the applicable law and the Articles of Incorporation;
- c) carry out, or where applicable, cause any sub-custodian or other custodial delegate to carry out the Instructions of the Company or the Management Company unless they conflict with the applicable law or the Articles of Incorporation;
- d) ensure that in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and
- e) ensure that the income of the Company is applied in accordance with the Articles of Incorporation and the applicable law.

The Depositary is liable to the Company and/or its Shareholders or its investors for the loss of any financial instrument held in custody by the Depositary or any of its sub-custodian or other custodial delegate. The Depositary shall however, not be liable if it can prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary is also liable to the Company for all other losses suffered by them as a result

of the Depositary's failure to exercise reasonable care and diligence or properly fulfil its duties in accordance with the UCITS Regulation.

The Depositary may entrust all or part of the assets of the Company that it holds in custody to such third party as may be determined by the Depositary from time to time ("**sub-custodian**"). Except as provided in the UCITS Regulation, the Depositary's liability shall not be affected by the fact that it has entrusted all or part of the assets in its care to a sub-custodian (see also above). Subject to the terms of the Depositary Agreement, entrusting the custody of assets to the operator of a securities settlement system is not considered to be a delegation of custody functions.

When selecting and appointing a sub-custodian or other delegate, the Depositary shall exercise all due skill, care and diligence as required by the UCITS Regulation to ensure that it entrusts the Company's assets only to a delegate who may provide an adequate standard of protection.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirement (i.e. the effective prudential Regulation) under the 2010 Law, the Depositary may, but shall be under no obligation to, delegate to a local entity to the extent required by the law of such jurisdiction and as long as no other local entity meeting such requirements exists, provided however that (i) the investors, prior to their investment in the Company, have been duly informed of the fact that such a delegation is required, of the circumstances justifying the delegation and of the risks involved in such a delegation and (ii) instructions to delegate to the relevant local entity have been given by or for the Company.

The current list of sub-custodians used by the Depositary and sub-delegates that may arise from any delegation is attached in Appendix H, and the latest version of such list may be obtained by investors from the Company upon request.

The Depositary Agreement may be terminated by any party on 90 days' notice in writing. Subject to the UCITS Regulation, the Depositary Agreement may also be terminated by the Depositary on 30 days' notice in writing under the conditions and circumstances set forth in the Depositary Agreement.

The Depositary is not allowed to carry out activities with regard to the Company that may create conflicts of interest between the Company, the Shareholders and the Depositary itself, unless the Depositary has properly identified any such potential conflicts of interest, has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Shareholders. Please refer to the section 2.9 Conflicts of Interests for further information on any such conflicts of interest.

Up-to-date information on the identity of the Depositary, a description of its duties and of conflicts of interests that may arise, a description of any delegated functions and any thereto related conflicts of interest may be obtained by the investors at the registered office of the Company upon request.

### **The Administrator and Paying Agent**

Under an administration agreement, J.P. Morgan Bank Luxembourg S.A. has been appointed as Administrator of the Company and the Funds, to administer the computation of the Net Asset Value per Share of the different Funds, and to perform other general administrative functions. For its services, the Administrator receives an annual fee, payable monthly, which is part of the Administration Charge as set forth herein under the Section 2.5 "Charges and Expenses".

J.P. Morgan Bank Luxembourg S.A. was incorporated in Luxembourg as a public limited company ("*société anonyme*") on 16 May 1973; it is licensed to engage in all banking operations under the laws of the Grand Duchy of Luxembourg.

### **The Domiciliary Agent**

Pursuant to a domiciliary agent agreement, the Company has appointed MSIM Fund Management (Ireland) Limited, Luxembourg branch as its Domiciliary Agent to provide the Company's registered address, to store its corporate documents and to perform other related administrative functions.

### **The Registrar and Transfer Agent**

Pursuant to a registrar and transfer agency agreement, RBC Investor Services Bank S.A. in Luxembourg has been appointed as Registrar and Transfer Agent to administer the issue, conversion and redemption of Shares, the maintenance of records and other related administrative functions.

## Data Protection

A detailed data protection notice is included as Appendix H to this prospectus. Shareholders and prospective Shareholders should read the information contained in Appendix H to understand how the Company, the Management Company, their affiliates and anyone acting on their behalf will process personal data.

## The Distributor

Morgan Stanley Investment Management (Ireland) Limited (the “**Distributor**”) acts as Distributor of the Shares of each Fund pursuant to a Distribution Agreement (the “**Distribution Agreement**”). The Distribution Agreement allows the Distributor to appoint other sub-distributors or dealers for the distribution of Shares. Shares may also be purchased directly from the Company.

## Dissolution

The Company has been established for an unlimited period of time. However, the Company may be dissolved and liquidated at any time by a resolution of the general meeting of Shareholders.

In the event of dissolution, the liquidator(s) appointed by the Shareholders of the Company in accordance with the Supervisory Authority will realise the assets of the Company in the best interests of the Shareholders, and the Depositary, upon instruction given by the liquidator(s), will distribute the net proceeds of liquidation (after deducting all liquidation expenses) among the Shareholders of each Class of Shares in proportion to their respective rights. As provided for by Luxembourg law, at the close of liquidation, the proceeds of liquidation corresponding to Shares not surrendered for repayment will be kept in safe custody at the “*Caisse de Consignation*” until the statute of limitation has lapsed. If an event requiring liquidation arises, issue, redemption, exchange or conversion of the Shares is void.

In the event that for any reason the value of the total net assets in any Fund or the value of the net assets of any Class of Shares within a Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such Fund to be operated in an economically efficient manner, which shall be not less than the amount provided for under “Compulsory Redemption” heretofore, or in case of substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Directors may decide to compulsorily redeem all the Shares of the relevant Classes issued in such Fund at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses as well as the liquidation costs, as the case may be), calculated at the valuation point at which such decision shall take effect. The Company shall serve a notice to the holders of the relevant Classes of Shares in writing prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

In addition, any feeder fund shall be liquidated and their Shares compulsorily redeemed pursuant to the procedure set forth above in the event of the liquidation, division or merger of the relevant master fund, except to the extent permitted, and in compliance with the conditions set out under the 2010 Law and the CSSF Regulation 10-05.

In addition, the general meeting of Shareholders of the Classes of Shares issued in any Fund may, upon proposal from the Directors, redeem all the Shares of the relevant Classes issued in such Fund and refund to the Shareholders the net asset value of their Shares (taking into account actual realisation prices of investments and realisation expenses as well as the liquidation costs, as the case may be) calculated at the valuation point at which such decision shall take effect.

There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of those present or represented.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the “*Caisse de Consignation*” on behalf of the persons entitled thereto. The assets may be refunded upon duly justified request made to the “*Caisse de Consignation*”. In case the assets have not been refunded within a period of thirty years as from the date of the consignment, they are forfeited by the Luxembourg State. Not later than six months before the expiry of this period of thirty years, the “*Caisse de Consignation*” shall notify by registered letter the beneficiaries whose domicile is known according to the documents in its possession of the forfeiture they incur. In the absence of a known domicile or in the absence of a claim of the rightful beneficiaries within two months of the sending of the aforementioned registered letter, the indications which allow the beneficiary to appear are published immediately in the *Mémorial*. The “*Caisse de Consignation*” is entitled to retain an annual fee at a rate between 0.5% and 3% of the estimated value of the assets (*i.e.* this annual fee has been set to 1% since a Grand Ducal Regulation dated 4 February 2000).

All redeemed Shares shall be cancelled.

## Amalgamation

In the event that for any reason the value of assets in any Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such Fund to be operated in an economically efficient

manner or in case of a substantial modification in the political, economic or monetary situation, or as a matter of economic rationalisation the Directors may decide to proceed with a merger (within the meaning of the 2010 Law) of the assets of the Company or of any Fund with those of (i) another existing Fund within the Company or another Fund within such other Luxembourg or foreign UCITS (the “New Fund”), or of (ii) another Luxembourg or foreign UCITS (the “New UCITS”) and to designate the Shares of the Company or the Fund concerned, as Shares of the New UCITS or of the New Fund, as applicable. The Directors are competent to decide on, or approve, the effective date of the merger. Such a merger shall be subject to the conditions and procedures imposed by the 2010 Law, in particular concerning the merger project to be established by the boards of directors and the information to be provided to the Shareholders.

The Directors may decide to proceed with the absorption by the Company or one or several Funds of (i) one or several sub-funds of another Luxembourg or a foreign UCI, irrespective of their form, or (ii) any Luxembourg or foreign UCI constituted under a non-corporate form. The exchange ratio between the relevant shares of the Company and the shares or units of the absorbed UCI or of the relevant sub-fund thereof will be calculated on the basis of the relevant net asset value per share or unit as of the effective date of the absorption. Such a merger does not require the prior consent of the Shareholders except where the Company ceases to exist as a result of the merger; in such case, the general meeting of shareholders of the Company must decide on the merger and its effective date. Such general meeting will decide by resolution taken subject to a quorum and majority requirements referred to in Article 30 of the Articles of Incorporation.

Notwithstanding the powers conferred on the Directors by the preceding paragraphs, the Shareholders of the Company or any Fund may also decide on any of the mergers or absorptions described above and on their effective date thereof. The convening notice to the general meeting of shareholders will indicate the reasons for and the process of the proposed merger or absorption. Such decision can be adopted by a simple majority of the votes validly cast with no quorum requirement.

In addition to the above, the Company may also absorb another Luxembourg or foreign UCI incorporated under a corporate form in compliance with the Law of 10 August 1915 on commercial companies, as amended and any other applicable laws and regulations.

In the event that for any reason the value of the net assets of any Class of Shares within a Fund has decreased to, or has not reached, an amount determined by the Directors to be the minimum level for such Class of Shares, to be operated in an economically efficient manner in case of a substantial modification in the political, economic or monetary situation or as a matter of economic rationalization, the Directors may decide to amend the rights attached to any Class of Shares so as to include them in any other existing Class of Shares and re-designate the Shares of the Class or Classes concerned as Shares of another Class. Such decision will be subject to the right of the relevant Shareholders to request, without any charges, the redemption of their shares or, where possible, the conversion of those Shares into Shares of other Classes within the same Fund or into Shares of same or other Classes within another Fund in compliance with Section 2.4 “Conversion of Shares” above.

The assets which may not or are unable to be distributed to such Shareholders for whatever reasons will be deposited with the “*Caisse de Consignation*” on behalf of the persons entitled thereto.

## **General Meetings**

The Annual General Meeting of Shareholders of the Company is held at the registered office of the Company on the second Tuesday of the month of May at 10:30 a.m.

Shareholders of any Class or Fund may hold, at any time, general meetings to decide on any matters which relate exclusively to such Fund or to such Class.

Notices of all general meetings are sent by mail to all registered Shareholders at their registered address at least eight days prior to the meeting. Such notice will indicate the time and place of the meeting, the conditions of admission thereto, will contain the agenda and refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at the meeting. To the extent required by law, further notices will be published in the *Mémorial* and in one Luxembourg newspaper.

## **Annual and Semi-Annual Reports**

Audited reports to the Shareholders in respect of the preceding financial year of the Company, and the consolidated accounts of the Company, are made available at the registered office of the Company, of the Registrar and Transfer Agent and of the Distributor and shall be available at least eight days before the Annual General Meeting. In addition, unaudited semi-annual consolidated reports are also made available at such registered offices within two months after 30 June. The annual and semi-annual reports are also available on the Company’s website ([www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com)). The Company’s financial year ends on 31 December. The Company’s reference currency is USD.

The notice for the annual general meeting will contain an offer to provide to Shareholders upon request and free of charge a copy of the complete version of such annual and semi-annual reports.



In compliance with any applicable laws, Shareholders and third parties may, on request, receive additional information in relation to securities held by the Funds.

