

UI

Société d'Investissement à Capital Variable

Registered Office of the Company

15, rue de Flaxweiler
L-6776 Grevenmacher
Grand Duchy of Luxembourg

PROSPECTUS

July 2015



IMPORTANT INFORMATION

UI (the “Company” or “The Fund”) has the structure of an umbrella fund and offers various classes of shares (the “Share Classes”) each relating to a separate portfolio (the “Sub-Funds”) as specified in the description of the relevant Sub-Fund in Appendix.

The distribution of this Prospectus is not authorised unless accompanied by the Key Investor Information Document (“KIID”), the latest available annual report and accounts of UI and by the latest semi-annual report if published thereafter.

No person is authorised to give any information or to make any representation other than those contained in this Prospectus, and any subscription and / or purchase made by any person on the basis of statements or representations not contained in or inconsistent with the information contained in this Prospectus shall be solely at the risk of the subscriber / purchaser.

Subscriptions can only be accepted if they are based on the Prospectus or on the KIID. No information other than that contained in this Prospectus or in the KIID may be given.

Distribution of this Prospectus and the offering of Shares may be subject to restrictions in certain jurisdictions. This Prospectus does not constitute an offer for sale or an invitation to purchase in a jurisdiction in which such an offer or invitation is not permitted, or in which the offer would be directed at persons to whom distributing such an offer or invitation would be prohibited by law.

Statements made in this Prospectus are based on the law and practice currently in force in the Grand Duchy of Luxembourg and are subject to changes therein.

This Prospectus in its current version may be amended and updated in the future.

All decisions to subscribe or purchase Shares are deemed to be made solely on the basis of the information contained in this Prospectus and the KIID accompanied by the latest available annual report of the Company containing its audited accounts, and by the latest available semi-annual report, if published thereafter. All other information given or representations made by any person must be regarded as unauthorised.

The Management Company and the Company reserve the right to reject, at their sole discretion, any subscription request for Shares and to accept any application in part only. The Company and the Management Company do not permit practices related to market timing and late trading and reserve the right to reject subscription and conversion orders from investors who the Company or the Management Company suspect of using such practices and to take the appropriate measures to protect other investors of the Company.

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

FATCA

The Foreign Account Tax Compliance provisions (“FATCA”) are contained in the Hiring Incentives to Restore Employment Act (the “Hire Act”), which was signed into US law in March 2010. These provisions are US legislation aimed at reducing tax evasion by US citizens. It requires financial institutions outside the US (“foreign financial institutions”, or “FFIs”) to pass information about “Financial Accounts” held by “Specified US Persons”, directly or indirectly, to the US tax authorities, the Internal Revenue Service (“IRS”), on an annual basis. A 30% withholding tax is imposed on certain US source revenue of any FFI that fails to comply with this requirement. This regime will become effective in phases between 1 July 2014 and 1 January 2017.

Generally, non-US funds, such as the Company and its Sub-Funds, will be FFIs and will need to enter into FFI agreements with the IRS unless they qualify as “deemed-compliant” FFIs. If subject to a model 1 intergovernmental agreement (“IGA”), they can qualify under their local country IGA as “reporting financial institutions” or “non-reporting financial institutions”. IGAs are agreements between the US and foreign jurisdictions to implement FATCA compliance. On 28 March 2014, Luxembourg entered into a model 1 IGA with the US and a memorandum of understanding in respect thereof. The Company would hence have to comply with such Luxembourg IGA.

The Company will continually assess the extent of the requirements that FATCA and, notably, the Luxembourg IGA places upon it. In order to comply, the Company (or its delegate) may, *inter alia*, require all Shareholders to provide mandatory documentary evidence of their tax residence.

The Company has not been registered under the United States Investment Company Act of 1940, as amended, or any similar or analogous regulatory scheme enacted by any other jurisdiction except as described herein. In addition, the shares have not been registered under the United States Securities Act of 1933, as amended, or under any similar or analogous provision of law enacted by any other jurisdiction except as described herein.

The Shares may not be and shall not be offered for sale, sold, transferred or delivered in the United States of America, its territories or possessions or to any "U.S. Person", except in a transaction which does not violate the applicable legislation.

By U.S. Person, the Prospectus means

- (i) any natural person who is a citizen or resident of the United States of America, its territories and/or possessions and/or the District of Columbia (hereinafter called "the United States");
- (ii) any corporation or partnership organized or incorporated under the laws of the United States or any of the States or the District of Columbia or, if formed by one or more U.S. Persons principally for the purpose of investing in the Company, any corporation or partnership organized or incorporated under the laws of any other jurisdiction;
- (iii) any agency or branch of a foreign entity located in the United States;
- (iv) any estate, the income of which from sources outside the United States, which is not effectively connected with the conduct of a trade or business within the United States, is not includible in gross income for United States federal income tax purposes;
- (v) any trust over which a court in the United States is able to exercise primary supervision of the administration of the trust and one or more United States persons has authority to control all substantial decisions of the trust, including any trust of which any trustee is a U.S. Person;
- (vi) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- (vii) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- (viii) any discretionary account or similar account (other than estate or trust) held by a dealer or other fiduciary organized, incorporated or (if an individual) resident in the United States;
- (ix) any employee plan sponsored by an entity described in clause (ii) or (iii) or including as a beneficiary any person described in clause (i); or
- (x) any other person whose ownership or purchase of the Company's Shares would involve the Company in a public offering within the meaning of Section 7(d) of the United States Investment Company Act of 1940, as amended, the rules and regulations thereunder and/or the relevant pronouncement of the United States Securities and Exchange Commission or informal written advice by its staff.

The above-mentioned definition of U.S. Persons shall furthermore be broadened to include the criteria defined by FATCA and the respective IGA upon entry into effect thereof.

Shareholders, and intermediaries acting for Shareholders, should note that it is the existing policy of the Company that Shares are not directly or indirectly offered or sold to a "Specified U.S. Person", a "non-participating foreign financial institution" or a "passive non-financial foreign entity" with one or more substantial U.S. owner(s), as defined under the IGA, unless they are sold and held by a "participating foreign financial institution", as defined under the FATCA rules, acting as nominee. "Specified US Person" is defined by the

Luxembourg IGA (Luxembourg IGA Article 1.1. (ff)). These definitions are subject to change, therefore, prospective investors and Shareholders should consult with their own tax advisers regarding the possible implications of FATCA on their investment in the Company.

Shareholders should moreover note that under the FATCA legislation, the definition of Specified US Persons will include a wider range of investors than the current Securities Act related US Person definition. The Board of Directors may therefore resolve, once further clarity about the implementation of the Luxembourg IGA becomes available, that it is in the interests of the Company to widen the type of investors prohibited from further investing in the Sub-funds and to make proposals regarding existing investor holdings in connection therewith.

Additional information may be required by the Company, custodians or distributors from certain investors in order to comply with their obligations under FATCA or under an applicable IGA. Persons wishing to acquire Shares must confirm in writing that they meet the requirements set forth in the paragraph below.

The Management Company and the Company are compliant with the provisions of FACTA.

The Company's share classes may be either

- (i) subscribed by an independent and FACTA-compliant nominee of investors; or
- (ii) subscribed by investors directly, or indirectly by a distributor (acting only as an intermediary and not as a nominee), with the exception of:

- Specified US Persons

This group of investors includes US Persons that are classified as presenting a risk of tax avoidance and tax evasion by the government of the United States of America. However, this does not apply to, *inter alia*, listed companies, tax-exempt organizations, real estate investment trusts (REIT), trusts, US securities brokers or similar entities.

- Passive Non-Financial Foreign Entities (or passive NFFE)

This group of investors generally includes all NFFEs that do not qualify as so-called excepted NFFEs. These include, for example, non-US family foundations whose assets consist only of financial assets that generate passive income and are managed by a person (rather than an external service provider).

- Non-participating Financial Institutions

The United States of America determine and apply this status to non-conforming financial institutions that do not comply with certain requirements, which are imposed due to an infringement of the country's specific IGA, within 18 months after the first notification thereof.

In the event the Company is required either to pay a withholding tax, or is forced to comply with reporting duties, or if it suffers any other damages, due to a Shareholder's non-compliance under FATCA, the Company reserves the right to claim damages from such Shareholder, without prejudice to any other rights.

Although the Company, the Sub-Fund, the Management Company and/or the Portfolio Manager (or Investment Sub-Manager) will attempt to satisfy any obligations imposed on it by the applicable requirements to avoid the imposition of any withholding tax under FATCA, no assurance can be given that the Company, the Sub-Fund, the Management Company, and/or the Portfolio Manager (or Investment Sub-Manager) can satisfy these obligations. In the event that the Company or a Sub-Fund becomes subject to a withholding tax as a result of the FATCA regime, the value of the Shares held by the Shareholders may suffer material losses. The Management Company, Portfolio Manager or Investment Sub-Manager will at all times, act in good faith and on reasonable grounds.

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GENERAL PART

INTRODUCTION

UI (the “Company” or the “Fund”) is an investment company with variable capital (*société d’investissement à capital variable, SICAV*) established for an unlimited period of time on 21 July 2015 in the form of a public limited company (*société anonyme, S.A.*) under Luxembourg law in accordance with the provisions of the Luxembourg law of 10 August 1915 (the “1915 Law”) on commercial companies, as amended (the “1915 Law”), and Part I of the Luxembourg law of 17 December 2010 (the “2010 Law”). The Company qualifies as an undertaking for collective investment in transferable securities under article 1(2) 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 (the “UCITS Directive”) and may therefore be offered for sale in any EU Member State, subject to registration. The registration of the Company does not constitute a warranty by any supervisory authority as to the performance or the quality of the Shares issued by the Company. Any representation to the contrary is unauthorised and unlawful.

The capital of the Company consists of shares (the “Shares”) of no par value and is at any time equal to the total net assets of the Company. The Company is structured as an umbrella fund with the ability to provide investors with investment opportunities in a variety of investment portfolios (the “Sub-Funds”). The liabilities of each Sub-Fund shall be segregated on a Sub-Fund by Sub-Fund basis with third party creditors having recourse only to the assets of the Sub-Fund concerned.

Each Sub-Fund may offer one or several share classes (the “Share Classes”) for each Sub-Fund, each with different minimum subscription, dividend policies, fee structures or other characteristics and which may be denominated in various currencies. A separate net asset value per share (the “Net Asset Value”) shall be calculated for each issued Share Class in relation to each Sub-Fund. Some of these Sub-Funds or Share Classes may however not be available to all investors. The Company retains the right to offer only one or more Share Classes for purchase by investors in any particular jurisdiction in order to conform to local law, customs or business practice or for fiscal or any other reason. The Company may further reserve one or more Sub-Funds or Share Classes respectively to institutional investors only. The different features of each Share Class and various conditions and restrictions on ownership of Shares are described in the relevant Sub-Fund Appendix.

This Prospectus consists of a general part (the “General Part”), containing all provisions which are applicable to all Sub-Funds and appendices (“Appendices”), describing the Sub-Funds and containing any provisions applicable to them. The Prospectus contains the Appendices for all Sub-Funds, and is available for inspection at the registered office of the Company. Prospectuses containing only one or several Sub-Fund Appendices may be prepared. The Prospectus may be amended or supplemented from time to time. In that case, the investors will be informed accordingly.

In addition, a Key Investor Information Document (“KIID”) is made available at latest the launch date of each relevant Share Class. By subscribing for new Shares, the investors confirm having received the KIID.

The mechanism for the calculation of the Issue Price per Share, plus the imposition of a subscription charge (if any), is set out in each case in the description of the relevant Appendix.

Any Shareholder may request the redemption of all or some of his Shares by the Company on each dealing date (the “Dealing Date”, being the valuation date (the “Valuation Date”) on which a Shareholder may subscribe, redeem or convert Shares as specified in the description of the relevant Appendix) and, subject to certain guidelines (detailed in the section entitled “Redemption of Shares by the Company”), the Company is obliged to redeem the Shares. The redemption price of such Shares (the “Redemption Price”) shall be equal to the Net Asset Value per Share less a redemption charge (if any) as specified in the relevant Sub-Fund Appendix.