### **Documents Available for Inspection**

Copies of the following documents may be inspected free of charge during usual business hours on any week day (Saturday and public holidays excepted) at the registered office of the Company: European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

- a) the Articles of Incorporation of the Company;
- b) the Articles of Incorporation of the Investment Adviser(s);
- c) the material contracts referred to above; and
- d) the financial reports of the Company.

The documents under (a) and (b) may be delivered to interested investors at their request.

### **Additional Information**

Additional information such as details of Complaints Handling, Proxy Voting, Best Execution and Conflicts of Interest policies are available from MSIM Fund Management (Ireland) Limited, Luxembourg Branch, European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, Luxembourg.

E-mail: [cslux@morganstanley.com](mailto:cslux@morganstanley.com)

### **Probate**

Upon the death of a Shareholder, the Directors reserve the right to require the provision of appropriate legal documentation to evidence the rights of the Shareholder's legal successor.

### **Morgan Stanley Investment Funds**

Société d'Investissement à Capital Variable R.C.S. Luxembourg B 29192

### **Directors of the Company**

Henry Kelly, independent director and Chairman, Luxembourg  
Andrew Mack, independent director, UK.  
William Jones, independent director, Luxembourg  
Carine Feipel, independent director, Luxembourg  
Susanne van Doottingh, independent director, Belgium  
Diane Hosie, Managing Director, Morgan Stanley Investment Management, UK  
Zoë Parish, Managing Director, Morgan Stanley Investment Management, UK

**Henry Kelly** (Luxembourg) is an independent director and Chairman of the Company. Mr Kelly is an independent board member of several investment funds and investment management companies domiciled in Luxembourg and internationally. He is the Managing Director of the Luxembourg-based consultancy firm that he founded in 1999, KellyConsult Sàrl, which provides advisory services to the investment fund sector. He is Chairman of the Fund Governance Forum for ALFI (Association of the Luxembourg Fund Industry) since its establishment in 2011 and is a founding member of the Investment Funds Committee of the Luxembourg Institute of Directors (ILA). He is a member of the European Fund and Asset Management Association (EFAMA) Corporate Governance Working Group.

From 1993 – 1999 he was a Managing Director of Flemings Luxembourg (now JP Morgan Asset Management) following 5 years' experience in the capital markets division of BNP Paribas based in Paris. Prior to these posts he acquired seven years' experience with Price Waterhouse in Paris, Frankfurt and New York. He has a master's degree in Modern Languages from Cambridge University, is a Member of the Institute of Chartered Accountants in England & Wales and holds the INSEAD Certificate in Corporate Governance. He obtained the qualification of ILA certified director in 2013.

**Andrew Mack** (United Kingdom) is a non-executive director of the Company. Mr. Mack joined Morgan Stanley in 1996 and has 32 years of investment experience. Mr. Mack joined Morgan Stanley as a portfolio manager in the asset management business, where he launched and co-managed a global equity arbitrage fund. He subsequently headed the global market risk oversight team for all of Morgan Stanley before taking over as market risk manager of the European equities business. Mr. Mack was appointed as European head of multi asset class prime brokerage in 2004 and took over prime brokerage sales for Europe in 2006 before running the European listed derivative business. Mr. Mack rejoined Morgan Stanley Investment Management (MSIM) in 2008 as global chief risk officer, taking over as head of MSIM EMEA at the beginning of 2009. Mr. Mack was an employee of Morgan Stanley until 30 June 2010. Mr. Mack provided services as a consultant and senior adviser to Morgan Stanley between 1 July 2010 and 31 December 2013. Mr. Mack assumed a non-Executive Director role of Morgan Stanley Investment Management (ACD) Limited

which became the Management Company on 1 April 2014. Mr. Mack has been involved in taking and managing risk for most of his investment career, his previous experience includes portfolio management, trading and risk management positions at Cargill, Bankers Trust and Black River Asset Management, a Minneapolis based hedge fund.

**William Jones** (Luxembourg) is an independent director of the Company. Mr. Jones is the founder of ManagementPlus Group which was established in 2006 and provides directorship and management company services from Luxembourg, Cayman Islands, Singapore, New York and Geneva. Mr. Jones has 27 years' experience in the hedge fund industry and has held senior positions with Goldman Sachs Asset Management International and Bank of Bermuda/ HSBC. Mr. Jones completed the first cohort of the INSEAD International Directors Program ("IIDP") in 2011 and is a member of the IIDP Advisory Board and served as its first President. Mr. Jones has been certified as a director by IIDP and the Institut Luxembourgeois des Administrateurs ("ILA"). Mr Jones serves the Board of Directors of ILA and its Fund Governance Committee and co-chaired the Alternative Investment Task Force of ILA's Fund Governance Committee which issued the "ILA Guide for Board Members in the Context of AIF and AIFM" in July 2014. Mr. Jones serves multiple committees of ALFI, the Luxembourg fund industry association. Mr. Jones was co-vice chair of the Alternative Investment Management Association's ("AIMA") working group which issued "AIMA's Fund Director Guide" in April 2015. Mr. Jones served on the Board of Governors of the International School of Luxembourg from 2011 to 2015 and was its Chairman during the 2014-15 school year.

**Carine Feipel** (Luxembourg) is an independent director of the Company. Ms. Feipel is a Luxembourg attorney and certified independent director. Ms. Feipel obtained the INSEAD IDP Certificate on Corporate Governance in 2014 and was admitted by ILA (Luxembourg Institute of Directors) as a Certified Director in the same year. Ms. Feipel serves the Board of Directors of a Luxembourg based bank, several insurance companies, both active in the life insurance and the non-life insurance fields. Ms. Feipel is further a member of the Board of Directors of various Luxembourg companies active in the financial and investment funds sectors. In 2014, Ms. Feipel was elected to the Board of Directors of ILA and became a member of the Management Committee of such association. Finally, Ms. Feipel is a member of the Board of Directors of a Foundation which operates under the aegis of Fondation de Luxembourg.

Since January 2014, Ms. Feipel practices as an independent lawyer, notably advising insurance and reinsurance companies as well as other financial institutions. Ms. Feipel has 19 years of experience as a lawyer with the Luxembourg law firm Arendt & Medernach where she headed the insurance law practice and was co-head of the employment law practice. Ms. Feipel was also a member of the Board of Directors of such firm and headed its New York office from 2007 to 2012. Since 2010, Ms. Feipel has been a member of various committees within the *Haut Comité pour la Place Financière*, a Government lead think tank coordinating promotion and innovation initiatives for the Luxembourg financial sector.

**Susanne van Dootingham** (Belgium) is an independent director of the Company. Mrs. van Dootingham is an independent board member of several investment funds and investment management companies domiciled in Luxembourg. Mrs. van Dootingham was at State Street Global Advisors from 2002 to 2017 with her final position being Senior Managing Director, Head of European Governance and Regulatory Strategy, EMEA. In addition she was the Chair of the SSGA Luxembourg Sicav and Management Company and has been a member of various ESMA consultative working groups since 2013. Prior to this she held positions within State Street Global Advisors as the Global Head of Institutional Product Development and Research, Head of European Product Development and Management, Head of EMEA Fixed Income Product Engineering, and Senior Fixed Income Product Engineer. Before 2002 Mrs. van Dootingham worked at Fortis Investment Management as Senior Product Manager, European Fixed Income, at Barclays Global Investors as Product Manager, Fixed Income, and at ABN AMRO Asset Management as Portfolio Manager Global Fixed Income.

She graduated from the Vrije Universiteit Amsterdam with a Master's degree in Financial Sector Management.

**Diane Hosie** (United Kingdom) is a Managing Director of Morgan Stanley and Global Head of Client Account Management and Intermediary Due Diligence within the Investment Management division of Morgan Stanley based in London. Ms. Hosie joined Morgan Stanley in 1997 in Investment Management Operations based in London. She has spent her career at Morgan Stanley within the Investment Management division serving in a number of roles within both operations and distribution. Previously, Ms. Hosie worked for Nomura Capital Management Limited from 1988 until 1997 and started her career with the Clydesdale Bank.

Ms. Hosie is an employee of Morgan Stanley Investment Management and is also Chief Executive Officer and a director of Morgan Stanley Investment Management (ACD) Limited.

#### **Directors of the Management Company**

Andrew Mack, non-executive director, UK. Formerly CEO of Morgan Stanley Investment Management EMEA. Acted as a consultant to Morgan Stanley Investment Management until 31 December 2013  
Diane Hosie, Managing Director, Morgan Stanley Investment Management, Global Sales and Distribution  
Liam Manahan, non-executive director, Ireland  
Elaine Keenan, Managing Director, Morgan Stanley Investment Management, CEO and COO of MSIM Fund Management (Ireland) Limited  
Eimear Cowhey, non-executive director, Ireland

**Management Company**

MSIM Fund Management (Ireland) Limited  
The Observatory, 7-11 Sir John Rogerson's Quay  
Dublin 2 D02VC42  
Ireland

**Investment Advisers**

Morgan Stanley Investment Management Limited  
25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

**Sub-Advisers**

Morgan Stanley Investment Management Inc.  
522 Fifth Avenue  
New York  
NY 10036  
United States of America

Morgan Stanley Investment Management Company  
23 Church Street  
16-01 Capital Square  
Singapore, 049481

Mitsubishi UFJ Asset Management (UK) Ltd.  
24 Lombard Street  
London EC3V 9AJ  
United Kingdom

Morgan Stanley Asia Limited  
Level 46, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

Morgan Stanley Investment Management (Ireland)  
Limited  
The Observatory, 7-11 Sir John Rogerson's Quay  
Dublin 2 D02VC42  
Ireland

**Delegated Adviser**

Mitsubishi UFJ Kokusai Asset Management Co., Ltd.  
1-12-1 Yurakucho, Chiyoda-ku  
Tokyo 100-0006  
Japan

**Distributor**

Morgan Stanley Investment Management (Ireland)  
Limited  
The Observatory, 7-11 Sir John Rogerson's Quay  
Dublin 2 D02VC42  
Ireland

**Domiciliary Agent of the Company**

MSIM Fund Management (Ireland) Limited,  
Luxembourg Branch  
European Bank and Business Centre  
6B route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

**Administrator and Paying Agent  
of the Company**

J.P. Morgan Bank Luxembourg S.A.  
European Bank and Business Centre  
6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

**Depository of the Company**

J.P. Morgan Bank Luxembourg S.A.  
European Bank and Business Centre  
6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

**Registrar and Transfer Agent of the Company**

RBC Investor Services Bank S.A.  
14, Rue Porte de France  
L-4360 Esch-sur-Alzette  
Grand Duchy of Luxembourg

**Legal Adviser of the Company  
as to Luxembourg law**

Arendt & Medernach S.A.  
41A, avenue J.F. Kennedy  
L-2082 Luxembourg  
Grand Duchy of Luxembourg

**Auditor of the Company**

Ernst & Young S.A.  
35E, avenue J.F. Kennedy  
L-2082 Luxembourg  
Grand Duchy of Luxembourg

## Appendix A – Investment Powers and Restrictions

### Investment and Borrowing Powers

1. The Company's Articles permit it to invest in transferable securities and other liquid financial assets, to the full extent permitted by Luxembourg law. The Articles have the effect that, subject to the law, it is at the Directors' discretion to determine any restrictions on investment or on borrowing or on the pledging of the Company's assets.

### Investment and Borrowing Restrictions

The following restrictions apply to all investments by the Company except investments by the Company in any wholly-owned subsidiary.

2. The following restrictions of Luxembourg law and (where relevant) of the Directors currently apply to the Company:

#### 2.1. The investments of each Fund shall consist of:

- (a) transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments in Member States of the EU ("**Regulated Market**");
- (b) transferable securities and money market instruments dealt in on other regulated markets that are operating regularly, are recognised and are open to the public ("**Other Regulated Market**") in Member States of the EU;
- (c) transferable securities and money market instruments admitted to official listings on stock exchanges in any other country in Europe, Asia, Oceania, the American and African continents;
- (d) Transferable securities and money market instruments dealt in on any Other Regulated Markets in Europe, Asia, Oceania, the American and African continents;
- (e) recently issued transferable securities and money market instruments provided that the terms of the issue include an undertaking that application will be made for admission to the official listing on one of the stock exchanges as specified in a) and c) or Other Regulated Markets as specified in b) and d) and that such admission is secured within a year of issue;
- (f) units of UCITS and/or other undertakings for collective investment ("UCIs") within the meaning of Article 1(2), first and second indents of the UCITS Directive, including shares/units of a master fund qualifying as UCITS (as defined below), whether they are situated in a Member State or not, provided that:
  - such other UCIs are authorized under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
  - the level of protection for unitholders in the other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;
  - the business of the other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;
  - no more than 10% of the UCITS' or the other UCIs' assets (or of the assets of any sub-fund thereof, provided that the principle of segregation of liabilities of the different compartments is ensured in relation to third parties), whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs. This restriction does not apply where a fund qualified as a feeder fund is investing in shares/units of a master fund qualifying as a UCITS;

For the purposes of this subparagraph (f), each sub-fund of a UCI with several sub-funds within the meaning of Article 181 of the 2010 Law must be considered as a separate issuer, provided that each sub-fund may be held severally liable for its own debts and obligations.

- (g) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- (h) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market or an Other Regulated Market; and/or financial derivative instruments dealt in over-the-counter ('OTC derivatives'), provided that:
  - the underlying consists of instruments described in sub-paragraphs (a) to (g) above, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF and;
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;
- (i) money market instruments other than those dealt in on a Regulated Market or an Other Regulated Market, which fall under Article 1 of the 2010 Law, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:
  - issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-Member State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong or;
  - issued by an undertaking any securities of which are dealt in on Regulated Markets or Other Regulated Market referred to in subparagraphs (a),(b) or (c) above, or;
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law or;
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC (1), is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2.2. Furthermore, each Fund may:

Invest no more than 10% of its net assets in securities and money market instruments other than those referred to in sub-paragraph 2.1.

2.3. Each Fund may acquire the units of UCITS and/or other UCIs referred to in paragraph 2.1 (f), provided that, unless (i) stated to the contrary in the investment policy of the relevant Fund and/or (ii) the Fund's denomination includes the term 'fund of funds', the aggregate investment in UCITS or other UCIs does not exceed 10% of the net assets of each Fund.

In the case of Funds not subject to the 10% restriction above, such Funds may acquire units of UCITS and/or UCIs provided that no more than 20% of its assets are invested in the units of a single UCITS or other UCI. Investments made by such Funds in units of UCIs other than UCITS may not in aggregate exceed 30% of the assets of the Fund.

When each Fund has acquired shares of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraph 2.6.

When the Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same investment manager or by any other company with which the investment manager is linked by common management or control, or by a substantial direct or indirect holding (“a substantial direct or indirect holding” is defined as more than 10% of the capital or voting rights), no subscription, redemption and management fees may be charged on the target fund level to the Company on its investment in the units of such other UCITS and/or UCIs.

This restriction neither applies to Funds which are feeder funds. A UCITS or a sub-fund thereof is qualified as feeder fund provided that it invests at least 85% of its assets in another UCITS or sub-fund thereof (“master fund”) provided such master fund is neither a feeder fund nor hold units/shares of a feeder fund within the meaning of the 2010 Law. To be qualified as feeder fund a Fund shall, in addition to investing 85% in the master fund, not invest more than 15% of its assets in one or more of the following:

- ancillary liquid assets in accordance with Article 41 (1) a) and b) of the 2010 Law;
- financial derivative instruments, which may be used only for hedging purposes, in accordance with Article 41 (1) g) and Article 42 (2) and (3) of the 2010 Law;
- movable and immovable property which is essential for the direct pursuit of the Company’s business.

Should a Fund qualify as feeder fund, a description of all remuneration and reimbursement of costs payable by the feeder fund by virtue of its investments in shares/units of the master fund, as well as the aggregate charges of both the feeder fund and the master fund, shall be disclosed in Section 2.5 “Charges and Expenses”. The Company shall disclose in its Annual Report a statement on the aggregate charges of both the feeder fund and the master fund.

2.4. In addition, a Fund may subscribe, acquire and/or hold Shares of one or more Funds (the “Target Sub-Fund(s)”), without it being subject to the requirements of the Law of 10 August 1915 on commercial companies, as amended, with respect to the subscription, acquisition and/or the holding by a company of its own shares provided that:

- the Target Sub-Fund does not, in turn, invest in the Fund invested in such Target Sub-Fund; and
- no more than 10% of the net assets of the Target Sub-Fund the acquisition of which is contemplated may, be invested in aggregate in units/shares of other UCIs; and
- voting rights, if any, attaching to the relevant Shares of the Target Sub-Fund(s) are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these Shares of the Target Sub-Fund(s) are held by the Fund, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purposes of verifying the minimum threshold of the net assets of the Fund as imposed by law; and
- there is no duplication of management/subscription or repurchase fees between those at the level of the Fund having invested in the Target Sub-Fund and such Target Sub-Fund.

2.5. A Fund may hold ancillary liquid assets.

2.6. A Fund may not invest in any one issuer in excess of the limits set out below:

- (a) not more than 10% of a Fund’s net assets may be invested in transferable securities or money market instruments issued by the same entity;
- (b) not more than 20% of a Fund’s net assets may be invested in deposits made with the same entity;
- (c) by way of exception, the 10% limit stated in the first paragraph of this section may be increased to:
  - a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by an EU Member State, by its local authorities, by a

non-Member State or by public international bodies to which one or more Member States belong;

- a maximum of 25% in the case of certain bonds when these are issued by a credit institution which has its registered office in an EU Member State and is subject by law to special public supervision designed to protect bond holders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest. When a Fund invests more than 5% of its net assets in the bonds referred to in this paragraph and issued by one issuer, the total value of these investments may not exceed 80% of the value of the net assets of such Fund.
- (d) The total value of the transferable securities or money market instruments held by a Fund in the issuing bodies in each of which it invests more than 5% of its net assets must not then exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision. The transferable securities and money market instruments referred to in the two indents set out in 2.6 (c) above shall not be taken into account for the purpose of applying the limit of 40% referred to in this paragraph.

Notwithstanding the individual limits laid down in sub-paragraphs 2.6 (a) to (d) above, a Fund may not combine

- investments in transferable securities or money market instruments issued by a single entity, and/or
- deposits made with a single entity, and/or
- exposures arising from OTC derivative transactions undertaken with a single entity,

in excess of 20% of its net assets.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of the above mentioned restrictions.

The limits provided for in sub-paragraphs 2.6 (a) to (d) above may not be combined, and thus investments in transferable securities or money market instruments issued by the same entity or in deposits or derivative instruments made with this entity carried out in accordance with paragraphs 2.6 (a) to (d) shall under no circumstances exceed in total 35% of the net assets of the Fund.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/ EEC or in accordance with recognized international accounting rules, are regarded as a single entity for the purpose of calculating the investment limits mentioned in sub-paragraphs 2.6. (a) to (d) above.

The Fund may not invest cumulatively more than 20% of its net assets in transferable securities or money market instruments of the same group subject to restrictions 2.6 (a) and the three indents under 2.6 (d) above.

Without prejudice to the limits laid down in paragraph 2.8 below, the limit of 10% laid down in sub-paragraph 2.6 (a) above is raised to a maximum of 20% for investment in equity and/or debt securities issued by the same body when the aim of the investment policy of a Fund is to replicate the composition of a certain equity or debt securities index which is recognised by the CSSF, on the following basis:

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

This limit is 35% where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

**By way of derogation, each Fund is authorised to invest up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by an EU Member State, its local authorities, by another member state of the OECD or of the Group of twenty (G20), by the Republic of Singapore or Hong-Kong or by public international bodies of which one or more EU Member States are members, provided that (i) such securities are part of at least six different issues and (ii) securities from any one issue do not account for more than 30% of the net assets of such Fund.**

2.7. The Company may not invest in shares with voting rights enabling it to exercise significant influence over the management of the issuing body.

2.8. The Company may not:

- a. acquire more than 10% of the shares with non-voting rights of one and the same issuer;
- b. acquire more than 10% of the debt securities of one and the same issuer;
- c. acquire more than 25% of the units of one and the same undertaking for collective investment;
- d. acquire more than 10% of the money market instruments of any single issuer.

The limits stipulated in sub-paragraphs 2.8. (b) (c) and (d) above may be disregarded at the time of acquisition if, at that time, the gross amount of debt securities or of the money market instruments, or the net amount of securities in issue cannot be calculated.

2.9. The limits stipulated in paragraphs 2.7. and 2.8. above do not apply to:

- a. transferable securities and money market instruments issued or guaranteed by an EU Member State or its local authorities;
- b. transferable securities and money market instruments issued or guaranteed by a non-EU Member State;
- c. transferable securities and money market instruments issued by public international institutions to which one or more EU Member States are members;
- d. transferable securities held by a Fund in the capital of a company incorporated in a non-Member State investing its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which such Fund can invest in the securities of issuing bodies of that State. This derogation, however, shall apply only if in its investment policy the company from the non-Member State complies with the limits laid down in Articles 43, 46 and 48 (1) and (2) of the 2010 Law. Where the limits set in Articles 43 and 46 of the 2010 Law are exceeded, Article 49 shall apply mutatis mutandis;
- e. transferable securities held by the Company in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unitholders' request exclusively on its or their behalf.



- 2.10. The Company may always, in the interest of the shareholders, exercise the subscription rights attached to securities, which forms part of its assets.

When the maximum percentages stated in paragraphs 2.2 through 2.8 above are exceeded for reasons beyond the control of the Company, or as a result of the exercise of subscription rights, the Company must adopt, as a priority objective, sales transactions to remedy the situation, taking due account of the interests of its shareholders.

- 2.11. A Fund may borrow to the extent of 10% of its total net assets (valued at market value) provided these borrowings are made on a temporary basis. However, the Company may acquire for the account of a Fund foreign currency by way of back-to-back loan. Collateral arrangements with respect to the writing of options or the purchase or sale of forward or future contracts are not deemed to constitute “borrowings” for the purpose of this restriction.
- 2.12. The Company may not grant credit facilities nor act as guarantor on behalf of third parties, provided that for the purpose of this restriction (i) the acquisition of transferable securities, money market instruments or other financial investments referred to in sub-paragraphs 2.1 (f), (h) and (i) above, in fully or partly paid form and (ii) the permitted lending of portfolio securities shall be deemed not to constitute the making of a loan.
- 2.13. The Company undertakes not to carry out uncovered sales transactions of transferable securities, money market instruments or other financial instruments referred to in sub-paragraphs 2.1 (f), (h) and (i) above; provided that this restriction shall not prevent the Company from making deposits or carrying out accounts in connection with financial derivatives instruments, permitted within the limits referred to below.
- 2.14. The Company's assets may not include precious metals or certificates representing them or commodities.
- 2.15. The Company may not purchase or sell real estate or any option, right or interest therein, provided that the Company may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- 2.16. The Company will in addition comply with such further restrictions as may be required by the regulatory authorities in any country in which the Shares are marketed.
- 2.17. The Company shall not issue warrants or other rights to subscribe for Shares in the Company to its Shareholders.

The Company shall take the risks that it deems reasonable to reach the assigned objective set for each Fund; however, it cannot guarantee that it shall reach its goals given stock exchange fluctuations and other risks inherent in investments in transferable securities.