The articles of incorporation of the Company (the “Articles of Incorporation”) contain certain provisions granting to the board of directors of the Company (the “Board of Directors”) the power to impose restrictions on the holding and acquisition of Shares (see section entitled “Restrictions on Ownership of Shares”). If a person subsequently becomes the owner of Shares in a situation described in the Company’s Articles of Incorporation and if such fact comes to the attention of the Company, the Shares owned by that person may be compulsorily redeemed by the Company.

Prospective subscribers/purchasers of Shares must themselves obtain all necessary information as to the legal requirements, exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

MANAGEMENT AND ADMINISTRATION

THE COMPANY

UI

15, rue de Flaxweiler
L-6776 Grevenmacher
Grand Duchy of Luxembourg

DIRECTORS OF THE COMPANY

Alain Nati
Chairman and Member of the Board
Managing Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Peter Sasse
Member of the Board
Senior Manager
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Klaus Pyter
Member of the Board
Greenvest S.A.
Moutfort / Grand Duchy of Luxembourg

MANAGEMENT COMPANY

Universal-Investment-Luxembourg S.A.
15, rue de Flaxweiler
L-6776 Grevenmacher
Grand Duchy of Luxembourg

Equity capital: EUR 8.894 million (as at 30 September 2013*)

ADMINISTRATIVE BOARD OF THE MANAGEMENT COMPANY

Bernd Vorbeck
Chairman
Spokesman for the Management
Universal-Investment-Gesellschaft mbH
Frankfurt am Main / Germany

Stefan Rockel
Executive Member of the Administrative Board
Managing Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Alain Nati
Executive Member of the Administrative Board
Managing Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Markus Neubauer
General Manager
Universal-Investment-Gesellschaft mbH
Frankfurt am Main / Germany

(*Up-to-date information on the equity capital of the Management Company is provided in the latest Annual and Semi-Annual Reports.)

DIRECTORS OF THE MANAGEMENT COMPANY

Stefan Rockel
Managing Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Alain Nati
Managing Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

Matthias Müller
Executive Director
Universal-Investment-Luxembourg S.A.
Grevenmacher / Grand Duchy of Luxembourg

CUSTODIAN, PAYING AGENT

State Street Bank Luxembourg S.C.A.
49, Avenue John F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

REGISTRAR AND TRANSFER AGENT

State Street Bank Luxembourg S.C.A.
49, Avenue John F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

CENTRAL ADMINISTRATION, DOMICILIARY AND CORPORATE AGENT

Universal-Investment-Luxembourg S.A.
15, rue de Flaxweiler
L-6776 Grevenmacher
Grand Duchy of Luxembourg

GLOBAL DISTRIBUTOR

Universal-Investment-Luxembourg S.A.
15, rue de Flaxweiler
L-6776 Grevenmacher
Grand Duchy of Luxembourg

AUDITOR

KPMG Luxembourg, Société coopérative
39, Avenue John F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

SUB-FUND SPECIFIC SERVICE PROVIDERS

UI – Petrus Advisers Special Situations Fund UCITS

PORTFOLIO MANAGER

Petrus (UK) LLP
6 New Street Square, New Letter Lane
London EC4A 3AQ
United Kingdom

DISTRIBUTOR

Petrus (UK) LLP
6 New Street Square, New Letter Lane
London EC4A 3AQ
United Kingdom

UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS

Investment Adviser

Azure Wealth LLP
Azure House, 1 Duke's Mews
London W1U 3ET
United Kingdom

DISTRIBUTOR

Azure Wealth LLP
Azure House, 1 Duke's Mews
London W1U 3ET
United Kingdom

UI – AZURE ASSET MANAGEMENT EU PERIPHERY RECOVERY EQUITY FUND UCITS

Investment Adviser

Azure Wealth LLP
Azure House, 1 Duke's Mews
London W1U 3ET
United Kingdom

DISTRIBUTOR

Azure Wealth LLP
Azure House, 1 Duke's Mews
London W1U 3ET
United Kingdom

THE COMPANY

The Company was established in Luxembourg on 21 July 2015 and is registered at the Register of Commerce and Companies of Luxembourg under number B 199203. The Company's articles of incorporation have been published in the Mémorial, Recueil Spécial des Sociétés et Associations (the "Mémorial") on 14 August 2015.

The minimum share capital of the Company is the equivalent of EUR 1,250,000, which shall be reached within six (6) months from its constitution.

The Company has its registered office at 15, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg.

The Company has adopted the status of an investment company with variable capital and qualifies as a collective investment undertaking under Part I of the Luxembourg Law of the 2010 Law.

The Company was established for an unlimited period of time. Its financial year begins on 1 October and closes 30 September of each year.

THE MANAGEMENT COMPANY

The Company is managed by Universal-Investment-Luxembourg S.A., a management company pursuant to Chapter 15 of the 2010 Law and as alternative investment fund manager pursuant to Chapter 2 of the Luxembourg law of 12 July 2013 on alternative investment fund managers as amended.

Universal-Investment-Luxembourg S.A., a public limited company subject to the laws of the Grand Duchy of Luxembourg was established on 17 March 2000 in Luxembourg for an unlimited period of time. It has its registered office at 15, rue de Flaxweiler, L-6776 Grevenmacher.

The Company's articles of incorporation have been filed with the commercial register of the District Court of Luxembourg and were published in the Mémorial on 3 June 2000. The last amendment to the articles of incorporation was published in Mémorial on 2 October 2014.

The object of the Management Company is the formation and management of investment funds subject to Luxembourg law and the performance of all activities associated with the launch and management of these funds.

The tasks assigned to the Management Company include portfolio management, risk management, administrative tasks and sales and marketing. These tasks may be partially or wholly delegated to third parties.

The Company can perform any other transactions and take any other measures that promote its interests or promote or are in any other way useful for its object, and are in accordance with Chapter 15 of the 2010 Law.

The names and sales documentation for all of the funds managed by the Management Company are available at the Company's registered office.

Furthermore, the Management Company can obtain advice from one or more investment advisers and/or may appoint one or more portfolio managers that receive a fee from the assets of the Company in return.

THE PORTFOLIO MANAGERS

The Management Company may appoint different portfolio managers (each a "Portfolio Manager") for one or several Sub-Funds as shall be indicated in the relevant Sub-Fund Appendix. Each Portfolio Manager will, subject to the overall responsibility and control of the Management Company, make investment decisions and take responsibility for the day-to-day discretionary management of the assets of the relevant Sub-Funds.

A description of each Portfolio Manager is set forth in the relevant Appendix of each Sub-Fund. Upon new appointment or removal of a Portfolio Manager notice will be given to the investors concerned and the Prospectus will be updated accordingly.

Pursuant to the portfolio management agreements (the "Portfolio Management Agreements"), each Portfolio Manager, in accordance with the investment objective and policies of the relevant Sub-Fund adopted by the Company, manages the investment and reinvestment of the assets of such Sub-Fund and is responsible for

placing orders for the purchase and sale of investments with brokers, dealers and counterparties selected by it at its discretion.

Under the Portfolio Management Agreements, each of the Portfolio Managers is entitled to receive a management fee calculated and payable as set out in the Appendix of the relevant Sub-Fund. A performance fee may also become payable on the terms set out in the description of the Sub-Fund in the relevant Appendix.

INVESTMENT ADVISERS

The Management Company may appoint different investment advisers (each an “Investment Adviser”) for one or several Sub-Funds as shall be indicated in the relevant Sub-Fund Appendix.

A Portfolio Manager may also appoint one or several Investment Advisers at its own cost and under its own responsibility, supervision, diligence and care.

The Investment Adviser monitors the security markets and analyses the composition of securities portfolios and other investment of Sub-Fund’s assets. The Investment Adviser provides the Management Company/Portfolio Manager with investment recommendations taking into account the principles of the investment policy and investment limits described in the relevant Sub-Fund Appendix. However, the responsibility for all investment decisions remains with the Management Company/Portfolio Manager. The remuneration of the Investment Adviser is paid from the respective Sub-Fund’s assets.

THE CUSTODIAN AND PAYING AGENT

The State Street Bank Luxembourg S.C.A. (the “Custodian”) has been appointed as Custodian and Paying Agent of all of the Fund’s assets. The relationship between the Company and the Custodian is subject to the Custodian Agreement dated as of 21 July 2015 as from time to time amended (the “Custodian Agreement”).

The Custodian has been appointed by the Company as custodian bank for (i) the safekeeping of the cash, securities and all other assets of the Company to be entrusted to it and as well as for (ii) the supervision, in accordance with the 2010 Law, of all assets of the Company. The Custodian having its registered office at 49, Avenue John F. Kennedy, L-1855 Luxembourg.

It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector and specialises in custody, fund administration and related services.

The Custodian’s general mission of supervision should be understood as a two-fold duty:

- the Custodian must know at all times how the assets of the Company have been invested and where they are maintained;
- the Custodian must supervise the third parties with which the assets of the Company have been deposited.

Cash and other assets constituting the assets of the Company shall be held by, or to the order of, the Custodian on behalf of and for the exclusive interest of the shareholders of the Company (the “Shareholders”).

The Custodian may, pursuant to the Custodian Agreement, entrust the safekeeping of securities to other banks, to financial institutions or to securities clearing houses such as Clearstream and/or Euroclear for the purpose of providing local custody of assets. The Custodian’s liability in relation to its supervisory functions shall not be affected by the fact that it has entrusted all or some of the assets in its custody to a third party.

The Custodian will carry out any instructions of the Board of Directors of the Company unless they breach the 2010 Law and will provide settlement services in respect of any transaction relating to the purchase or disposal of the Company’s assets.

The Custodian must ensure that:

- the sale, issue, redemption, conversion and cancellation of Shares are carried out in accordance with the 2010 Law and the Articles of Incorporation;

- in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and
- the income of the Company is applied in accordance with the Articles of Incorporation.

The Custodian shall, in compliance with Luxembourg law and pursuant to the Custodian Agreement, be liable to the Company and the Shareholders for any loss suffered by them as a result of its wrongful failure to perform its obligations or its wrongful or improper performance thereof.

The Custodian will receive for the functions a custody fee calculated at standard market rates as further described in the relevant Sub-Fund Appendix.

In addition to such fees, the Custodian may be reimbursed by the Company for all its reasonable out-of-pocket expenses incurred by it in the performance of its duties and for all fees charged to it by any agent or correspondent (clearing system or bank) with which assets and securities of the Company are deposited.

THE REGISTRAR AND TRANSFER AND AGENT

State Street Bank Luxembourg S.C.A. has also been appointed by the Company as Registrar and Transfer Agent as of 21 July 2015.

THE DOMICILIARY AND CORPORATE AGENT

Universal-Investment-Luxembourg S.A. has been appointed by the Company as Domiciliary and Corporate Agent as of 21 July 2015.

THE INDEPENDENT AUDITOR

KPMG Luxembourg, Société coopérative, as appointed Auditor, having its registered office in the Grand Duchy of Luxembourg at 39, Avenue John F. Kennedy, L-1855 Luxembourg, registered with the Luxembourg register of commerce and companies under number B.149.133.

INVESTOR PROFILE

The investor profile of each Sub-Fund is described in the relevant Appendix of this Prospectus.

GENERAL INVESTMENT OBJECTIVES AND POLICY

The Sub-Fund's assets can be invested in all types of assets authorised under the 2010 Law while observing the principle of risk spreading. The respective investment objective and policy of each Sub-Fund is set forth in the description of the relevant Appendix.

Although the Company will do its utmost to achieve the investment objectives of each Sub-Fund, there can be no guarantee to which extent these objectives will be reached. Consequently, the net asset values of the Shares may increase or decrease and positive or negative returns of different levels may arise.

GENERAL INVESTMENT PRINCIPLES AND RESTRICTIONS

The Company and its Sub-Funds are subject to the following general investment principles and restrictions for undertakings for collective investment in transferable securities, in accordance with the 2010 Law.