### **3 Derivatives and efficient portfolio management techniques**

- 3.1. The Funds are authorised to use derivatives either for hedging or efficient portfolio management purposes including duration management or as part of their investment strategies as described in the Funds' investment objectives.
- 3.2. The Company must employ a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio; it must employ a process for accurate and independent assessment of the value of OTC derivative instruments. It must communicate to the CSSF regularly and in accordance with the detailed rules defined by the latter, the types of derivative instruments, the underlying risks, the quantitative limits and the methods which are chosen in order to estimate the risks associated with transactions in derivative instruments.
- 3.3. The Company will ensure that the global exposure relating to derivatives shall not exceed the total net value of a Fund. The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

The Funds may invest, as part of their investment policy and within the limits laid down in paragraph 2.6 (a) to (d) above in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in paragraph 2.6. When a Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph 2.6.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of the above-mentioned restrictions.

- 3.4 On an ancillary basis, the Company can also enter into one or several TRS to gain exposure to reference assets, which may be invested according to the investment policy of the relevant Fund. In particular, TRS may be used to gain exposures where a direct investible instrument is not available, or to implement the stated investment policy of the relevant Fund in a more efficient manner.

A TRS is an agreement in which one party (total return payer) transfers the total economic performance of a reference obligation, which may for example be a share, bond or index, to the other party (total return receiver). The total return receiver must in turn pay the total return payer any reduction in the value of the reference obligation and possibly certain other cash flows. Total economic performance includes income from interest and fees, gains or losses from market movements, and credit losses. A Fund may use a TRS to gain exposure to an asset (or other reference obligation), which it does not wish to buy and hold itself, or otherwise to make a profit or avoid a loss. TRS entered into by a Fund may be in the form of funded and/or unfunded swaps. An unfunded swap means a swap where no upfront payment is made by the total return receiver at inception. A funded swap means a swap where the total return receiver pays an upfront amount in return for the total return of the reference obligation.

Where a Fund enters into a TRS or invests in other derivatives with similar characteristics (within the meaning of, and under the conditions set out in, applicable laws, regulations and CSSF circulars issued from time to time, in particular, but not limited to, Regulation (EU) 2015/2365):

- the assets held by the Fund should comply with the investment limits set out in paragraphs 2.3, 2.6, 2.7, 2.8 and 2.9 above; and
- the underlying exposures of such derivatives must be taken into account to calculate the investment limits laid down in paragraph 2.6 above.
- none of the counterparties will have discretion over the composition or management of the portfolio of the Fund or the underlying assets of the financial derivative instruments.

In addition, the Company may only enter into TRS with regulated financial institutions which have their registered office in one of the OECD countries, and which are specialised in such types of transactions and have a minimum credit rating of investment grade quality.

- 3.5 The expected and maximum proportion of the total assets which may be subject to TRS is summarized, for each relevant Fund, in the table below. In certain circumstances this proportion may be higher.

<b>Relevant Funds</b>	<b>Expected level (in % of total assets)</b>	<b>Maximum level (in % of total assets)</b>
Asian Equity Fund	0	15
Breakout Nations Fund	0	15
China A-shares Fund	0	15
China Equity Fund	0	15
Emerging Europe, Middle East and Africa Equity Fund	0	15
Emerging Leaders Equity Fund	0	15

Emerging Markets Corporate Debt Fund	0	25
Emerging Markets Debt Fund	0	25
Emerging Markets Domestic Debt Fund	0	25
Emerging Markets Equity Fund	0	15
Emerging Markets Fixed Income Opportunities Fund	0	25
Europe Opportunity Fund	0	25
European High Yield Bond Fund	0	25
Emerging Markets Small Cap Equity Fund	0	15
Global Advantage Fund	0	15
Global Balanced Defensive Fund	0	50
Global Balanced Fund	0	50
Global Balanced Income Fund	0	50
Global Balanced Risk Control Fund of Funds	0	50
Global Bond Fund	0	25
Global Brands Equity Income Fund	190	250
Global Buy and Hold 2020 Bond Fund	0	25
Global Credit Fund	0	25
Global Fixed Income Opportunities Fund	0	25
Global High Yield Bond Fund	0	25
Global Multi-Asset Income Fund	10	70
Global Multi-Asset Opportunities Fund	25	170
Indian Equity Fund	0	15
Latin American Equity Fund	0	15
Liquid Alpha Capture Fund	35	100
Multi-Asset Risk Control Fund	0	50
Real Assets Fund	0	85
US Advantage Fund	0	15
US Dollar Corporate Bond Fund	0	25
US Dollar High Yield Bond Fund	0	25
US Dollar Short Duration Bond Fund	0	25

US Dollar Short Duration High Yield Bond Fund	0	25
US Growth Fund	0	15

- 3.6 Each Fund may incur costs and fees in connection with TRS or other financial derivative instruments with similar characteristics, upon entering into TRS and/or any increase or decrease of their notional amount. The amount of these fees may be fixed or variable. Information on costs and fees incurred by each Fund in this respect, as well as the identity of the recipients and any affiliation they may have with the Depositary, the Investment Adviser or the Management Company, if applicable, may be available in the Annual Report. All revenues arising from TRS, net of direct and indirect operational costs and fees, will be returned to the relevant Fund.
- 3.7. The Annual Reports will contain, in respect of each Fund that has entered into financial derivative instruments over the relevant reporting period, details of:
- the underlying exposure obtained through financial derivative instruments;
  - the identity of the counterparty(ies) to these financial derivative instruments;
  - the costs and fees in connection with TRS or other financial derivative instruments with similar characteristics;
  - the type and amount of collateral received to reduce counterparty risk exposure.
- 3.8. The Funds are authorised to employ techniques and instruments relating to transferable securities or money market instruments subject to the following conditions:
- a) they are economically appropriate in that they are realised in a cost-effective way;
  - b) they are entered into for one or more of the following specific aims:
    - (i) reduction of risk;
    - (ii) reduction of cost;
    - (iii) generation of additional capital or income for the relevant Fund with a level of risk which is consistent with its risk profile and applicable risk diversification rules;
  - c) their risks are adequately captured by the Company's risk management process.
- 3.9. The efficient portfolio management techniques ("**EPM Techniques**") that may be employed by the Funds in accordance with paragraph 3.8 above include securities lending and borrowing transactions, repurchase agreements and reverse repurchase agreements, and buy-sell back transactions (together "SFTs") (within the meaning of, and under the conditions set out in, applicable laws, regulations and CSSF circulars issued from time to time, in particular, but not limited to, Regulation (EU) 2015/2365).

Securities lending and borrowing transactions consist in transactions whereby a lender transfers the ownership of an asset (securities or instruments) to a third party, a borrower, subject to a commitment that the borrower will pay a fee to the lender for the use of the loaned asset and will agree to return equivalent securities or instruments on a future date or when requested to do so by the lender, such transaction being considered as securities lending for the party transferring the securities or instruments and being considered as securities borrowing for the counterparty to which they are transferred. Even though the parties are called lender and borrower, actual ownership of the assets is transferred.

Repurchase agreements consist of transactions governed by an agreement whereby a party sells securities or instruments to a counterparty, subject to a commitment to repurchase them, or substituted securities or instruments of the same description, from the counterparty at a specified price with a financing cost on a future date specified, or to be specified, by the transferor. Such

transactions are commonly referred to as repurchase agreements for the party selling the securities or instruments, and reverse repurchase agreements for the counterparty buying them. A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant Fund has the obligation to return the assets received under the transaction. **None of the Funds has entered into repurchase agreements and reverse repurchase agreements.**

The Funds may engage in securities lending transactions and repurchase and reverse repurchase agreements (collectively, “securities financing transactions”), provided that they are in the best interests of investors to do so and the associated risks have been properly mitigated and addressed. The counterparties to securities financing transactions should be financial institutions which are subject to ongoing prudential regulation and supervision.

Buy-sell back transactions consist of transactions, not being governed by a repurchase agreement or a reverse repurchase agreement as described above, whereby a party buys or sells securities or instruments to a counterparty, agreeing, respectively, to sell to or buy back from that counterparty securities or instruments of the same description at a specified price on a future date. Such transactions are commonly referred to as buy-sell back transactions for the party buying the securities or instruments, and sell-buy back transactions for the counterparty selling them. **None of the Funds has entered into buy-sell back transactions.**

3.10. The use of EPM Techniques by the Funds is subject to the following conditions:

- a) The Company may enter into EPM Techniques only through a standardised system organised by a recognised clearing institution or through a regulated financial institutions which have their registered office in one of the OECD countries, and which are specialised in such types of transactions and have a minimum credit rating of investment grade quality.

Authorised counterparties or securities lending agents to SFT must be specialised in the relevant types of transactions and either credit institutions with a registered office in an EU Member State or an investment firm authorised under the MiFID directive or an equivalent set of rules, and subject to prudential supervision, with an investment grade credit rating.

- b) When entering into a securities lending agreement, the Company should ensure that it is able at any time to recall any security that has been lent out or terminate the securities lending agreement.
- c) When entering into a reverse repurchase agreement, the Company should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the relevant Fund.
- d) When entering into a repurchase agreement, the Company should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.
- e) Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.
- f) The Company’s Annual Report will include the following information:
  - i. the exposure obtained through EPM Techniques;
  - ii. the identity of the counterparty(ies) to these EPM Techniques;
  - iii. the type and amount of collateral received by the Company to reduce counterparty exposure; and

- iv. the revenues arising from EPM Techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

3.11 The expected and maximum proportion of the total assets which may be subject to securities lending and borrowing transactions is summarized, for each relevant Fund, in the table below. In certain circumstances this proportion may be higher.

<b>Relevant Funds</b>	<b>Expected level</b> (in % of total assets)	<b>Maximum level</b> (in % of total assets)
Asia Opportunity Fund	0	33
Asian Equity Fund	1	33
Breakout Nations Fund	0	33
China A-shares Fund	0	33
China Equity Fund	0	50
Counterpoint Global Fund	1	33
Developing Opportunity Fund	4	33
Emerging Europe, Middle East and Africa Equity Fund	0	33
Emerging Leaders Equity Fund	0	33
Emerging Markets Corporate Debt Fund	8	33
Emerging Markets Debt Fund	6	33
Emerging Markets Domestic Debt Fund	0	33
Emerging Markets Equity Fund	2	33
Emerging Markets Fixed Income Opportunities Fund	0	33
Euro Bond Fund	8	33
Euro Corporate Bond Fund	9	33
Euro Corporate Bond – Duration Hedged Fund	4	33
Euro Strategic Bond Fund	6	33
European High Yield Bond Fund	25	33
European Property Fund	1	33
Emerging Markets Small Cap Equity Fund	0	33
Global Bond Fund	3	33
Global Convertible Bond Fund	11	33
Global Fixed Income Opportunities Fund	3	33

Global High Yield Bond Fund	3	33
Global Infrastructure Fund	3	33
Global Opportunity Fund	3	33
Global Permanence Fund	3	33
Indian Equity Fund	0	33
Latin American Equity Fund	0	33
Real Assets Fund	0	33
Short Maturity Euro Bond Fund	5	33
Sustainable Euro Corporate Bond Fund	6	33
Sustainable Euro Strategic Bond Fund	5	33
US Advantage Fund	1	33
US Growth Fund	5	33

- 3.12 None of the Company's Funds utilise repurchase agreements, reverse repurchase agreements or buy-sell-back transactions.
- 3.13 Each Fund may incur costs and fees in connection with SFTs. In particular, a Fund may pay fees to agents and other intermediaries, which may be affiliated with the Depositary, the Investment Adviser or the Management Company, in consideration for the functions and risks they assume. The amount of these fees may be fixed or variable. Information on direct and indirect operational costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Depositary, the Investment Adviser or the Management Company, if applicable, may be available in the Annual Report. All revenues arising from SFTs, net of direct and indirect operational costs and fees, will be returned to the Fund.
- 3.14. The counterparty risk arising from OTC derivative instruments and EPM Techniques may not exceed 10% of the assets of a Fund when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.
- 3.15. For the purpose of the restriction set out in paragraph 3.14., above, the counterparty risk of a Fund towards a counterparty under OTC derivative instruments or EPM Techniques is reduced by the amount of collateral posted in favour of the Fund. Collateral received by the Funds must comply at all times with the eligibility requirements set out in the Collateral Policy (Appendix B).
- 3.16. The collateral eligibility requirements set out in the Collateral Policy (Appendix B) stem from the ESMA Guidelines 2014/937 on ETFs and other UCITS issues (the "ESMA Guidelines 2014/937") that apply to Luxembourg UCITS in accordance with CSSF Circular 14/592.