1. Eligible investments

(a) The Company will invest only in:

(i) Eligible Transferable Securities and Money Market Instruments, which consists in:

- transferable securities and money market instruments admitted to or dealt in on a stock exchange in an eligible state (within the meaning of Directive 2004/39/EG) (the "Eligible State", being any member of the Organisation for Economic Co-operation and Development ("OECD") and any other country of Europe, North and South America, Africa, Asia and the Pacific Basin);

- transferable securities and money market instruments dealt in on another regulated market (the “Regulated Market”) in an Eligible State, which operates regularly and is recognised and open to the public;
- (ii) recently issued Eligible Transferable Securities and Money Market Instruments PROVIDED THAT:
- the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognised and open to the public, provided that the choice of the stock exchange or the market has been provided for in the constitutional documents of the Company; and
 - such admission is secured within one year of issue;

PROVIDED THAT the Company may also invest in transferable securities and money market instruments which are not Eligible Transferable Securities and Money Market Instruments provided that the total of such investments other than Eligible Transferable Securities and Money Market Instruments shall not exceed 10 per cent of the net assets of the relevant Sub-Fund;

- (iii) UCITS authorised according to Directive 2009/65/EC, as may be amended from time to time and/or other UCIs within the meaning of Article 1, paragraph (2) first and second indents of said Directive, should they be situated in an EU Member State or not, PROVIDED THAT:
- such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU Community law, and that co-operation between authorities is sufficiently ensured;
 - the level of protection for shareholders in the other UCIs is equivalent to that provided for shareholders in a UCITS and in particular that the rules on asset segregation, borrowing, lending, uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC, as may be amended from time to time;
 - the business of the other UCIs is reported in semi-annual 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 per cent of the UCITS’s or the other UCI’s assets, whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;

A Sub-Fund can, under the conditions provided for in article 181 paragraph 8 of the 2010 Law, invest in Shares issued by one or several other Sub-Funds of the Company.

- (iv) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than twelve 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-EU Member State, provided that it is subject to prudential rules considered by the Commission de Surveillance du Secteur Financier (“CSSF”) as equivalent to those laid down in EU law.
- (v) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market; and/or financial derivative instruments dealt in over the counter (“OTC Derivatives”), PROVIDED THAT:
- the underlying consists of instruments covered by Article 41, paragraph (1) of the 2010 Law, financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to its investment objectives as stated in the constitutive documents of the Company;
 - the counterparties to OTC Derivative transactions are financial 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;

(vi) money market instruments other than those dealt in on a Regulated Market, which are liquid and whose value can be determined with precision at any time, if the issuer 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 European Union or the European Investment Bank, a non-EU 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 EU Member States belong; or
- issued by a company any securities of which are dealt in on a Regulated Market; or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU 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 EU 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 and the third indents above in this paragraph (vi) and provided that the issuer is a company whose capital and reserves amount to at least ten million Euros (Euro 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EU, 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.

(b) However, the Company may acquire movable and immovable property which is essential for the direct pursuit of its business.

(c) the Fund may invest up to 10% of its net fund assets in securities and money market instruments other than those named in 1 (a).

(d) The Company may hold ancillary liquid assets.

2. Investment restrictions

(a) The Company may invest no more than 10 per cent of the net assets of the relevant Sub-Fund in transferable securities and money market instruments issued by the same issuing body. The Company may not invest more than 20 per cent of the net assets of the relevant Sub-Fund in deposits made with the same body.

The risk exposure to a counterparty of the Company in an OTC Derivative transaction, a security lending transaction or a repurchase agreement (or reverse repurchase agreement) may not exceed 10 per cent of the net assets of the relevant Sub-Fund when the counterparty is a credit institution referred to in paragraph (1) (a) (iv) above or 5 per cent of the net assets of the relevant Sub-Fund in other cases.

(b) The total value of the transferable securities and money market instruments held by the Company in the issuing bodies in each of which it invests more than 5 per cent of the net assets of the relevant Sub-Fund must not exceed 40 per cent of the net assets of the relevant Sub-Fund. This limitation does not apply to deposits made with financial institutions subject to prudential supervision and to OTC Derivatives with such institutions. Notwithstanding the individual limits laid down in paragraph 2(a) above, the Company may not combine:

- investments in transferable securities or money market instruments issued by a single body;
- deposits made with a single body; and/or
- exposure arising from OTC Derivative transactions undertaken with a single body,

in excess of 20 per cent of the net assets of the relevant Sub-Fund.

- (c) The limit laid down in paragraph 2 (a), first sentence is increased to a maximum of 35 per cent if the transferable securities and money market instruments are issued or guaranteed by an EU Member State, its local authorities, by a non EU Member State or by public international bodies of which one or more EU Member States are members.
- (d) The limit laid down in paragraph 2 (a), first sentence is raised to a maximum of 25 per cent for certain Transferable Debt Securities if they are issued by a credit institution having its registered office in an EU Member State and which is subject, by law, to special public supervision designed to protect the holders of Transferable Debt Securities. In particular, sums deriving from the issue of such Transferable Debt Securities must be invested pursuant to the 2010 Law in assets which, during the whole period of validity of such Transferable Debt Securities, are capable of covering claims attaching to the Transferable Debt Securities and which, in the event of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

When the Company invests more than 5 per cent of its net assets in such Transferable Debt Securities as referred to in the preceding paragraph and issued by one issuer, the total value of these investments may not exceed 80 per cent of the value of the relevant Sub-Fund's net assets.

- (e) The transferable securities and money market instruments referred to in paragraphs 2 (c) and 2 (d) are not taken into account for the purpose of applying the limit of 40 per cent referred to in paragraph 2 (b).

The limits set out in paragraphs 2 (a), (b), (c) and (d) may not be combined; thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with paragraphs 2 (a), (b), (c) and (d) shall under no circumstances exceed in total 35 per cent of the net assets of the relevant Sub-Fund.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in Directive 83/349/EU, as amended, or in accordance with recognised international accounting rules are regarded as a single body for the purpose of calculating the limits contained in paragraphs 2 (a) to (e).

The Company may invest in aggregate up to 20 per cent of the net assets of the relevant Sub-Fund in transferable securities and money market instruments within the same group.

- (f) **Notwithstanding paragraphs 2 (a) to (e) above, the Company is authorised to invest in accordance with the principle of risk spreading up to 100 per cent of the net assets of the relevant Sub-Fund in transferable securities and money market instruments issued or guaranteed by an EU Member State, by its local authorities, by another member of the OECD, the G20 as well as Hong-Kong and Singapore or by public international bodies of which one or more EU Member States are members, provided that the Company holds transferable securities from at least six different issues and transferable securities from one issue do not account for more than 30 per cent of the total net assets of the relevant Sub-Fund.**

(g)

- (i) The Company or the Management Company may not acquire any Shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

- (ii) Moreover, the Company may acquire no more than:

- 10 per cent of the non-voting Shares of the same issuer;

- 10 per cent of the Transferable Debt Securities of the same issuer;

- 25 per cent of the units of the same UCITS and/or other UCI;

- 10 per cent of the money market instruments issued by the same issuer.

- (iii) The limits laid down in the second, third and fourth indents may be disregarded at the time of acquisition if at that time the gross amount of Transferable Debt Securities or money market instruments or the net amount of the transferable securities in issue cannot be calculated.

(iv) The limits contained in paragraphs (g) (i) and (g) (ii) are waived as regards

- transferable securities and money market instruments issued or guaranteed by a EU Member State or its local authorities;
- transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union;
- transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;
- Shares held by UCITS in the capital of a company incorporated in a non-Member State of the European Union which invests its assets mainly in the transferable securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents for the UCITS the only way in which it can invest in the transferable 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 of the European Union complies with the limits laid down in Articles 43 and 46 and Article 48, paragraphs (1) and (2) of the 2010 Law. Where the limits set in Articles 43 and 46 of the 2010 Law are exceeded, Article 49 of the 2010 Law shall apply *mutatis mutandis*;
- Shares held by one or several investment companies 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 unit-holders' request exclusively on its or their behalf.

(h)

- (i) The Company shall not acquire securities which entail unlimited liability;
- (ii) The Company's assets must not be invested in real estate, precious metals, precious metal contracts, commodities or commodities contracts;
- (iii) The Company shall not acquire Shares or units of UCITS and/or other UCIs for more than 10% of a single Sub-Fund's assets.

The investment policy of a Sub-Fund may derogate from the preceding restriction, provided that in such event the Company shall not invest more than 20 per cent of the net assets of the relevant Sub-Fund in a single UCITS or UCI as defined in point 1 (a) (iii) above. For the purposes of applying this investment limit, each compartment of a UCITS or UCI with multiple compartments shall be considered as a separate issuer, provided that the principle of segregation of liabilities of the different compartments is ensured in relation to third parties.

Investments in other UCIs may not exceed in aggregate 30 per cent of the net assets of the relevant Sub-Fund. When the Company has acquired units 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 paragraphs 2 (a) to (e) above.

Notwithstanding the above, the Board of Directors may decide, under the conditions provided for in Chapter 9 of the 2010 Law, that a Sub-Fund ("Feeder") may invest 85% or more of its assets in units of another UCITS ("Master") authorised according to Directive 2009/65/EC (or a Sub-Fund of such UCI).

No subscription or redemption fees may be charged to the Company if the Company invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or the Portfolio Manager (the "Portfolio Manager", as further defined in the relevant Appendix) or by any other company with which the Management Company or the Portfolio Manager is linked by common management or control, or by a substantial direct or indirect holding. If the Company invests a substantial proportion of its net assets in other UCITS and/or UCIs then it shall disclose in its prospectus the maximum level of the management fees that may be charged both to the Company and to the other UCITS and/or UCIs in which it intends to invest. In its annual report the Company shall indicate the maximum percentage of management fees charged both to the Company itself and to the UCITS and/or other UCI in which it invests;

- (iv) the company may not purchase any Eligible Transferable Securities or Money Market Instruments on margin or make short sales of Eligible Transferable Securities or Money Market Instruments or maintain a short position. Deposits or other accounts in connection with derivative contracts such as option, forward or financial futures contracts, permitted within the limits described above, are not considered margins for this purpose;
- (v) the company may not borrow amounts in excess of 10 per cent of the net assets of the relevant Sub-Fund, taken at market value at the time of the borrowing provided that the borrowing is on a temporary basis; provided however that the Company may borrow amounts in excess of 10 per cent of the net assets of the Company, provided that the borrowing is to make possible the acquisition of immovable property essential for the direct pursuit of the Company's business; in such latter case these borrowings may not in any case exceed in total 15 per cent of the net assets of the Company;
- (vi) the company may not mortgage, pledge, hypothecate or in any manner encumber as security for indebtedness any securities owned or held by the Company, except as may be necessary in connection with the borrowings permitted by paragraph (e) above, on terms that the total market value of the securities so mortgaged, pledged, hypothecated or transferred shall not exceed that proportion of the Company's assets necessary to secure such borrowings; the deposit of securities or other assets in a separate account in connection with repurchase, reverse purchase agreements and derivative contracts such as option, forward or financial futures transactions shall not be considered to be mortgage, pledge, hypothecation or encumbrance for this purpose;
- (vii) The Management Company and the Company may not, without prejudice to the application of Articles 41 and 42 of the 2010 Law, grant loans or act as a guarantor on behalf of third parties; the above paragraph shall not prevent the Company from acquiring transferable securities, money market instruments or other financial instruments referred to in Article 41, paragraph (1), items e), g) and h) of the 2010 Law which are not fully paid;
- (viii) The Management Company and the Company may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in Article 41, paragraph (1), items e), g) and h) of the 2010 Law;
 - make investments in any assets involving the assumption of unlimited liability;
 - underwrite transferable securities of other issuers;
 - enter into securities lending transactions, repurchase agreements or reverse repurchase agreements except if and to the extent the Company complies with provisions of CSSF Circular 08/356 on rules applicable to undertakings for collective investment when they employ certain techniques and instruments relating to transferable securities and money market instruments.

The Company does not necessarily need to comply with the limits laid down in this section when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk-spreading, the Company may derogate from Articles 43, 44, 45 and 46 of the 2010 Law for a period of six months following the date of its authorisation.

If the limits referred to in the paragraph above are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

In accordance with the amended CSSF Circular 08/356, CSSF circular 13/559, amended with CSSF circular 14/592 and the "ESMA Guidelines on ETFs and other UCITS issues (ESMA/2014/937)" (the "ESMA Guidelines") techniques may be used for the respective Sub-Fund in order to efficiently manage the portfolio. This includes, inter alia, any form of derivative transactions as well as securities lending transactions or repos.

All income arising from the use of techniques and instruments for efficient portfolio management, less direct and indirect operational costs, accrue to the respective Sub-Fund in order to be reinvested in line with the Sub-Fund's investment policy. The counterparties to the agreements on the use of techniques and instruments for efficient portfolio management will be selected according to the Management Company's principles for executing orders for financial instruments (the "best execution policy"). These counterparties will

essentially comprise recipients of the direct and indirect costs and fees incurred in this connection. The costs and fees to be paid to the respective counterparty or other third party will be negotiated on market terms.

In principle, the counterparties are not affiliated companies of the Management Company.

The use of derivatives or other techniques and instruments for efficient portfolio management must not, under any circumstances, cause the Company to deviate from its investment policy as described in this Prospectus, or expose the Company to additional significant risks that are not outlined in this Prospectus.

The Fund may reinvest cash which it receives as collateral in connection with the use of techniques and instruments for efficient portfolio management, pursuant to the provisions of the applicable laws and regulations, including CSSF Circular 08/356, as amended by CSSF Circular 11/512, and the ESMA Guidelines.

1. Use of derivatives

Subject to a suitable risk management system, the Company may invest in any derivatives that are derived from assets that may be acquired for the respective Sub-Fund, or from financial indices, interest rates, exchange rates or currencies. This includes, in particular, options, financial futures and swaps as well as combinations thereof. They may also be used as part of the investment strategy, in addition to hedging.

Trading in derivatives shall be conducted within the investment limits and provides for the efficient management of the Fund's assets while also regulating investment maturities and risks.

2. Securities lending transactions and repos

The Company is permitted to transfer securities from its own assets to a counterparty in return for remuneration at the market rate for a specific period. The Company will ensure that all securities transferred for securities lending purposes may be returned at any time and that any securities lending agreements entered into may be terminated at any time.

(a) Securities lending transactions

Unless the Company's investment guidelines include any other restrictions in the Special Part below, the Company may enter into securities lending transactions. The respective restrictions can be found in the latest valid version of CSSF circular 08/356.

These transactions may be entered into for one or several of the following purposes: (i) risk reduction, (ii) cost reduction (iii) capital or income increase at a risk rate that corresponds to the risk profile of the Fund as well as to the provisions applicable thereto regarding risk spreading. These transactions can be conducted in respect of 100% of the respective Sub-Fund, provided that (i) the volume of transactions are always kept within a reasonable value or the return of the loaned securities can be requested in such a way that the Company can meet its redemption obligations at any time, and (ii) the transactions do not endanger the administration of the Company assets in accordance with the investment policy of the respective Sub-Fund. The risks of these transactions will be controlled as part of the Management Company's risk management process.

The Company may only enter into securities lending transactions subject to the following provisions:

- (i) the Company may only lend securities through a standardised system run by a recognised clearing house or a securities lending program operated by a first-class financial institution, provided that said financial institution specialises in such transactions and is subject to supervisory provisions which, in the opinion of the CSSF, are comparable to the provisions under EU law.
- (ii) the borrower must be subject to supervisory provisions which, in the opinion of the CSSF, are comparable to the provisions under EU law.
- (iii) the counterparty risk from one or several securities lending transactions associated with an individual counterparty (this risk can be reduced by using collateral) — in the case of financial institutions defined under Article 41(1) (f) of the 2010 Law — may not exceed 10% of the assets of the respective Sub-Fund or, in all other cases, 5% of its assets.

The Management Company will disclose the full value of the loaned securities in the annual and semi-annual reports of the Fund.

Securities lending transactions may be conducted in respect of individual unit classes, taking into consideration their respective specific characteristics and/or investor profiles. All income and collateral in connection with such securities lending transactions is accumulated within the respective unit class.

(b) Repos Unless otherwise stipulated in the Articles of Incorporation, the Prospectus or the relevant Sub-Fund Appendix, the Company may (i) carry out repos consisting of the purchase and sale of securities and the right or obligation of the seller to buy back the sold securities from the buyer at a price and under conditions contractually agreed by both parties, and it may (ii) firstly enter into reverse repos which consist of futures transactions which, upon maturity, the seller (counterparty) is required to purchase back the sold securities and the Fund is required to return securities received in the transaction (collectively: "repos").

The respective Sub-Fund may act as the buyer or the seller of individual repo or a series of ongoing repos. Participation in such transactions is, however, subject to the following terms:

- (i) The Sub-Fund may only buy or sell securities as part of a repo if the counterparty of said transaction is subject to supervisory provisions which, in the opinion of the CSSF, are comparable to the provisions under EU law.
- (ii) The counterparty risk from one or several repos associated with an individual counterparty (this risk can be reduced by using collateral) — in the case of financial institutions defined under Article 41(1)(f) of the 2010 Law — may not exceed 10% of the assets of the respective Sub-Fund or, in all other cases, 5% of its assets.
- (iii) Throughout the duration of a repo in which the Sub-Fund acts as the purchaser, it may not buy the security contained in the contract until the counterparty has exercised its right to repurchase this security or the period for repurchase has expired, unless the Sub-Fund has other means of coverage.
- (iv) The securities acquired by the Sub-Fund in connection with a repo must comply with its investment policy and investment restrictions and be limited to:
 - short-term bank certificates or money market instruments pursuant to the definition in Directive 2007/16/EC of 19 March 2007.
 - These may be non-sovereign issuers which provide adequate liquidity, or
 - assets which are referred to the above (b) Repos).
- (v) The Management Company shall disclose the full value of open repos on the date of its annual and semi-annual reports.

Repos may be conducted in respect of individual unit classes, taking into consideration their respective specific characteristics and/or investor profiles. All income and collateral in connection with repos is accumulated within the respective unit class.

3. Management of collateral for transactions with OTC derivatives and efficient portfolio management techniques

The Company may contain collateral for transactions with OTC derivatives and reverse repos in order to reduce counterparty risk. As part of its securities lending transactions, the respective Sub-Fund must receive collateral whose value for the term of the agreement is equal to at least 90% of the total value of the loaned securities, taking into account interest, dividends, other possible rights and any agreed discounts or minimum transfer amounts.

In order to secure obligations, the Company may accept all collateral which corresponds to the rules of CSSF circulars 08/356, 11/512 and 14/592.

This collateral must be received prior to or at the time of the transfer of the loaned securities in the case of securities lending. If the securities are lent through intermediaries, the transfer of the securities prior to receipt of the collateral is permitted if the respective intermediary guarantees the proper completion of the transaction. Said intermediaries may provide collateral instead of the borrower.

In principle, the collateral for securities lending transactions, reverse repos and transactions with OTC derivatives, excluding currency futures transactions, must be provided in one of the following forms:

- liquid assets such as cash, short-term bank deposits, money market instruments pursuant to the definition in Directive 2007/16/EC of 19 March 2007, letters of credit and guarantees payable on first demand, which are issued by first-class credit institutions not connected to the counterparty, e.g. bonds issued by an OECD Member State or its regional bodies or by supranational institutions and authorities at community, regional or international level, or
- bonds which are issued or guaranteed by first-class issuers and are reasonably liquid.

Collateral which is not in the form of cash must be issued by a legal entity which is not connected to the counterparty.

If collateral is provided in the form of cash and, as a result, a credit risk arises for the respective Sub-Fund in connection with the administrator of said collateral, this is subject to the 20% restriction as stipulated in Article 43(1) of the 2010 Law. In addition, such cash collateral may not be held in custody by the counterparty unless said collateral is protected from the consequences of a payment default by the counterparty.

Non-cash collateral may not be held in custody by the counterparty unless it is properly separated from the counterparty's own assets.

If collateral meets a series of criteria such as the standards for liquidity, valuation, the credit rating of the issuer, correlation and diversification, it may be offset against the gross commitment of the counterparty. If collateral is offset, its value may be reduced by a percentage rate as a result of the price volatility of the collateral (a "discount") which may trigger, amongst other things, short-term fluctuations in the value of the commitment and the collateral.

The criteria for reasonable diversification with respect to the issuer concentration shall be considered to be met if the Sub-Fund receives a collateral basket for the efficient management of the portfolio or for transactions with OTC derivatives of which the maximum total value of the open positions in relation to a specific issuer does not exceed 20% of the net asset value. If the Sub-Fund has various counterparties, the various collateral baskets should be aggregated in order to calculate the 20% limit for the total value of the open positions in relation to a single issuer.

The discounts applied to collateral are influenced either by:

- the credit rating of the counterparty;
- the liquidity of the collateral;
- the collateral's price volatility;
- the credit rating of the issuer; and/or
- the country or the market on which the collateral is traded.

In order to adequately take into account the risks associated with the respective collateral, the Management Company determines whether the value of the collateral to be requested should be increased, or whether this value should be depreciated by a suitable conservative discount (haircut). The more volatile the value of the collateral is, the higher the discount will be.

The Administrative Board of the Management Company determines an internal regulation that defines the details on the above-mentioned requirements and values, particularly regarding the types of collateral accepted, the amounts to be added to and subtracted from the respective collateral, as well as the investment policy for liquid funds that are deposited as collateral.

The discounts applied will be examined at regular intervals and at least once a year to ensure that they are reasonable and, if necessary, shall be adjusted accordingly. Currently, the Management Company has determined the following requirements as well as applicable discounts and mark-ups in relation to the respective collateral:

(a) Permitted collateral

- Cash, call money with daily availability in EUR, USD, GBP or in the respective Fund currency. The delegee-bank shall be rated A or higher;

- government bonds, supra national bonds, government guaranteed bonds and bonds of German Federal States (“Bundesländer”);
- corporate bonds;
- covered bonds pursuant to the regulations of Germany (German “Pfandbriefe”) Denmark, Finland, France, Italy, Luxembourg, Norway, Sweden;”);
- bonds in general: unlimited maturity, but higher haircuts (see below);
- ordinary Shares and preference Shares from a permitted index (s. Appendix A of the internal regulation)

Transferable securities shall have one of the following currencies: EUR, USD, DKK or GBP.

The counterparty and issuer of the collateral shall not belong to the same group.

(b) Forbidden collateral

- Structured products (e.g. embedded options, coupon or notional depending from a reference asset or trigger, stripped bonds, convertible bonds);
- securitizations (e.g. ABS, CDO);
- GDRs (Global Depositary Receipts) and ADRs (American Depositary Receipts);

(c) Quality requirements

The emission-rating (lowest of S&P, Moody’s or Fitch) of bonds respectively the issuer-rating in case of Shares has to be of investment grade. Often, stricter requirements apply, e.g. AA rating, exemptions for determined funds are possible:

With respect to Funds, for which no collateral with a minimum rating of AA is available, a downgrade of the minimum rating within the range of investment-grade (at least equivalent to BBB-) is authorized. In this case higher haircuts have to be applied.

Collateral shall be rateable and liquid. Indicators for liquidity are:

- bid-ask-spread;
- existence of broker quotes;
- trade volume;
- time stamps respectively actuality of quotes.

The abovementioned indicators shall be evident on Bloomberg-pages with free access.

The issuer shall be legally independent from the counterparty.

(d) Quantity requirements

(1) Concentration risk in relation to the collateral portfolio should be avoided respectively limited by the following measures/limits:

- the proportion of sector and country (outside the EURO zone) per fund with respect to a counterparty shall be of a maximum of 30 % of the overall collateral;
- the nominal of bonds per fund shall with respect to all counterparties shall be of a maximum of 10 % of the overall issue volume;
- the volume with respect to Shares shall not exceed 50 % of the average daily volume (on the basis of the last 30 days on the main stock exchange) and 1 % of the market capitalization.