## Appendix B – Collateral Policy

### 1. General

Funds are allowed to enter into OTC financial derivative transactions and to use EPM Techniques subject to the restrictions set out in Appendix A - Investment Powers and Restrictions, section 3 – "Derivatives and efficient portfolio management techniques". In particular, the counterparty risk arising from OTC derivative instruments and EPM Techniques may not exceed 10% of the assets of a Fund when the counterparty is a credit institution domiciled in the EU or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the EU. This limit is set at 5% in any other case.

The counterparty risk of a Fund vis-à-vis a counterparty will be equal to the positive mark-to-market value of all OTC derivative and EPM Techniques transactions with that counterparty, provided that:

- if there are legally enforceable netting arrangements in place, the risk exposure arising from OTC derivative and EPM Techniques transactions with the same counterparty may be netted; and
- if collateral posted in favour of the Fund and such collateral complies at all times with the criteria set out in section 2. below, the counterparty risk of a Fund towards a counterparty under OTC derivative or EPM Techniques transactions is reduced by the amount of such collateral.

The purpose of this Appendix is to set the collateral policy that will be followed by all Funds.

### 2. Eligible collateral

#### 2.1 General principles

Collateral received by a Fund may be used to reduce its counterparty risk exposure with a counterparty if it complies at all times with the criteria laid down in the ESMA Guidelines 2014/937. By way of derogation to the principle of collateral diversification laid down under 43 (e) of the ESMA Guidelines 2014/937, each Fund may have an exposure for up to 100% of its net assets in securities issued or guaranteed by a Member State, its local authorities, a member State of the OECD or by a public international body of which one or more Member States are members, provided that the Fund holds securities of at least six different issues and that the securities from any one issue do not account for more than 30% of the net assets of the Fund.

2.2 For the purpose of paragraph 2.1. above, all assets received by a Fund in the context of EPM Techniques should be considered as collateral.

#### 2.3 Eligible assets

Collateral received by a Fund will only be taken into account for reducing its counterparty risk exposure with a counterparty if it consists of assets which are part of the following list:

- (a) liquid assets. Liquid assets include not only cash and short term bank certificates, but also money market instruments such as defined within Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS). A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets;
- (b) bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;
- (c) shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (d) shares or units issued by UCITS investing mainly in bonds/shares mentioned in (e) and (f) below;
- (e) bonds issued or guaranteed by first class issuers offering an adequate liquidity;



- (f) shares admitted to or dealt in on a Regulated Market of a Member State of the EU or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

The above general collateral eligibility requirements are without prejudice to the more specific requirements which may apply to a Fund under Section 1.2 "Investment Objectives and Policies" of the Prospectus.

### **3. Reinvestment of collateral**

#### **3.1 Non-cash collateral**

Non-cash collateral received by a Fund may not be sold, re-invested or pledged.

#### **3.2 Cash collateral**

Cash collateral received by a Fund can only be:

- (a) placed on deposit with credit institutions which either have their registered office in an EU Member State or are subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- (b) invested in high-quality government bonds;
- (c) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the Company is able to recall at any time the full amount of cash on accrued basis;
- (d) invested in Short-Term Money Market Funds.

Re-invested cash collateral should be diversified in accordance with the diversification requirements applicable to non-cash collateral as set out in the ESMA Guidelines 2014/937.

### **4. Safekeeping of collateral**

Collateral posted in favour of a Fund under a title transfer arrangement should be held by the Depositary or one of its correspondents or sub-custodians. Collateral posted in favour of a Fund under a security interest arrangement (e.g., a pledge) can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

### **5. Level and valuation of collateral**

The Company will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques by reference to the applicable counterparty risk limits set out in this prospectus and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Collateral will be valued, on a daily basis, using available market prices and taking into account appropriate discounts which will be determined by the Company for each asset class based on its haircut policy.

### **6. Haircut policy**

The Company has a haircut policy relating to the classes of assets received as collateral. The Company typically receives cash, high-quality government and non-government bonds as collateral. The Company will typically apply haircuts ranging from 0.5-10% for government bonds and from 5-15% for non-government bonds. No haircut will generally be applied to cash collateral. Haircuts are assessed based on collateral credit quality, price volatility and tenor, and the Company may vary the haircut outside the above ranges if it consider it to be appropriate based on these factors.

## Appendix C - Additional Information for U.K. Investors

Morgan Stanley Investment Funds  
Société d'Investissement à Capital Variable Luxembourg

### General

This Supplement should be read in conjunction with the Company's Prospectus, of which it forms part. References to the "Prospectus" are to be taken as references to that document as supplemented or amended hereby.

The Company is a recognised collective investment scheme for the purposes of Section 264 of the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. The Prospectus is distributed in the United Kingdom by or on behalf of the Company and is approved by Morgan Stanley Investment Management Limited, whose registered office is at 25 Cabot Square, Canary Wharf, London, E14 4QA. Morgan Stanley Investment Management Limited is regulated by the Financial Conduct Authority ("FCA"), and is an "authorised person" for the purposes of Section 21 of the FSMA. The registered office of the Company is at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

Morgan Stanley Investment Management Limited is acting for the Company in relation to the Prospectus and matters relating thereto and it or any of its associates may have an interest or position in Shares of the Company. It is not acting for, or advising or treating as its customer any other person (unless other arrangements apply between Morgan Stanley Investment Management Limited and such person) in relation to investment in the Company.

### Important

A United Kingdom investor who enters into an investment agreement with the Company to acquire Shares in response to the Prospectus will not have the right to cancel the agreement under the cancellation rules made by the Financial Conduct Authority in the United Kingdom. The agreement will be binding upon acceptance of the order by the Company.

The Company does not carry on any regulated activity from a permanent place of business in the United Kingdom and United Kingdom investors are advised that most of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company. Shareholders in the Company may not be protected by the Financial Services Compensation Scheme established in the United Kingdom.

Morgan Stanley Investment Management Limited shall provide the following facilities to United Kingdom investors at 25 Cabot Square, Canary Wharf, London, E14 4QA:

- (i) arrangement for the payment of dividends in respect of shares in certificated form, if any, and for the payment of redemption or repurchase proceeds;
- (ii) during normal business hours on any week day (Saturday and public holidays excepted), the inspection, free of charge and the supply of copies, if required, of the following in English:
  - the Prospectus;
  - the Articles of Incorporation of the Company;
  - the key investor information document;
  - the most recently published audited annual reports and the unaudited semi-annual reports;
  - notices which have been given or sent to investors;
  - and the Net Asset Value per Share of each Class of Shares on each Dealing Day.
- (iii) the receipt of complaints for forwarding to the Company.

Potential investors should note that the investments of the Company are subject to normal market fluctuations and other risks inherent in investing in shares and other securities, in addition to the additional risks associated with investment in certain of the Funds, as described under Sections 1.2 "Investment Objectives and Policy" and 1.5 "Risk Factors".

The value of investments and the income from them, and therefore the value of, and income from, the Shares of each Class can go down as well as up and an investor may not get back the amount he invests. Changes in exchange rates between currencies may also cause the value of the investment to diminish or increase.

Shareholders may view the Net Asset Value per Share on the Company's web-site ([www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com)).

## **UK Taxation**

The following information is based on the law in force in the United Kingdom ("UK") and HM Revenue & Customs published practice understood to be applicable on the date of this Supplement, is subject to changes therein and is not exhaustive. Unless expressly stated otherwise, it is intended to offer guidance only to UK resident, and (in the case of individuals) domiciled investors holding Shares as an investment as the absolute beneficial owners thereof on the UK taxation of the Company and such investors, but does not constitute legal or tax advice. The following summary is not a guarantee to any investor of the taxation results of investing in the Company and may not apply to certain categories of investors.

The rates, bases and levels of, and any relief from, taxation can change. Tax treatment depends on the individual circumstances of the investor, and investors and prospective investors should inform themselves of, and where appropriate take advice on, the tax consequences applicable to the subscription, purchase, holding, disposal and redemption of Shares and the receipt of distributions (whether or not on redemption) in respect of such Shares in the country of their citizenship, residence or domicile and any other country in which they are liable to taxation.

## **The Company**

It is the intention of the Directors to conduct the affairs of the Company so that it does not become resident in the UK for taxation purposes. Accordingly, and provided that the Company does not carry on a trade in the UK (whether or not through a permanent establishment situated therein), the Company will not be liable to UK income tax or corporation tax on its income or gains earned on or derived from the Company's investments save for tax on certain income deriving from a UK source, for example, interest with a UK source (UK tax on this interest potentially being levied by withholding at source).

## **UK resident Shareholders**

Individual Shareholders that are resident in the UK for taxation purposes may, subject to their personal circumstances, be liable to UK income tax in respect of any dividends paid by the Company or any other income distributions made by the Company (whether or not reinvested and including undistributed reported income under the "reporting fund" regime). Individual investors should also refer to the Section on Anti-avoidance provisions below. Investors who are within the charge to UK corporation tax in respect of Shares in the Company will generally be exempt from corporation tax on dividends and other income distributions, unless the bond fund rules (described below) or other anti-avoidance provisions apply.

UK individual Shareholders are not charged to UK income tax in respect of the first £2,000 of dividend income received in a tax year, which is taxed at a nil rate.

A UK resident investor's liability to UK income tax or UK corporation tax in respect of income distributions made by the Company may be adjusted for a number of reasons, in particular as a result of equalisation arrangements if such investor subscribes for Shares otherwise than at the beginning of a period over which distributions are calculated.

Investors should note that special rules apply to certain categories of taxpayer, including insurance companies, pension schemes, investment trusts, authorised unit trusts, open-ended investment companies, charities and certain governmental bodies, among others.

## **Taxation of investors in Bond Funds**

A fund is considered a bond fund for UK taxation purposes if the market value of its "qualifying investments" (as detailed below) at any time exceeds 60% of the market value of all its investments. Given the current structure and investment objectives of certain Funds, these rules are likely to be relevant to certain classes of Shares in certain Funds.

"Qualifying investments" are: (a) money placed at interest (other than cash awaiting investment); (b) securities (other than shares in a company); (c) shares in a building society; (d) qualifying holdings in a unit trust scheme,

an offshore fund or an open-ended investment company (this can be interpreted as a holding in a unit trust, offshore fund or OEIC which itself fails, at that time or at any other time in the relevant accounting period, the non-qualifying investment test (as set out above) in respect of its holdings of investments; (e) alternative finance arrangements; (f) derivative contracts in respect of currency or any of the matters listed in (a) to (e) above; (g) contracts for differences relating to interest rates, creditworthiness or currency; and (h) derivative contracts not within (f) or (g) where there is a hedging relationship between the derivative contract and an asset within (a) to (d) above.