AAA-rated government bonds are not subject to the abovementioned limits.

(2) haircut

With respect to the fact that CSSF Circular 11/512 requires the implementation of points 2 and 3 of Box 26 of the ESMA Guidelines 10-788 whereupon “for the valuation of the collateral presenting a significant risk of value fluctuation, UCITS should apply prudent discount rates”, the Management Company has determined discounts with respect to the different asset classes.

The current haircuts are as follows:

- in case of Shares 25 %;
- in case of cash in a foreign currency 4 %;
- in case of government bonds and covered bonds depending on the residual maturity:

residual maturity	haircut
0 – 2 years	1 %
2 - 5 years	2 %
5 - 10 years	3 %
> 10 years	5 %

The Management Company will examine the determined haircuts on a regular basis in order to identify if these values are still appropriate or if a revaluation is necessary given the current market conditions.

The Management Company (or its representatives) value(s) the collateral received on behalf of the Sub-Fund. If the value of the collateral already granted appears to be insufficient in relation to the amount to be covered, the counterparty must very quickly provide additional collateral. If the value is adequate, the exchange rate or market risks associated with the assets accepted as collateral will be taken into consideration by collateral margins.

The Company will ensure that its collateral rights can be enforced if an event requires the exercise thereof, i.e. the collateral must be available in such a form, either directly or via an intermediary of a first-class financial institution, or a wholly-owned subsidiary of said institution that allows the Company to acquire or value assets provided as collateral if the counterparty fails to meet its obligations to return the loaned securities.

Throughout the duration of the agreement, collateral may not be disposed of, provided as collateral in another form or pledged unless the respective Sub-Fund has other means of coverage.

If a Sub-Fund accepts collateral for at least 30% of its assets, it will check the associated risk including by way of regular stress tests, the effects of changes in the market value and the liquidity of the collateral under normal and exceptional conditions.

The description of each Sub-Fund in the relevant Appendix may contain additional parameters in this respect. In order to achieve the investment objective, the relevant Portfolio Manager may use (without limitation) the derivative instruments if and as provided in the relevant Sub-Fund Appendix.

The Company's annual report will contain information on income from efficient portfolio-management techniques for the Sub-Funds' entire reporting period, together with details of the Sub-Funds' direct (e.g. transaction fees for securities, etc.) and indirect (e.g. general costs incurred for legal advice) operational costs and fees, insofar as they are associated with the management of the corresponding Fund/Sub-Fund.

Universal-Investment-Luxembourg S.A., as Management Company of the Company, does not act as securities lending agent. If Universal-Investment-Luxembourg S.A. takes over this function and activity, the Prospectus will be updated accordingly.

The Company's annual report will provide details on the identity of Companies associated with Universal-Investment-Luxembourg S.A. or the Custodian of the Company, provided they receive direct and indirect operational costs and fees.

In principle, the counterparties are not affiliated companies of the Management Company.

RISK MANAGEMENT PROCEDURE

The Management Company has issued a risk management procedure describing all of the framework conditions, processes, measures, activities and structures that are relevant to the efficient and effective implementation and improvement of the risk management and risk reporting system. Pursuant to the 2010 Law and applicable regulatory circulars issued by the CSSF, the Management Company regularly sends a report to the CSSF about the risk management procedure that is applied. The regulatory circulars issued by the CSSF describe the code of conduct that undertakings for collective investment in transferable securities have to comply with as regards the application of a risk management procedure and the use of derivative financial instruments. In the regulatory circular of the CSSF, funds which are subject to Part 1 of the 2010 Law are referred to supplementary information on the use of a risk management procedure as defined in Article 42 (1) of the 2010 Law and on the use of derivative financial instruments as defined in Article 41 (1) g of that law.

The risk management policies mentioned in the regulatory circular must enable, among other things, the measurement of the market risk (including the overall risk), which could be significant for the fund in view of its investment objectives and strategies, the management style and methods used for the management of the fund and the valuation processes and which could therefore have a direct impact on the interests of the shareholders of the fund being managed.

To this end, the Management Company employs the following methods provided for in accordance with the legal requirements:

Commitment Approach:

In the "Commitment Approach", the positions from derivative financial instruments are converted into their equivalent positions in the underlying assets using the delta approach (in the case of options). Netting and hedging effects between derivative financial instruments and their underlying assets are taken into account in the process. The total of these equivalent positions in the underlying assets may not exceed the total net value of the fund's portfolio.

VaR Approach:

The Value-at-Risk (VaR) ratio is a mathematical and statistical concept, which is used as a standard measure of risk in the financial sector. The VaR indicates a portfolio's possible loss during a certain period of time (called the holding period), where there is a specific probability (called the confidence level) that it will not be exceeded.

Relative VaR Approach:

In the relative VaR approach, the VaR (confidence level 99%, 1 day holding period, 1 year observation period) of the fund may not exceed the VaR of a reference portfolio by more than double in relation to the market risk potential of derivative-free reference assets. With this approach, the reference portfolio is strictly a representation of the fund's investment policy.

Absolute VaR Approach:

In the absolute VaR approach, the VaR (99% confidence level, 1 day holding period, 1 year observation period) of the fund may not exceed 4.4% of the fund's assets.

Leverage:

The use of derivatives can have a major impact, either positive or negative, on the value of the fund's assets. In order to represent this as a percentage, the leverage is calculated. This percentage figure expresses by how much a portfolio would rise or fall if derivative positions were to be used. To determine the leverage, the nominal values of the derivatives are calculated and compared with the existing portfolio.

In the case of funds that have not yet been launched, the anticipated leverage is initially estimated. The estimate is made using assumptions that take account of the fund's strategy.

Please note the leverage effect can turn out to be higher since its calculation is based on the total nominal values of the derivatives held by the fund. Any possible reinvestment effects arising from securities in repurchase agreements are also taken into account.

The actual leverage effect, on the other hand, is subject to fluctuations on the security markets over the course of time and can therefore also turn out to be higher as a result of exceptional market conditions.

Specific Information and the description of the Risk Management Procedure for each Sub-Fund will be described in the description of the Appendix relating to the relevant Sub-Fund.

RISK FACTORS

The following statements are intended to inform Shareholders of the uncertainties and risks associated with investments and transactions in transferable securities, money market instruments, structured financial instruments and other financial derivative instruments. Shareholders should remember that the price of Shares and any income from them may fall as well as rise and that Shareholders may not get back the full amount invested. **Past performance is not necessarily a guide to future performance and Shares should be regarded as a medium to long-term investment.** Where the currency of the relevant Sub-Fund varies from the investor's currencies, or where the currency of the relevant Sub-Fund varies from the currencies of the markets in which the Sub-Fund invests, the prospect of additional loss (or the prospect of additional gain) to the investor is greater than the usual risks of investment.

Investment objectives express an intended result but there is **no guarantee** that such a result will be achieved. Depending on market conditions and the macro- economic environment, investment objectives may become more difficult or even impossible to achieve. **There is no express or implied assurance as to the likelihood of achieving the investment objective for a Sub-Fund.**

The investment performance of each Sub-Fund is directly related to the investment performance of the underlying investments held by such Sub-Fund. The ability of a Sub-Fund to meet its investment objective depends upon the allocation of the Sub-Fund's assets among the underlying investments and the ability of an underlying investment to meet its own investment objective. It is possible that an underlying investment will fail to execute its investment strategies effectively. As a result, an underlying investment may not meet its investment objective, which would affect the Sub-Fund's investment performance.

Risks associated with Shares of the Company

The investment in fund Shares is a form of investment that is characterised by the principle of risk spreading. It cannot, however, be ruled out that the risks associated with an investment in fund Shares, which result in particular from the investment policy of the fund, the value of assets contained in the fund and the share business, might exist. Fund Shares are comparable with securities as regards their opportunities and risks and in particular also in combination with instruments and techniques, where applicable. In the case of funds Shares denominated in foreign currencies, there are exchange rate opportunities and risks. It must also be considered that such Shares are subject to a so-called transfer risk. The purchaser of Shares will only achieve a profit on the sale of his Shares if their growth in value exceeds the front-end load paid on their purchase, taking into account the redemption commission. The front-end load can reduce the performance for the investor or even lead to losses in the case of only short periods of investment. A loss risk can be associated with the custody of assets, especially abroad, which can result from the insolvency, breaches of the duty of care or abusive conduct of the custodian or a sub-custodian (custodial risks). The Fund may become the victim of fraud or other criminal activities. It may sustain losses through misunderstandings or errors by employees of the Management Company or external third parties or be damaged by external events such as natural disasters (operational risks).

Risks associated with the assets of the Company

Counterparty Risk

The Company will be subject to the risk of the inability of any counterparty to perform with respect to transactions, whether due to insolvency, bankruptcy or other causes.

Counterparty Default

In general, there is less regulation and supervision of transactions in the OTC markets (in which forward and option contracts, credit default swaps, total return swaps and certain options on currencies and other financial derivative instruments are generally traded) than of transactions entered into on organized stock exchanges. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, a Sub-Fund entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Sub-Fund will sustain losses. The Sub-Fund will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of letters of credit or collateral from certain counterparties. In addition, as the OTC market may be illiquid, it might not be possible to execute a transaction or liquidate a position at the price it may be valued in the Sub-Fund.

Concentration risk

A risk can arise from a concentration of investment in certain assets or markets. Then the Fund is particularly heavily dependent on the performance of these assets or markets.

General security risks

When selecting the assets the expected performance of the assets is in the foreground. At the same time it must be considered that securities also bear risks as well as the opportunities of price gains and revenue, since the prices can fall below acquisition prices.

Company-specific risks

Company-specific risks describe the risks, which have directly and indirectly to do with the company itself. This means in particular the situation of the company in the market environment, management decisions and similar circumstances that directly concern the company. Among the general conditions are especially the inflation rate, the level of base rates, fiscal and legal conditions and the general market psychology. It can be observed over and over again that Shares or whole stock markets are subject to considerable price fluctuations and evaluation fluctuations without the general conditions changing.

Special features of Shares

Shares and securities with share-like character (e.g. index certificates) are subject to large price fluctuations from experience. Therefore they offer opportunities of considerable price gains, which are nevertheless set against comparable risks. Influencing factors on share prices are primarily the profit performance of individual companies and sectors as well as whole-economy developments and political perspectives, which determine the expectations on the security markets and thereby the formation of rates.

Special features of fixed interest securities

Influencing factors on price changes of fixed interest securities are primarily the interest rate developments on the capital markets, which in turn are influenced by whole-economy factors. When capital market interest rates rise, fixed interest securities can suffer falls in prices, while they can report price increases when capital market interest rates fall. The price changes are also dependent on the term or remaining term of the fixed interest securities. As a rule fixed interest securities with shorter terms exhibit lower price risks than fixed interest securities with longer terms. On the other hand, however, lower yields and higher reinvestment costs have to be taken into account due to the more frequent maturities of the security portfolio.

The creditworthiness risk

Even with the careful selection of the securities to be purchased, the creditworthiness risk, i.e. the loss risk through inability of issuers to pay (issuer risk), cannot be ruled out.

The credit risk

The Fund can invest part of its assets in government and company bonds. The issuers of these bonds can become insolvent in some circumstances, whereby the value of the bonds can be lost wholly or partly. Because of the dependence on the creditworthiness of the issuer and the general market liquidity there can be increased volatility.

Country risk

To the extent that the fund focuses on certain countries within the context of its investment, this also reduces the spread of risks. As a result of this the fund is dependent to a particular extent on the development of single or related countries or on the companies registered or active in these countries.

Risks in Investing in Emerging Markets

The political and economic situation in countries with emerging markets can be subject to significant and rapid changes. Such countries may be less stable politically and economically in comparison to more developed countries and be subject to a considerable risk of price fluctuations. This instability is caused among other things by authoritarian governments, military involvement in political and economic decision making, hostile relations with neighbouring states, ethnic and religious problems and racial conflicts, etc. These, as well as unexpected political and social developments, can have an effect on the value of the

investments of the Fund in these countries and also affect the availability of the investments. Moreover the payment of earnings from the redemption of Shares of the Fund investing in the emerging market can be delayed in some circumstances. Due to the fact that the security markets are very inexperienced in some of these countries and that the number of the tradable volumes can possibly be limited, there may be increased illiquidity of the Fund as well as an increased amount of administration that must be carried out before the acquisition of an investment.

Investments issued by companies domiciled in countries with emerging markets can be affected by the fiscal policy. At the same time it must be noted that no provision is made to safeguard existing standards. This means that fiscal provisions especially can be changed at any time and without prior notice, and in particular retroactively. Such revisions can have negative effects for the investors in certain circumstances.

Special features of structured products

When investing in certificates and structured products, the risk characteristics of derivatives and other special investment techniques and financial instruments must be considered as well as the risk characteristics of securities. Generally they are also exposed to the risks of their underlying markets and/or underlying instruments and therefore often entail increased risks. Potential risks of such instruments can arise for example from the complexity, non-linearity, high volatilities, low liquidity, limited means for valuation, risk of absence of income, or even total loss of the invested capital or from the counterparty risk.

Currency risks

When investing in foreign currencies and in transactions in foreign currencies there are chances and risks of changes in exchange rates. It must also be borne in mind that investments in foreign currencies are subject to a so-called transfer risk.

Currency hedging transactions

Currency hedging transactions serve to reduce exchange rate risks. Because these hedging transactions can occasionally only partially protect the Fund's assets or protect against exchange rate losses to a limited extent it can, however, not be ruled out that exchange rate changes can negatively influence the performance of the Fund's assets.

Forward exchange contracts

The costs and possibly losses arising from forward exchange contracts and/or the acquisition of corresponding option rights and warrants, reduce the performance of the Fund. Transactions with forwards, particularly those traded over the counter, bear an increased counterparty risk. In the event that its counterparty fails it is possible that the Fund will not receive the expected payments or counter values. This can lead to a loss.

Risk associated with the use of securities lending transactions and repos

In the event of default by the counterparty of a securities lending transaction or repo, the Fund may suffer a loss to the extent that the income from the sale of collateral held by the Fund in connection with the securities lending transaction or repo is less than the securities handed over. In addition, the Fund may also suffer losses as a result of the bankruptcy or other corresponding similar proceedings against the counterparty of the securities lending transaction or repo or any other form of failure to comply with the return of securities, such as the loss of interest or loss of the respective security as well as default and enforcement costs in connection with the securities lending transaction or repo. It is to be assumed that the use of an acquisition with a repurchase option or a reverse repurchase agreement and securities lending agreement will have no significant effect on the performance of the respective Sub-Fund. However, this use may have a significant effect — which may be either positive or negative — on the net asset value of the Sub-Fund.

Note on borrowing by the Fund

The interest accrued for borrowing reduces the performance of the Fund. These burdens are, however, set against the opportunity of increasing the income of the Fund by raising credit.

Measures for risk reduction and risk avoidance

The Management Company and/or Investment Adviser and/or Portfolio Manager try to optimise the opportunity/risk ratio of a security investment using modern analysis methods. At the same time the Fund's liquid funds serve the goal of the investment policy by reducing the influence of possible price reductions in

the security investments within a framework of shifting and temporary higher cash balances. Nevertheless no assurance can be given that the goals of the investment policy will be achieved.

Credit Default Swaps

Credit Default Swaps (CDS) normally serve to protect from creditworthiness risks, which arise for an investor or a fund from the purchase of bonds and from lending. These are agreements between two parties, whereby the secured party makes premium payments to the security provider over the term of the cover so that he will be compensated for losses in the future (credit default payment), if the creditworthiness of the issuer should deteriorate or the issuer fails (credit event). The counterparties are first class financial institutions, which are specialised in such transactions.

Specific risks inherent with investing in the Sub-Funds are described in the relevant Appendix of this Prospectus.

DETERMINATION OF NET ASSET VALUE

The Net Asset Value per Sub-fund, Net Asset Value per Share, Net Asset Value per Class, the Redemption Price of Shares and the Issue Price of Shares shall be determined on each Valuation Date, at least twice a month. The Valuation Dates for each Sub-Fund are indicated in the relevant Appendix.

The Net Asset Value of each Sub-Fund and the Net Asset Value of the relevant Class shall be expressed in the currency of each Sub-Fund as described in the relevant Appendix. Whilst the reporting currency of the Company is the Euro, the Net Asset Value is made available in the currency of each Sub-Fund as described in the relevant Appendix. The Net Asset Value shall be determined on each Valuation Date separately for each Share of each Sub-Fund and for each Class dividing the total Net Asset Value of the relevant Sub-Fund and of the relevant Class by the number of outstanding Shares of such Sub-Fund and of the relevant Class.

The Net Asset Value shall be determined by subtracting the total liabilities of the Sub-Fund or Class from the total assets of such Sub-Fund or Class in accordance with the principles laid down in the Company's Articles of Incorporation and in such further valuation regulations as may be adopted from time to time by the Board of Directors.

Valuation of Investments

Investments shall be valued as follows:

- (1) The value of any cash in hand or on deposit, discount notes, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received shall be 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 shall be arrived at after making such provision as the Company may consider appropriate in such case to reflect the true value thereof.
- (2) The value of all securities which are listed on an official stock exchange is determined on the basis of the last available prices. If there is more than one stock exchange on which the securities are listed, the Board of Directors may in its discretion select the stock exchange which shall be the principal stock exchange for such purposes.
- (3) Securities traded on a regulated market are valued in the same manner as listed securities.
- (4) Securities which are not listed on an official stock exchange or traded on a regulated market shall be valued by the Company in accordance with valuation principles decided by the Board of Directors, at a price no lower than the bid price and no higher than the ask price on the relevant Valuation Date.
- (5) Derivatives and repurchase agreements which are not listed on an official stock exchange or traded on a regulated market shall be valued by the Company in accordance with valuation principles decided by the Directors on the basis of their marked-to-market price.
- (6) Term deposits shall be valued at their present value.
- (7) Traded options and futures contracts to which the Company is a party which are traded on a stock, financial futures or other exchange shall be valued by reference to the profit or loss which would arise on closing out the relevant contract at or immediately before the close of the relevant market.

All securities or other assets for which the valuation in accordance with the above sub-paragraphs would not be possible or practicable, or would not be representative of their fair realisation value, will be valued at their fair realisation value, as determined in good faith and prudently pursuant to the procedures established by the Board of Directors.

Amounts determined in accordance with such valuation principles shall be translated into the currency of the Sub-Fund's accounts at the respective exchange rates, using the relevant rates quoted by a bank or another first class financial institution.

Valuation of Liabilities

The liabilities of the Company shall be deemed to include:

- (1) all borrowings, bills and other amounts due;
- (2) all administrative expenses due or accrued including (but not limited to) the costs of its constitution and registration with regulatory authorities, as well as legal and audit fees and expenses, the costs of legal publications, the cost of listing, prospectus, financial reports and other documents made available to Shareholders, translation expenses and generally any other expenses arising from the administration of the Company;
- (3) all known liabilities, due or not yet due including all matured contractual obligations for payments of money or property, including the amount of all dividends declared by the Company which remain unpaid until the day these dividends revert to the Company by prescription;
- (4) any appropriate amount set aside for taxes due on the date of the valuation of the Net Asset Value and any other provision of reserves authorised and approved by the Board; and
- (5) any other liabilities of the Company of whatever kind towards third parties.

For the purposes of valuation of its liabilities, the Company may duly take into account all ongoing or periodic administrative and other expenses by valuing them for the entire year or any other period and by dividing the amount concerned proportionately for the relevant fractions of such period.

Amounts determined in accordance with such valuation principles shall be translated into the currency of the Sub-Fund's accounts at the respective exchange rates, using the relevant rates quoted by a bank or another first class financial institution.

ISSUE OF SHARES BY THE COMPANY

All the Shares are issued and redeemed at an unknown Net Asset Value.

Whenever the Company issues Shares, the issue price per Share shall (the "Issue Price") be based on the Net Asset Value per Share for the relevant Sub-Fund calculated in the manner set out under "*Determination of the Net Asset Value*".

The latest Issue and Redemption Prices are made public at the registered office of the Company.

The Company or the Management Company may fix a minimum subscription amount for each Sub-Fund which, if applicable, is indicated in the description of the relevant Appendix.

The Company or the Management Company reserve the right from time to time to waive any requirements relating to the minimum subscription amount as and when it determines in its reasonable discretion and by taking into consideration the equal treatment of Shareholders.

The mechanism for the calculation of the Issue Price, plus the imposition of a subscription charge (if any), is set out in each case in the description of the relevant Appendix. The subscription charge(s) goes to the relevant Sub-Fund and/or to the distributor (as determined in the relevant Sub-Fund Appendix) and it can be waived, provided that all investors having filed a subscription request for the same Dealing Date in the same circumstances are treated equally. Subject as set out in the relevant Appendix, the Issue Price shall be rounded to 2 decimals and any related subscription amounts will be rounded to the next currency unit. No issue of Shares shall be effected by the Company unless the price for the relevant Shares has been received by the Registrar and Transfer Agent. Payment of Shares must in principle be made in the currency of each Sub-Fund, as described in the relevant Appendix. The Company or the Management Company may, in their discretion, decide to accept payment by contribution of assets in compliance with the investment policy and the investment objective of the relevant Sub-Fund. The valuation of any such subscription in kind will be confirmed in a report prepared by the Company's auditor, to the extent required by Luxembourg law and any cost of such subscription in kind will have to be borne by the investor.

Save as set out in the relevant Appendix, duly completed and irrevocable application must be received by the Registrar and Transfer Agent no later than 4 p.m. (Luxembourg time) on the Business Day prior to the relevant Dealing Date. The Management Company may decide that applications to subscribe may be made by electronic file transfer. Any application form received after this cut-off time will be processed on the next Dealing Date subject to the reception of cleared subscription monies in accordance with the following paragraph. Order confirmation notices will be sent to Shareholders at the latest the first Business Day following the execution of the subscription order.

As a result of Luxembourg anti-money laundering laws the Registrar and Transfer Agent shall require that an application to subscribe Shares be accompanied by appropriate documents, as defined in the appendix to the subscription form, enabling the Registrar and Transfer Agent to check the identity of the investors. The Registrar and Transfer Agent reserves the right to delay the processing of an application until receipt of satisfactory documentary evidence or information for the purpose of compliance with applicable laws.

Save as set out in the relevant Appendix, the Subscription Price, payable in the Reference Currency of the relevant Class, must be paid by the investor and received by the Registrar and Transfer Agent within three (3) Business Days after the Valuation Day.

The Company and the Management Company may at their entire discretion refuse subscription requests and any acceptance of a subscription request is conditional upon receipt of cleared subscription funds. Persons the subscription of which has been refused and that have already paid will be reimbursed by money transfer (without interest) made at the entire risk of the relevant person.

SHAREHOLDER CONFIRMATIONS

Shares will be issued in registered form. The Shares are evidenced by entries in the Company's register of Shareholders. Confirmations of shareholdings will be issued and delivered at the latest the first business day (the "**Business Day**", being a day (other than a Saturday or Sunday) on which commercial banks and stock exchange markets simultaneously settle payments in Luxembourg and Frankfurt am Main, or as specified in the description of the relevant Appendix) following the execution of the subscription order. Shares may be issued with fractions of up to three (3) decimals (0,001) or such other fractions as specified in the description of the relevant Appendix.

No share certificates will be delivered.

Shares may further be issued in global certificated form and shall be traded via Euroclear and Clearstream or any other approved clearing system.

REDEMPTION OF SHARES BY THE COMPANY

All the Shares are redeemed at an Net Asset Value.