An individual resident in the UK for taxation purposes who holds Shares of a bond fund will be taxed on dividends from that bond fund as if that payment was a payment of interest. These rules may apply to a dividend received by UK resident investor from a bond fund notwithstanding that it may have divested of its holding at the date it receives the dividend.

A company resident in the UK for taxation purposes which is within the charge to UK corporation tax, and which holds Shares of a bond fund will be taxed on a fair value basis for each year of its investment as if its interest in the relevant Shares was a right under a creditor loan relationship. These rules will apply to a UK resident corporate investor if the 60% limit is exceeded at any time during that investor's accounting period, even if it was not holding Shares of that class at that time.

### **“Reporting fund” status**

On the basis that the Company provides arrangements for the separate pooling of the contributions of investors to the Company and the profits or income out of which payments are made to investors in the Company, the Company is an umbrella fund for United Kingdom tax purposes. In addition, all of the Funds within the Company consist of different classes of Shares. The United Kingdom offshore funds rules therefore apply in relation to each separate class of Shares within each Fund, as if each class of Shares in each Fund formed a separate offshore fund for United Kingdom tax purposes.

The UK operates a specific regime for the taxation of UK resident investors in offshore funds came into force. Under this regime, funds may be certified as "reporting funds" and UK resident investors in such funds should retain capital gains treatment on disposal of their holdings (subject to the rules outlined above for corporate investors in bond funds). The Company intends to maintain "reporting fund" status for the share classes highlighted as such on [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com). Details of the reportable income for such share classes will be made available on the above website within 6 months of the Company's year-end or the closure or merger of a relevant fund or share class. Any excess of reportable income over amounts paid out as distributions must be declared by UK investors on their own tax returns and will be taxed as dividends or interest, depending on whether the Fund is a bond fund or not. Shareholders without access to the internet may arrange to receive details of reportable income by alternative means by contacting Morgan Stanley Investment Management Limited. In all cases, there can, however, be no guarantee that "reporting fund" certification will be obtained or maintained.

If approval as a "reporting fund" is granted, "reporting fund" status will apply to Shares of the relevant class for each period of account of the Company provided the Company continues to comply with the applicable rules in respect of Shares of that class and does not elect for Shares of that class to become a "non-reporting fund".

For so long as "reporting fund" status is maintained, any profit on a disposal of Shares of the relevant class (for example, by way of transfer or redemption including switching between classes of Shares) by a UK resident investor should fall to be taxed as a capital gain (subject to the rules outlined above for corporate investors in bond funds).

If "reporting fund" status is not maintained for any accounting period (or is not initially sought or obtained) in respect of a class of Shares, any gain arising on a disposal of Shares of that class (for example, by way of transfer or redemption including switching between classes of Shares) will constitute income for all purposes of United Kingdom taxation.

### **Anti-avoidance provisions**

The attention of companies resident in the UK for taxation purposes is drawn to the "controlled foreign companies" provisions contained in Part 9A Taxation (International and Other Provisions) Act 2010. These provisions affect UK resident companies which are deemed to be interested, either alone or together with certain connected or associated persons, in at least 25% of the profits (not including capital gains) of a non-UK resident company (such as the Company) which (i) is controlled by companies or other persons who are resident in the UK for taxation purposes and (ii) is subject to a low level of taxation in the territory in which it is resident.

The attention of individuals resident in the UK for taxation purposes is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons or companies resident or domiciled abroad, and may render them liable to income tax in respect of the undistributed income (if any) of the Company.

The attention of persons resident in the UK is drawn to the fact that the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 could be material to any such person who, either alone or together with certain “connected persons”, holds more than 25% of the Shares in the Company if, at the same time, the Company is controlled in such a manner as to render it a company that would, were it to be resident in the UK, be a “close” company for UK taxation purposes. These provisions could, if applicable, result in such a person being treated for the purposes of UK taxation as if a proportionate part of any gain accruing to the Company (such as on a disposal of any of its investments) had accrued to that person at the time when the chargeable gain accrued to the Company.

## **Appendix D - Additional Information for Irish Investors**

### **Facilities Agent**

The Company and J.P. Morgan Bank Luxembourg S.A. (the “Depositary”) have appointed J.P. Morgan Administration Services (Ireland) Limited in Dublin as facilities and paying agent (the “Facilities Agent”) of the Company in Ireland.

The Facilities Agent shall provide the following facilities to investors at JP Morgan House, International Financial Services Centre, Dublin 1, Ireland:

- (i) the issuance or conversion of Shares, the payment of dividends, if any, and the payment of redemption or repurchase proceeds;
- (ii) during normal business hours, the inspection, free of charge and the supply of copies, if required, of the Prospectus, the Articles of Incorporation of the Company, the audited annual reports and the unaudited semi-annual reports. Such documents as well as any further documents mentioned in the Prospectus are available for inspection at the offices of the Facilities Agent provided the interested investor has given notice to the Facilities Agent;
- (iii) the receipt of complaints for forwarding to the Company.

### **Issue and Redemption of Shares, Subscription and Payment Procedure**

Applications for Shares and redemptions as well as for conversions may be made to the Transfer Agent in Luxembourg at the address below:

RBC Investor Services Bank S.A.  
14, Rue Porte de France  
L-4360 Esch-sur-Alzette  
Grand Duchy of Luxembourg  
Tel (352) 25 47 01 9511, Fax (352) 2460 9902

as well as to the Facilities Agent in Ireland at the address below:

JP Morgan House,  
International Financial Services Centre,  
Dublin 1,  
Ireland.

### **Publications**

The Net Asset Value per Share of each Fund of each Class of Shares in respect of each Dealing Day is available at the registered office of the Company and at the office of Morgan Stanley Investment Management Limited.

Shareholders may view the Net Asset Value per Share on the Company’s website ([www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com)).

### **Irish Taxation**

The following information is based on the law in force in Ireland on the date of this Prospectus. This summary deals only with Shares held as capital assets by Irish resident Shareholders and does not address special classes of Shareholders such as dealers in securities or persons that may be exempt from tax such as Irish pension funds and

charities. This summary is not exhaustive and Shareholders are advised to consult their own tax advisors with respect to the taxation consequences of the ownership or disposition of Shares.

## **The Company**

It is the intention of the Directors to conduct the affairs of the Company so that it is neither resident in Ireland for tax purposes nor carrying on a trade in Ireland through a branch or agency. Accordingly, the Company will not be subject to Irish corporation tax.

## **Irish Investors**

### **(a) Taxation generally**

Shares in the Company are likely to constitute a “material interest” in an offshore fund for the purposes of Chapter 4 Part 27 of the Taxes Consolidation Act, 1997.

### **(b) Reporting of acquisition**

An Irish resident or ordinarily resident person acquiring Shares in the Company is required to disclose details of the acquisition in his annual tax return. Where an intermediary in the course of carrying on a business in Ireland acquires Shares in the Company it must report details of the acquisition to the Irish Revenue Commissioners.

### **(c) Income and capital gains**

An Irish resident corporate Shareholder will be liable to corporation tax at 25% on income distributions received from the Company.

Where an Irish resident or ordinarily resident person who is not a company holds Shares in the Company and receives an income distribution from the Company, that Shareholder will be liable to Irish tax at 41% on the amount of such distribution.

An Irish resident corporate Shareholder which disposes of Shares in the Company will be liable for corporation tax at a rate of 25% on the amount of any gain arising. It should be noted that no indexation allowance is available in respect of the gain.

Where an Irish resident or ordinarily resident person who is not a company disposes of a Share a liability to Irish tax at 41% will arise on the amount of the gain. No indexation allowance is available and the death of a Shareholder would constitute a deemed disposal of a Share.

There is a deemed disposal and reacquisition at market value for the purposes of Irish tax of Shares held by an Irish resident or ordinarily resident investor on a rolling 8 year basis where the Shares are acquired on or after 1 January 2001. This deemed disposal takes place at market value so that Irish resident or ordinarily resident shareholders will be subject to tax at the rate of 41% for individuals or 25% for a corporate shareholder on the increase in value of their Shares at 8 year intervals commencing on 8<sup>th</sup> anniversary of the date of acquisition of the Shares.

To the extent that any tax arises on such a deemed disposal such tax will be taken into account to ensure that any tax payable on the subsequent encashment, redemption, cancellation or transfer of the relevant Shares does not exceed the tax that would have arisen had the deemed disposal not occurred.

### **Anti-avoidance provision**

There is an anti-avoidance provision imposing higher rates of tax on Irish resident investors in "personal portfolio investment undertakings" ("PPIU"). A PPIU is a fund in which the investor, or a person connected with the investor, has a right under the terms of the fund or any other agreement, to influence the selection of the assets of the fund. If a fund is treated as a PPIU the Irish resident investor can suffer tax at rates of up

to 60% (80% where details of the payments/disposal are not correctly included in the shareholder's annual tax return) on amounts received from the fund, or on the rolling 8 year deemed disposal.

Specific exemptions apply where the ability to select the property invested in has been clearly identified in the offshore fund's marketing and promotional literature and the investment is widely marketed to the public.

#### Withholding obligation on paying agents

If any dividend is paid through an Encashment Agent established in Ireland, such an agent would be obliged to deduct tax from such dividend at the standard rate of income tax and account for this to the Irish Revenue Commissioners. The recipient of the dividend would be entitled to claim a credit for the sum deducted by the Paying Agent against his tax liability for the relevant year.

#### Stamp duty

Transfers for cash of Shares in the Company will not be subject to Irish stamp duty.

#### Gift and inheritance tax

A gift or inheritance of Shares in the Company received from a person who is resident or ordinarily resident in Ireland or received by such a person will be within the charge to Irish capital acquisitions tax. Capital acquisitions tax is charged at a rate of 33% above a tax-free threshold which is determined by the amount of the benefit and of previous benefits within the charge to capital acquisitions tax, and the relationship between the person treated as disposing of such shares and the successor or donee. Tax chargeable on the gain arising on a deemed disposal by an individual on their death shall be treated as an amount paid in respect of capital gains tax for the purposes of crediting such amount paid against gift or inheritance tax arising on such death.

#### Transfers between funds

The Directors have been advised that in the Republic of Ireland the exchange of Shares in one sub-fund for shares in another sub-fund of an umbrella scheme should not constitute a disposal of such Shares and will not give rise to a charge to tax.



## Appendix E - Additional Information for Chilean Investors

All of the information provided by the the Company for the purpose of registering the Shares on the “*Registro de Valores Extranjeros*” (“Chilean Foreign Securities Registry” (or the “**FSR**”), maintained by the “*Comisión para el Mercado Financiero*” of Chile (“Financial Markets Commission” or the “**CMF**”) is available to the public at the offices of (i) Santander Investment S.A. Corredores de Bolsa, (ii) Larrain Vial S.A. Corredora de Bolsa, (iii) Cruz del Sur Corredora de Bolsa S.A., (iv) Credicorp Capital S.A. Corredores de Bolsa, and (v) Valores Security S.A. Corredores de Bolsa at the addresses below.

Santander Investment S.A. Corredores de Bolsa  
Bandera 140, Piso 14  
Santiago  
Chile

Telephone: (56-2) 23663400  
Fax: (56-2) 26962097

Larraín Vial S.A. Corredora de Bolsa.  
El Bosque Norte 0177 Piso 3  
Las Condes  
Santiago  
Chile

Telephone: (56-2) 23398617  
Fax: (56-2) 23320131

Valores Security S.A. Corredores de Bolsa  
Apoquindo 3150, 7th Floor  
Las Condes  
Santiago  
Chile

Telephone: (56-2) 2584-4601  
Facsimile: (56-2) 2584-4015

Cruz del Sur Corredora de Bolsa S.A.  
Magdalena 121  
Las Condes  
Santiago  
Chile

Telephone: (56-2) 24618810

Credicorp Capital S.A. Corredores de Bolsa  
Av. Apoquindo 3721 Piso 9  
Las Condes  
Santiago  
Chile

Telephone: (56-2) 24501600

Corredores de Bolsa Sura S.A.  
Apoquindo 4820  
Floor 16  
Las Condes  
Santiago  
Chile

Telephone: (56-2) 2915-2021

### Taxation

In accordance with article 11 of the Chilean Income Tax Law (Decree-Law 824 of 1974, as modified by Law 19.601 which regulates the offering to the public of foreign securities in Chile (the “**Income Tax Law**”), shares of the Company which are acquired on the Chilean market are not considered to be situated in Chile, as they are securities issued by an entity incorporated outside the country and are registered in the FSR, in accordance with the Title XXIV of the Securities Law. Consequently, as stated in article 10 and 11 of the Income Tax Law, any income arising from the Shares is not considered to be income from a Chilean source. Therefore, Investors who are not domiciled in or resident in Chile will not be subject to tax in Chile in respect of their holding of Shares. Investors who are domiciled or resident in Chile will be subject to tax in Chile in respect of the Shares in accordance with the Income Tax Law.

### Private placement sales restriction

ALGUNOS VALORES INCLUIDOS EN ESTE DOCUMENTO NO ESTÁN INSCRITOS EN EL REGISTRO DE VALORES EXTRANJEROS DE LA COMISIÓN PARA EL MERCADO FINANCIERO. RESPECTO DE ESTOS VALORES, CUALQUIER OFERTA SE ACOGERÁ A LAS DISPOSICIONES DE LA NORMA DE CARÁCTER

GENERAL N° 336 DE LA COMISIÓN PARA EL MERCADO FINANCIERO, Y REGIRÁ A PARTIR DE LA FECHA DE ESTE PROSPECTO.

TALES VALORES NO ESTÁN SUJETOS A LA FISCALIZACIÓN DE LA COMISIÓN PARA EL MERCADO FINANCIERO.

POR TRATARSE DE VALORES NO INSCRITOS NO EXISTE LA OBLIGACIÓN POR PARTE DEL EMISOR DE ENTREGAR EN CHILE INFORMACIÓN PÚBLICA RESPECTO DE LOS VALORES SOBRE LOS QUE VERSA TAL OFERTA.

ESTOS VALORES NO PODRÁN SER OBJETO DE OFERTA PÚBLICA MIENTRAS NO SEAN INSCRITOS EN EL REGISTRO DE VALORES CORRESPONDIENTE.

**Private placement sales restriction – English translation**

CERTAIN SECURITIES INCLUDED IN THIS DOCUMENT ARE NOT REGISTERED IN THE FOREIGN SECURITIES REGISTER HELD BY THE FINANCIAL MARKETS COMMISSION (COMISIÓN PARA EL MERCADO FINANCIERO OR “CMF”). ANY OFFER REGARDING SUCH SECURITIES WILL BE CONDUCTED SUBJECT TO GENERAL RULE N°336 OF THE CMF, BEGINNING AT THE DATE OF THIS PROSPECTUS.

THESE SECURITIES ARE NOT SUBJECT TO THE SUPERVISION OF THE CMF.

BECAUSE THESE SECURITIES ARE NOT REGISTERED, THERE IS NO OBLIGATION TO THE ISSUER TO PROVIDE PUBLIC INFORMATION ON THEM, IN CHILE.

THESE SECURITIES CANNOT BE SUBJECT OF PUBLIC OFFERING AS LONG AS THEY ARE NOT REGISTERED IN THE FOREIGNS SECURITIES REGISTER.

## **Appendix F – Additional Information for Taiwanese Investors**

Any Fund registered for sale with the Taiwan Financial Supervisory Commission (the “FSC”) will be subject to the following restrictions:

The Funds offered and sold in Taiwan will be subject to the following restrictions:

- (a) unless otherwise approved or announced for exemption by the FSC, the total value of such Fund's non offset short position in derivatives for hedging purposes will not exceed the total market value of the relevant securities held by that Fund and the risk exposure of such Fund's non offset position in derivatives for purposes of increase of investment efficiency will not exceed 40% of the Net Asset Value of that Fund. In calculating the percentage of derivatives for the purposes of this limit, where a Fund invests in currency forwards and/or currency swaps for risk hedging, if (i) the relevant hedging transactions are directly related to the instruments being hedged; and (ii) the amount and maturity of the hedging transactions do not exceed the amount and maturity of the investments being hedged, the amount of such currency forwards and/or currency swaps may be excluded from the calculation of the amount invested in derivatives;
- (b) a Fund may not invest in gold, direct commodities or direct real estate;
- (c) a Fund is not permitted to invest in Mainland China securities other than securities listed on exchanges in Mainland China and bonds traded in the Chinese Interbank Bond Market and the percentage of the Fund's holdings in such securities listed on exchanges in Mainland China and bonds traded in the Chinese Interbank Bond Market may not, at any time, exceed certain percentage limits as stipulated by the FSC from time to time;
- (d) the total investment in such Funds by domestic investors in Taiwan may not, at any time, exceed certain percentage limits as stipulated by the FSC from time to time; and
- (e) the securities market of Taiwan may not constitute a major investment region in the portfolio of any Fund. The investment amount of each Fund in the securities market of Taiwan shall be subject to a percentage stipulated by the FSC from time to time.

## **Appendix G – Additional Information for Peruvian Investors**

The Shares have not been registered before the Superintendencia del Mercado de Valores (the “SMV”) and are being placed by means of a private offer subject to the laws of the Grand Duchy of Luxembourg. SMV has not reviewed the information provided to the investor. This Prospectus is only for the exclusive use of institutional investors in Peru and is not for public distribution.

### **Taxation**

In accordance with article 6 and 7 of the Peruvian Income Tax Law, Peruvian resident individuals are subject to income tax for their Peruvian and foreign source income. Consequently: (i) dividends and other payments derived from the Shares, and (ii) capital gains realized upon sale, disposal or redemption of the Shares by a Peruvian resident individual will qualify as foreign source income and, thus, subject to income tax at the ordinary progressive rate of 8%, 14%, 17%, 20% and 30%. However, in the event of a sale of the Shares through the Lima Stock Exchange (Bolsa de Valores de Lima – BVL), the resulting capital gain would be subject to a reduced 6.25% rate or tax exempt.

For Peruvian tax purposes, the capital gain is calculated by deducting the corresponding cost basis from the transfer value.

Any deposit made in a Peruvian bank account is subject to a Financial Transactions Tax (FTT) with a rate of 0.005%, applicable to the amount of such deposit. However, FTT may be deducted as an ordinary expense in order to calculate the income tax.

In accordance with article 51 of the Peruvian Income Tax Law, capital losses obtained by a Peruvian resident individual in jurisdictions with low or no taxation (Tax Havens) are not deductible to determine the net foreign source income. However, as from January 1, 2019, all jurisdictions which are members of the OECD, such as Luxembourg, are not being considered as Tax Havens for Peruvian tax purposes. Hence, investors suffering losses on the Shares may be able to offset such losses against different foreign source income obtained during the fiscal year.

Peruvian resident individuals who hold Shares indirectly, through a controlled entity, should consult their counsel and pose their queries with respect to the applicable tax matters regarding the International Tax Transparency Regime regulated under the Peruvian Income Tax Law.

By the other hand, investors who are not domiciled in or residents in Peru will not be subject to tax in Peru.

## Appendix H – Data Protection Notification

- a) In accordance with the data protection law applicable to the Grand-Duchy of Luxembourg including the Law of 2 August 2002 on the protection of persons with regard to the processing of personal data (as may be amended from time to time), the General Data Protection Regulation (EU/2016/679) and all applicable laws (together, the “Data Protection Laws”), the Company, acting as “data controller” within the meaning of the Data Protection Laws, hereby informs prospective investors and holders of shares in the Company (together, “Shareholders”, and each a “Shareholder”) that personal data provided by each Shareholder to the Company (“Personal Data”, as defined in paragraph (b), below) may be collected, recorded, stored, adapted, transferred or otherwise processed, by electronic means or otherwise, for the following purposes (each a “Processing Purpose”):
- 1) to enable and process the subscription and redemption of Shares in the Company by investors, including (without limitation) the facilitation and processing of payments by and to the Company (including the payment of subscription monies and redemption proceeds, the payment of fees by and to Shareholders and the payment of distributions on Shares), and generally to enable and give effect to the participation of investors in the Company;
  - 2) to enable an account to be maintained of all payments referenced in sub-paragraph (1), above;
  - 3) to enable the maintaining of a register of Shareholders in accordance with applicable laws;
  - 4) to carry out or to facilitate the carrying out with respect to Shareholders of credit, money laundering, due diligence and conflict checks, for the purposes of fraud, money-laundering, financial crime prevention and tax identification laws (including FATCA and CRS and applicable anti-money laundering laws), and generally to enable the Company to comply with its legal obligations arising in connection therewith;
  - 5) to enable the Company to perform controls in respect of late trading and market timing practices;
  - 6) to facilitate the provision to the Company of services by the service providers referenced in this Prospectus, including (without limitation) the authorisation or confirmation of billing transactions and payments by and to the Company;
  - 7) to facilitate the operational support and development necessary to the Company’s investment objectives and strategies with respect to its Sub-Funds, including (without limitation) the Company’s risk management processes, and the evaluation of services provided to the Company by third-party service providers;
  - 8) in relation to any litigation, disputes or contentious matter in which the Company is involved;
  - 9) to comply with legal and regulatory obligations, (including any legal or regulatory guidance, codes or opinions), applicable to the Company anywhere in the world;
  - 10) to comply with legal and regulatory requests made to the Company anywhere in the world;
  - 11) to facilitate reporting, including (without limitation) transaction reporting to, and audits by, national and international regulatory, enforcement or exchange bodies, and tax authorities (including the Luxembourg Tax Authority) and the compliance by the Company with court orders associated therewith;
  - 12) for the Monitoring Purposes defined and specified in Section (e) below; and
  - 13) for direct marketing purposes specified in Section (g) below.

The Company may not collect Personal Data without a valid legal ground. Accordingly, the Company will only process and use Personal Data:

- a. if necessary to enter into, to execute or to carry out a contract with each Shareholder for the services or products they required by the Shareholder (as described in Processing Purposes 1 to 3 inclusive, above);
  - b. if necessary for the Company's legitimate interests, provided in each case that such interests are not overridden by the privacy interests of impacted individuals. The Company's legitimate interests are described in the Processing Purposes 1 to 12 inclusive, above;
  - c. to exercise and defend the Company's legal rights anywhere in the world as described in Processing Purpose 8 above; and
  - d. if necessary to comply with legal obligations, (including any legal or regulatory guidance, codes or opinions), applicable to the Company anywhere in the world as described in Processing Purposes 4, 9 and 10 above.
- b) "Personal Data" includes data that is personal to a Shareholder (whether a Shareholder is a natural or a legal person) and which the Company obtains directly from a Shareholder and/or indirectly from a data processor such as personal details (including, at a minimum, a Shareholder's name, legal organization, country of residence, address and contact details) and financial account information. Some of this information will be publicly accessible.

Under certain conditions set out under the Data Protection Laws, a Shareholder shall have the right to:

- (i) access to his/her/its Personal Data;
- (ii) to correct or amend his/her/its Personal Data when such Personal Data is inaccurate or incomplete;
- (iii) to object to the processing of his/her/its Personal Data;
- (iv) to refuse at his/her/its own discretion to provide his/her/its Personal Data to the Company; (v) to request the erasure of his/her/its Personal Data; and
- (vi) to request the portability of his/her/its Personal Data in accordance with the Data Protection Laws.