Any Shareholder may request the redemption of Shares on every Dealing Date of the relevant Sub-Fund provided that such request must be received in writing by fax or letter by the Company, a distributor (as detailed in the description of the relevant Appendix) or the Registrar and Transfer Agent accompanied by the relevant Share certificates, if any, and the documents evidencing any transfer of Shares within the time limit applicable to the relevant Sub-Fund (and Class) as specified in the relevant Appendix. The Management Company may decide that applications for redemptions may be made by electronic file transfer. If the request is received outside this time limit, the Registrar and Transfer Agent shall defer the redemption until the following Dealing Date. The Company must accept such request and redeem the Shares so tendered, provided that the Company shall not be bound to redeem more than 10 per cent of the total number of Shares of the relevant Sub-Fund or Class of Shares then in issue and outstanding. Requests for the redemption of Shares received by the Company or by the Registrar and Transfer Agent are irrevocable. Any Shares redeemed by the Company will be cancelled.

A redemption charge as described in the relevant Appendix (if any) can be levied. The redemption charge may be allocated to the relevant Sub-Fund and/or the distributor, as shall be set forth in the description of the relevant Appendix. It may be waived provided that all Shareholders who have filed a redemption request for the same Dealing Date under the same circumstances are treated equally.

Save as set out in the relevant Appendix, redemption requests must be received by the Registrar and Transfer Agent or the Company no later than 4 p.m. (Luxembourg time) on the Business Day prior to the relevant Dealing Date. Redemption proceeds will be paid not later than the Payment Date. Order confirmation

notices will be sent to Shareholders at the latest the first Business Day following the execution of the redemption request.

Save as set out in the relevant Appendix, redemption requests should state the number, form, Class and the name of the Sub-Fund of the Shares to be redeemed as well as the necessary references enabling the payment of the redemption proceeds. Order confirmation notices will be sent to the Shareholders at the latest the first Business Day following the execution of the redemption request.

The company is not obliged to redeem more than 10% of the Shares issued to date on a valuation day. If redemption applications for a larger number of Shares than stated is received by the company on a valuation day, the company reserves the right to postpone the redemption of Shares, which exceed 10% of the Shares issued to date, until the fourth (4) valuation day following that one. On such following Dealing Dates such requests shall be complied with in priority to later requests.

The Redemption Price to be paid by the Company for the redemption of its Shares shall be equal to the Net Asset Value per Share (see the section entitled "*Determination of Net Asset Value*") on the Dealing Date in respect of which redemption is made, less a redemption charge (if any) as specified in relevant Appendix. Subject as set out in the relevant Appendix, the Redemption Price will be rounded to two decimals and redemption proceeds will be rounded to the next currency unit. The Redemption Price shall be payable in the currency of Sub-Funds indicated in the relevant Appendix.

The Redemption Price may be higher or lower than the subscription price paid by the Shareholder at the time of subscription/purchase depending on whether the Net Asset Value per Share has appreciated or depreciated.

The Redemption Price shall be paid within such period after the relevant Dealing Date or after the date by which the Share certificates (if issued) have been received by the Company as shall be set forth in the description of the relevant Appendix.

The Management Company shall use its best efforts to maintain an appropriate level of liquidity in its assets so that the redemption of the Shares can, under normal circumstances, be made without delay upon request by the Shareholders.

If, however, in exceptional circumstances which are outside the control of the Management Company or of the Company the liquidity of the portfolio of each Sub-Fund's assets is not sufficient to enable the payment to be made within the normal period, such payment shall be made as soon as reasonably practicable thereafter.

Shareholders should note that if an application for redemption relates to a partial redemption of an existing holding and the remaining balance within the existing holding is below the minimum holding requirement, the Company may redeem all the existing holding. The minimum holding requirement for any Class is indicated in the relevant Appendix.

As a result of the Luxembourg anti-money laundering laws, the Registrar and Transfer Agent shall require that a request for the redemption of Shares be accompanied by appropriate documents enabling the Registrar and Transfer Agent to check the identity of Shareholders and to complete the investors AML and KYC documentation as detailed in the subscription form. The Registrar and Transfer Agent reserves the right to delay the processing of a request until receipt of satisfactory documentary evidence or information for the purpose of compliance with applicable laws.

The Redemption Price may, upon demand by a Shareholder, and if the Company agrees, also be satisfied by allocation of securities equal in value of the Redemption Price. The securities vested by the Company in a Shareholder in lieu of the Redemption Price shall be determined as concerns their nature and type on an equitable basis and without prejudicing the interests of the other Shareholders. The value of any securities vested by the Company or contributed to the Company shall be confirmed in a valuation report by the independent auditor of the Company.

Unless the redeeming Shareholder is registered in the Company's register, proper evidence of transfer or assignment must be sent with the redemption request, to the Company or the Registrar and Transfer Agent or the relevant distributor (as detailed in the relevant Appendix).

CONVERSION OF SHARES

In principle, any Shareholder may request the conversion of all or part of his Shares of any Sub-Fund into Shares of any other existing Sub-Fund, as detailed in the relevant Appendix. Conversions into other Classes are possible if so specified in the relevant Appendix, it being noted that any conversion into another Sub-Fund

or Class may only take place provided all conditions for the holding of the new Sub-Fund or Class are fulfilled by the relevant Shareholder. Prior to converting any Shares, Shareholders should consult with their tax and financial advisers in relation to the legal, tax, financial or other consequences of converting such Shares.

Application for Conversions

Conversion applications shall be made in writing by fax or letter to the Registrar and Transfer Agent, a distributor (as detailed in the relevant Appendix) or the Company stating which Shares are to be converted. The Management Company may also decide that applications for conversion may be made by electronic file transfer.

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 the above information may result in delay of the application for conversion while verification is being sought from the Shareholder. The period of notice is the same as for applications for redemption save as otherwise set out in the relevant Appendix.

Conversions may result in the application of a conversion charge as shall be detailed in the Appendix, which will be based on the Net Asset Value per Share of the Shares the Shareholder wishes to convert from and, unless otherwise provided in the Appendix relating to the relevant Sub-Fund, goes to the Sub-Fund and/or Class from which they are converted. No redemption charge will be due upon the conversion of Shares. The Company may waive the conversion charge, provided that all investors having filed a conversion request for the same Dealing Date and for the same circumstances are treated equally.

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 holding requirement, the Company will convert all the existing holding.

Applications for conversion on any Dealing Date received by the Registrar and Transfer Agent by the deadline specified in the relevant Appendix prior to a day that is a Dealing Date for both Sub-Funds concerned will be processed on that Dealing Date based on the Net Asset Value per Share calculated on the Valuation Date relevant for such Dealing Date. Any applications received after the deadline will be processed on the next day that is a Dealing Date for both Sub-Funds concerned on the basis of the Net Asset Value per Share calculated on such Dealing Date.

Conversion Formula

The rate at which all or part of the Shares in relation to a given original Sub-Fund are converted into Shares relating to a new Sub-Fund, or all or part of the original Shares of a particular Class are converted into a new Class in relation to the same Sub-Fund, 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 or issued by the Company in relation to the new Sub-Fund or new Class;

B is the number of Shares relating to the original Sub-Fund or to the original Class which is to be converted;

C is the Net Asset Value per Share (minus the relevant conversion charge, where applicable) of the original Sub-Fund or the relevant Class within the original Sub-Fund at the relevant Dealing Date;

D is the Net Asset Value per Share of the new Sub-Fund or the relevant Class within the new Sub-Fund at the relevant Dealing Date; and

E is the exchange rate between the currency of the original Sub-Fund or Class and currency of the new Sub-Fund or Class.

After conversion of the Shares, the Registrar and Transfer Agent will inform the Shareholder of the number of Shares in relation to the new Sub-Fund or new Class obtained by conversion and the price thereof.

If "A" is not an integral number, fractions of Shares will be allotted in the new Sub-Fund or Class.

If the minimum holding requirement for any Class, as described in the relevant Appendix, is not maintained due to a conversion of Shares, the Company will compulsorily convert the remaining Shares at their current Net Asset Value per Share.

SUSPENSION OF ISSUE, REDEMPTION AND CONVERSION OF SHARES AND OF CALCULATION OF NET ASSET VALUE

The Company may temporarily suspend all calculations in relation to the Net Asset Value and/or the sale, redemption and conversion of Shares in any Sub-Fund on the occurrence of any of the following events:

- (a) during any period in which any of the principal stock exchanges or other markets on which a substantial portion of the assets of a Sub-Fund from time to time are quoted or traded is closed otherwise than for ordinary holidays, or during which transactions therein are restricted, limited or suspended, provided that such restriction, limitation or suspension affects the valuation of such assets;
- (b) where the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable a disposal or valuation of the assets attributable to a Sub-Fund;
- (c) during any breakdown of the means of communication or computation normally employed in determining the price or value of any of the assets attributable to a Sub-Fund;
- (d) when for any other reason the prices of any constituents of the assets of a Sub-Fund cannot promptly or accurately be ascertained;
- (e) where, in the opinion of the Board of Directors, circumstances which are beyond the control of the Board of Directors make it impracticable or unfair *vis-à-vis* the Shareholders to continue trading the Shares;
- (f) during any period in which the Company is unable to repatriate monies for the purpose of making payments on the redemption of Shares or during which any transfer of monies involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- (g) in case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-Fund or a Class of Shares;
- (h) in case of a feeder Sub-Fund, if the net asset calculation of the Master UCITS is suspended; or
- (i) in case of a merger of a Sub-Fund with another Sub-Fund of the Company or of another UCITS (or a sub-fund thereof), provided such suspension is in the interest of the Shareholders.

The Company shall suspend the sale, redemption and conversion of Shares forthwith upon the occurrence of an event causing it to enter into liquidation or upon the order of the CSSF.

Shareholders having requested redemption or conversion of their Shares or having applied to the Company for the issue of Shares shall be notified in writing of any such suspension within seven days of their request and shall be promptly notified of the termination of such suspension.

A suspension of any Sub-Fund or Class shall have no effect on the determination of the Net Asset Value, the issue, redemption and conversion of the Shares of any other Sub-Fund or Class if the circumstances referred to above do not exist in respect of the other Sub-Funds or Classes.

RESTRICTIONS ON OWNERSHIP OF SHARES

Investors should note however that some Sub-Funds or Share Classes may not be available to all investors.

The Fund retains the right to offer only one or more Share Classes for purchase by investors in any particular jurisdiction in order to conform to local law, customs or business practice or for fiscal or any other reason.

The Fund may further reserve one or more Sub-Funds or Classes to Institutional Investors (within the meaning of article 174 of the 2010 Law as interpreted from time to time by the CSSF) only.

The Restriction on Ownership of Shares is described in the relevant Appendix and with regard to U.S. Persons in the section entitled “*FATCA*”).

Where it appears to the Company that any person who is or becomes precluded from holding Shares in the Company, either alone or with any other person, is a beneficial or registered owner of Shares, it may compulsorily redeem such Shares.

DIVIDENDS

The Board of Directors proposes to the general meeting of shareholders a reasonable annual dividend payment for the distributing Shares in the Sub-Fund, ensuring that the Net Asset Value does not fall below the minimum capital of the Company. Subject to the same limitation, the Board of Directors may also fix interim dividends. In the case of accumulating Shares, no dividend payments are made, but the values allocated to the accumulating Shares are reinvested for the benefit of the investors holding them.

The dividend policy of each Sub-Fund and Class is described in the relevant Appendix.

CREATION OF ADDITIONAL SUB-FUNDS AND CLASSES

The Board of Directors may create at any time additional Sub-Funds and/or Classes. In such case, the Prospectus will be up-dated and if different Classes are issued within a Sub-Fund, the details of each Class will be described in the description of the Appendix relating to the relevant Sub-Fund.

LIQUIDATION, COMPULSORY REDEMPTION AND MERGERS

Liquidation

The Company may at any time be dissolved by resolution passed at a general meeting of Shareholders. In that event, liquidation shall be carried out by one or several liquidators who may be physical persons or legal entities appointed by the general meeting of Shareholders deciding such liquidation, which shall determine their powers and compensation.