Shareholders should note in particular that a refusal to provide Personal Data to the Company may result in the Company being required to reject his/her/its application for Shares in the Company.

Shareholders may exercise these rights by contacting the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com). In addition to exercising these rights, Shareholders have also a right to lodge a complaint in connection with matters concerning the processing and protection of Personal Data with the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com), without prejudice to their ability to submit a complaint to the National Commission for Data Protection in Luxembourg (the "CNPD").

- c) For any Processing Purpose, the Company will delegate the processing of Personal Data, in accordance with the Data Protection Laws, to other parties, including the Management Company, the Distributor, the Administrator and Paying Agent, the Domiciliary Agent, the Registrar and Transfer Agent, the Depositary and the Distributor, as well as other parties such as settlement agents, foreign banks or exchange or clearing houses, credit reference, fraud prevention and other similar agencies, and other financial institutions, together with parties to which the Company and/or the Management Company may assign or novate Personal Data (each a "Data Processor", and together the "Data Processors").

A Data Processor may, subject to the approval of the Company, sub-delegate the processing of Personal Data (and, pursuant to such sub-delegation, the transfer thereof) to its parent company or organization, affiliates, branch offices or third party agents (together, the "Delegates").

Data Processors and Delegates may be located in countries outside of the EEA (which may include Malaysia, India, United States of America and Hong Kong), where data protection laws may not provide an adequate level of protection. In such cases the Data Processor, with the supervision of the Company, will ensure (i) that it has put in place appropriate data transfer mechanisms with the Company, and (ii) if applicable, that the Delegate has put in place appropriate data transfer mechanisms, in each case such as European Commission Standard Contractual Clauses. Shareholders can obtain a copy of the relevant data transfer mechanism that the Company has put in place by contacting the Company at [dataprotectionoffice@morganstanley.com](mailto:dataprotectionoffice@morganstanley.com).

The Company will disclose Personal Data to the Luxembourg tax authority, which in turn, acting as data controller, may disclose that Personal Data to foreign tax authorities.

- d) In compliance with the Data Protection Laws, the Company will retain Personal Data in an identifiable form in accordance with the Company's information management policy which establishes general standards and procedures regarding the retention, handling and disposal of Personal Data. Personal Data shall not be retained for longer than is necessary with regard to the Processing Purposes, subject to any limitation periods imposed by law. Upon request, the Company will provide a Shareholder with more information on the exact retention periods applying to its Personal Data. The retention period may be extended in the sole discretion of the Company if the Company is required to preserve Personal Data in connection with litigation, regulatory investigations and legal proceedings.
- e) To the extent permitted by the Data Protection Laws, the Company and the Management Company (acting as "data controller" within the meaning of the Data Protection Laws) will access, review, disclose, intercept, monitor and record (together, "Monitoring") (i) verbal and electronic messaging and communications (for example, and without limitation, telephone, sms, instant message, email, Bloomberg and any other electronic or recordable communications) with a Shareholder or Shareholders' agent (together, "Communications"), and (ii) a Shareholder's use of technology owned, provided or made accessible by the Company and the Management Company, including (without limitation) systems that facilitate Communications with Shareholders, information processing, transmission, storage and access, including remote access (together, "Systems").

The Company and the Management Company will subject Communications and Systems to Monitoring only for the following purposes (together, "Monitoring Purposes"):

- 1) to establish the existence of facts (e.g., keeping records of transactions);
- 2) to ascertain compliance with regulatory or self-regulatory practices or procedures which are applicable to the Company and/or the Management Company;
- 3) to ascertain or demonstrate standards which are achieved or ought to be achieved by persons using Systems, including compliance with any terms of use associated use of Systems;
- 4) to prevent, detect or investigate crime, money laundering, fraud, financial crime and/or other breaches of applicable law;
- 5) to comply with applicable laws and regulations, any material contract and any applicable policies and procedures;
- 6) to safeguard against the loss, theft, unauthorised and unlawful collection, use, disclosure, destruction or other processing or misuse of confidential and proprietary information;
- 7) to prevent, detect or investigate unauthorised use of Systems and/or data (e.g., Monitoring to ensure compliance with the policies and procedures of the Company and/or the Management Company, including without limitation those relating to information security and cyber security);
- 8) to ensure the effective operation of Systems (including telephones, email and internet) systems;

- 9) for support and administration purposes;
- 10) to assist with investigations, complaints, regulatory requests, litigation, arbitration, mediation or requests from individuals; and
- 11) in particular, in the course of the operational support and development of the business of the Company and/or the Management Company, such as to evaluate the quality of customer service, efficiency, cost and risk management purposes.

Monitoring will be conducted by the Company and/or the Management Company using various methods, including: (i) the use of “intelligent” automated monitoring tools; (ii) IT filtering tools which randomly review Systems; (iii) random monitoring of Systems, e.g. by authorised supervisors randomly joining on-going telephone calls on sales and trading floors; (iv) specific monitoring of Systems, e.g. in relation to investigations, regulatory requests, subject access requests, litigation, arbitration or mediation; (v) data tracking, aggregation and analysis tools that collect data from various sources to extrapolate linkages and/or detect behavioural patterns, interactions or preferences for analysis (including predictive analysis); and/or (vi) using other similar Monitoring technology that may become available from time to time.

The Company and/or the Management Company also use cookies and similar technologies to collect information about Shareholders as part of and/or in connection with services provided by them or in connection with any System owned or provided by them. By accessing or using services or a System, a Shareholder signifies his/her/its understanding that the Company and/or the Management Company will use such cookies and similar technologies as detailed in the Company’s privacy policy, and that if the Shareholder chooses to reject such cookies, some or all parts of the services or the relevant System may not function properly or may not be accessible. To find out more about how the Company and/or the Management Company uses cookies and similar technologies, how the Company and/or the Management Company processes the information obtained through cookies and how a Shareholder may reject cookies, see the Company’s privacy policy at [www.morganstanley.com/privacy\\_pledge](http://www.morganstanley.com/privacy_pledge).

- f) Any documentation or records relating to the Monitoring of Systems shall be prima facie evidence of any orders or communications that have been subjected to Monitoring, and Shareholders agree that such records shall be admissible as such in any legal proceedings. Furthermore, Shareholders confirm that they will not use, file, or cite as a reason for objecting to the admission of such records as evidence in any legal proceedings either that the records are not originals, or are not in writing or are documents produced by a computer. The Company and/or the Management Company will retain such records in accordance with its operational procedures which may change from time to time in its absolute discretion, however, such records shall not be held by the Company for longer than is necessary with regard to the Monitoring Purposes, subject to any limitation periods imposed by law. Shareholders are hereby informed that this record keeping should not be deemed to be a substitute for their own keeping of adequate records in accordance with any applicable rules or regulations to which they are subject.
- g) If there are any products or services that the Company and/or the Management Company believes may be of particular interest to a Shareholder, whether provided or sponsored by the Company and/or the Management Company or their respective affiliates, or by third party investment services providers (for example, a fund manager or insurance service provider not affiliated with the Company, the Management Company or their respective affiliates), the Company, the Management Company or their respective affiliates will contact that Shareholder by means which may include mail, email, sms and telephone), including outside standard working hours. When required by the Data Protection Laws, a Shareholder’s prior consent will be requested before its Personal Data is used to make or facilitate direct marketing of this nature. If a Shareholder does not wish the Company, the Management Company or their respective affiliates to use its Personal Data in this way, or does not wish to provide Personal Data for such direct marketing purposes, the Shareholder may notify the Company, the Management Company or their respective affiliates at any time in accordance with section (b) above or as directed in any marketing materials that may be received by Shareholders. In this respect, each Shareholder has a right to object to the use of his/her/its Personal Data for marketing purposes. This objection must be made in writing by letter addressed to the Company, the Management Company or their respective affiliates at European Bank and



Business Centre, 6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, or at [cslux@morganstanley.com](mailto:cslux@morganstanley.com).

- h) Before providing the Company and/or the Management Company with access to, or permitting any access to, or permitting the processing of, Personal Data which contains any data regarding an individual in connection with this Prospectus, a Shareholder should ensure that: (i) the individual understands that the Shareholder will be providing their Personal Data to the Company, the Management Company or their respective affiliates; (ii) the individual has been provided with the information set out herein regarding the collection, use, processing, disclosure and overseas transfer of Personal Data, the use of Personal Data for direct marketing purposes, and the possibility of monitoring or recording of their or their agent's communications by the Company, the Management Company or their respective affiliates (in each case if permitted by the Data Protection Laws); (iii) if required, the individual has provided their consent to the processing by the Company, the Management Company or their respective affiliates of their Personal Data or that another legal basis to process Personal Data is satisfied; and (iv) the individual is aware of their data protection rights and how to exercise these.

## Appendix I – List of sub-custodians used by the Depositary and sub-delegates that may arise from any delegation of the Depositary’s duties

This list is accurate as at the date of the Prospectus. The latest version of such list may be obtained by investors from the Company upon request.

MARKET	SUBCUSTODIAN	CASH CORRESPONDENT BANK
ARGENTINA	HSBC Bank Argentina S.A. Boulevard 557, 18th Floor Buenos Aires C1106ABJ ARGENTINA	HSBC Bank Argentina S.A. Buenos Aires
AUSTRALIA	JPMorgan Chase Bank N.A. ** Level 31, 101 Collins Street Melbourne 3000 AUSTRALIA	Australia and New Zealand Banking Group Ltd. Melbourne  JPMorgan Chase Bank N.A., Sydney Branch (for clients utilizing J.P. Morgan's domestic AUD solution)** Sydney
AUSTRIA	UniCredit Bank Austria AG Julius Tandler Platz - 3, Vienna A-1090 AUSTRIA	J.P. Morgan AG ** Frankfurt
BAHRAIN	HSBC Bank Middle East Limited Road No 2832 Al Seef 428 BAHRAIN	HSBC Bank Middle East Limited Al Seef
BANGLADESH	Standard Chartered Bank Portlink Tower, Level-6, 67 Gulshan Avenue, Gulshan Dhaka 1212 BANGLADESH	Standard Chartered Bank Dhaka

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<b>BULGARIA</b>	<p>Citibank Europe plc Serdika Offices, 10th Floor, 48 Sitnyakovo Blvd Sofia 1505 BULGARIA</p>	<p>ING Bank N.V. Sofia</p>
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<b>CHINA A-SHARE</b>	JPMorgan Chase Bank (China) Company Limited (Note: Clients please refer to your issued settlement instructions)** 41st floor, Park Place, No. 1601, West Nanjing Road, Jingan District SHANGHAI  The People's Republic of China HSBC Bank (China) Company Limited (Note: Clients please refer to your issued settlement instructions) 33/F, HSBC Building, Shanghai IFC, 8 Century Avenue, Pudong Shanghai 200120 THE PEOPLE'S REPUBLIC OF CHINA	JPMorgan Chase Bank (China) Company Limited (Note: Clients please refer to your issued settlement instructions)** Shanghai  HSBC Bank (China) Company Limited (Note: Clients please refer to your issued settlement instructions) Shanghai
<b>CHINA B-SHARE</b>	HSBC Bank (China) Company Limited 33/F, HSBC Building, Shanghai IFC, 8 Century Avenue, Pudong Shanghai 200120 THE PEOPLE'S REPUBLIC OF CHINA	JPMorgan Chase Bank, N.A. ** New York  JPMorgan Chase Bank, N.A.** Hong Kong
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<b>COSTA RICA</b>	Banco BCT S.A. 150 Metros Norte de la Catedral Metropolitana, Edificio BCT San Jose COSTA RICA	Banco BCT S.A. San Jose
<b>CROATIA</b>	Privredna banka Zagreb d.d. Radnicka cesta 50 Zagreb 10000 CROATIA	Zagrebacka banka d.d. Zagreb
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