A resolution to dissolve and liquidate the Company must be passed at a general meeting of Shareholders in accordance with the provisions of the law of 10 August 1915 on commercial companies as amended.

The Board of Directors must forthwith convene an extraordinary general meeting of Shareholders for the purpose of deliberating on the dissolution and liquidation of the Company in case the net assets of the Company fall below two thirds of the minimum capital required by law; the decision to dissolve and liquidate the Company is validly passed without a quorum of presence by a simple majority of the Shares present or represented at the meeting. If the net assets of the Company fall below a quarter of the minimum capital required by law, the decision to dissolve and liquidate the Company is validly passed without a quorum of presence by a vote representing one quarter of the Shares present or represented at the meeting.

The liquidator(s) shall realise the assets of the Company in the best interest of the Shareholders and shall distribute the net proceeds of liquidation, after deduction of liquidation fees and expenses, to the holders of Shares in proportion to their holding of Shares on the basis of the respective Net Asset Value per Share of the relevant classes or categories of Shares.

Any amount remaining unclaimed at the close of liquidation shall be converted, to the extent legally required at that time, into Euros and deposited by the liquidator(s) for the account of those entitled thereto at the “*Caisse de Consignation*” in Luxembourg, where it shall be forfeited if unclaimed after a period of thirty (30) years.

In the event that the net value of the total assets of any Sub-Fund or Class of Shares on a given Dealing Date is for one (1) month less than the minimum net value of the total assets for the relevant Sub-Fund as specified in the relevant Appendix, or if, in the Directors’ opinion, a change in the economic or political situation may be detrimental to a Sub-Fund or Class and the interest of the relevant Shareholders, the Board of Directors may decide to compulsorily redeem without a redemption charge all the Shares relating to the relevant Sub-Fund at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses), calculated on the Dealing Date specified as the effective date for such redemption. The Company shall serve a notice to the Shareholders of the relevant Sub-Fund in writing and/or by way of publication in newspapers in accordance with the Articles of Incorporation. Such notice to

Shareholders will indicate the reasons for the redemption operation. In addition, the general meeting of Shareholders of a Sub-Fund may, upon a proposal from the Board of Directors, resolve to close a Sub-Fund by way of liquidation or to redeem all the Shares relating to the relevant Sub-Fund or Class of Shares issued by a Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Dealing Date at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall be validly passed by resolution by a simple majority of those Shares present or represented.

All redeemed Shares shall be cancelled and will become null and void. Upon compulsory redemptions, the relevant Sub-Fund will be closed.

Liquidation or redemption proceeds which may not be distributed to the relevant Shareholders upon termination will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto. If not claimed, they shall be forfeited after thirty (30) years.

Merger

In addition, the Board of Directors may decide, in compliance with the procedures laid down in Chapter 8 of the law of the 2010 Law, to merge any Sub-Fund with another UCITS or a sub-fund within such UCITS (whether established in Luxembourg or another Member State or whether such UCITS is incorporated as a company or is a contractual type fund) under the provisions of Directive 2009/65/EC.

Such merger will be binding on the Shareholders of the relevant Sub-Fund upon thirty days' prior written notice thereof given to them, during which Shareholders may redeem their Shares, it being understood that the merger will take place five Business Days after the expiry of such notice period.

The request for redemption of a Shareholder during the above mentioned period will be treated without any cost, other than the cost of disinvestment.

A merger that has as a result that the Company ceases to exist needs to be decided at a general meeting of shareholders and certified by a notary. 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 and voting at such meeting.

TAX CONSIDERATIONS

The following is a general description of the law and practice currently in force in the Grand Duchy of Luxembourg in respect of the Company and the Shares as at the date of this prospectus. It does not purport to be a comprehensive discussion of the tax treatment of the Shares. Prospective investors should consult their own professional advisers on the implications of making an investment in, holding or disposing of Shares and the receipt of interest with respect to such Shares under the laws of the countries in which they may be liable to taxation. Tax rates and bases may be liable to change.

The following summary is based on the Company's understanding of the law and practice currently in force in the Grand Duchy of Luxembourg and is subject to changes therein.

The Company

The Company is subject to Luxembourg tax jurisdiction. Under Luxembourg law and the current practice, the Company is subject neither to income tax nor to any tax capital gains in respect of realized or unrealized valuation profits. No taxes are payable in Luxembourg on the issue of Shares.

Under article 174 of the 2010 Law, the assets of the Fund are subject to an annual subscription tax (*taxe d'abonnement*) in the Grand Duchy of Luxembourg.

The Company is subject to an annual tax of 0.05% of the Net Asset Value as valued at the end of each quarter, and which is payable quarterly. To the extent that parts of the Company's assets are invested in other Luxembourg UCITS which are subject to the tax, such parts are not taxed.

The Net Asset Value corresponding to a Share category for "institutional investors" pursuant to the Luxembourg tax legislation, as defined in the relevant Sub-Fund Appendices is subject to a reduced tax rate of 0.01% per annum, on the basis that the Company classifies the investors in this Share category as institutional investors within the meaning of the tax legislation. This classification is based on the Company's understanding of the current legal situation. This legal situation may change, even with retrospective effect,

which may result in a duty of 0.05% being applied, even with retrospective effect. Where applicable, the reduced tax may be applied to further Share categories, as indicated in the relevant Sub-Fund Appendix.

Capital gains and income from dividends, interest and interest payments originating in other countries may be subject to a non-recoverable withholding tax or capital gains tax in such countries.

The Shareholders

Under Luxembourg law and current practice, shareholders in Luxembourg are not subject to capital gains tax, income tax, gifts tax, inheritance tax or other taxes (with the exception of investors domiciled or resident or having their payment establishment in Luxembourg).

It is the responsibility of the Shareholders to seek advice on taxes and other consequences which may result from the subscription, ownership return (redemption), conversion and transfer of Shares, including any regulations regarding the control on the movement of capital.

CHARGES OF THE COMPANY

Management Company fee

The Management Company is entitled to receive from each Class within each Sub-Fund a fee on the basis of the average Net Asset Value over the relevant period. The Management Company fee to be levied for each Sub-Fund or Class is specified in the relevant Sub-Fund Appendix. The actual amounts of these fees are disclosed in the financial reports.

Investment Management Fee

The Portfolio Manager will be paid directly by the respective Sub-Fund(s), the amount of which is specified for each Share Class of each Sub-Fund in the relevant Sub-Fund Appendix. The actual amounts of these fees are disclosed in the financial reports.

Investment Adviser Fee

The Investment Adviser will be paid directly by the respective Sub-Fund(s), the amount of which is specified for each Class of each Sub-Fund in the relevant Sub-Fund Appendix. The actual amounts of these fees are disclosed in the financial reports.

Performance Fee

In order to provide an incentive to the relevant Portfolio Manager and/or Investment Adviser, the Company may pay an additional performance fee as indicated in the relevant Sub-Fund Appendix. The amount of the Performance Fee will be calculated by the Management Company. The performance fee (if applicable) shall be calculated and accrue and shall be payable as specified in the relevant Sub-Fund Appendix. For the purposes of the first calculation of the Performance Fee, the starting point for the relevant Net Asset Value per Share of each relevant Share Class is the Initial Offering Price. The actual amounts of these fees are disclosed in the financial reports.

Distribution Fee

The distribution fee to be levied for each Sub-Fund or Share Class is specified in the relevant Sub-Fund Appendix.

Domiciliary and Corporate Agent Services Fee, Registrar and Transfer Agent Fee

The Company pays monthly fees for the services for Domiciliary and Corporate Agent Services, Registrar and Transfer Agent Services in accordance with normal banking practices in Luxembourg. In addition, the Company pays out of the assets of the relevant Sub-Fund all reasonable out-of-pocket expenses, disbursements and for the charges.

The fees are indicated in the relevant Sub-Fund Appendix. The actual amounts of these fees are disclosed in the financial reports.

Custodian and Paying Agent Fee

The Custodian is entitled to receive out of the assets of the Fund a fee calculated in accordance with customary banking practice in Luxembourg and as detailed for each Sub-Fund in the relevant Sub-Fund Appendix. In addition, the Custodian is entitled to be reimbursed out of the assets of the relevant Sub-Fund for its reasonable out-of-pocket expenses and disbursements and for the charges of any correspondents.

The fees are indicated in the relevant Sub-Fund Appendix. The actual amounts of these fees are disclosed in the financial reports.

Launch costs

The Company will pay its formation expenses, including the costs and expenses of producing the initial Prospectus, and the legal and other costs and expenses incurred in determining the structure of the Company, which formation expenses are expected not to exceed EUR 30.000. These expenses will be apportioned pro-rata to the initial Sub-Fund and amortised for accounting purposes over a period of five (5) years. Amortised expenses may be shared with new Sub-Funds at the discretion of the Board. Costs in relation to the launch of any additional Sub-Fund will be charged to such additional Sub-Fund and will be amortised over a period of five years from the launch of the relevant Sub-Fund.

Other expenses

The Company will further pay all administrative expenses of the Company due or accrued, including all fees payable to any Board of Directors, representatives and agents of the Company, the cost of its registration with regulatory authorities, as well as legal, audit, management, corporate fees and expenses, governmental charges, the cost of legal publications, prospectuses, financial reports and other documents made available to Shareholders, marketing and advertisement expenses and generally any other expenses arising from the administration of the Company. All expenses are accrued on each Valuation Day in determining the Net Asset Value and are charged first against income.

In the annual report the costs incurred in the management of the Fund within the period under report and charged to the Fund (excluding transaction costs) are disclosed and reported as a ratio of the average Fund volume ("total expense ratio" – TER).

Returning management fees received to certain investors and commission sharing agreements

At its sole discretion, the Management Company may agree with individual investors to partially return the management company fee already received to such investors. This applies especially if institutional investors invest large amounts directly and on a long-term basis.

The Management Company generally passes on portions of its management company fee to intermediaries. This is paid as remuneration for sales services on the basis of brokered stocks. This may also involve significant portions. The Management Company does not receive any refunds from the remunerations and reimbursement of expenses to be paid from the Fund's assets to the Custodian and third parties. Monetary advantages offered by brokers and dealers, which the Management Company uses in the interests of investors, remain unaffected. The Management Company may enter into agreements with selected brokers pertaining to the provision of research or analysis services for the Management Company, under which the respective broker transfers to third parties, either immediately or subsequently, portions of the payments it receives pursuant to the relevant agreement from the Management Company for the purchase or sale of assets to brokers. The Management Company will use these broker services for the purposes of managing the investment fund ("commission sharing agreement").

The Company or the Management Company may avail itself of derivative transactions and collateral for derivative transactions originating from the services of third parties. In such cases, these third parties shall collectively receive a fee at the market rate charged to the respective Sub-Fund. The Company or the Management Company may charge the Fund, a Sub-Fund or one or several unit classes a lower fee at their own discretion, or indeed exempt the latter from such a fee. The latter fees shall not be covered by the management fee and shall, as such, be charged to the Fund/Sub-Fund additionally. The Company states the fees charged to these third parties, and for all unit classes, in the annual and semi-annual reports.

REPORTS AND SHAREHOLDERS' MEETINGS

The Company shall make available to the Shareholders within four months of the relevant year-end an audited annual report describing the assets, operations and results of the Company, and, within two months of the relevant half-year, it shall make available to the Shareholders an unaudited semi-annual report

describing the assets and operations of the Company during such period. The financial year of the Company starts on 1 October and ends on 30 September of each year, except that the first financial year starts with the incorporation of the Company and ends on 30 September 2016.

The consolidation currency is the EURO (EUR).

The Net Asset Value, the Redemption Price and the Issue Price of each Class of Shares will be available (save as set out in the relevant Appendix) on or before the payment date (the "Payment Date", as specified in the relevant Sub-Fund Appendix) in Luxembourg at the registered offices of the Company, the Custodian and the Paying Agent. The Company reserves the right to introduce a list of media in which this information is published. The list of media (if any) from time to time selected by the Company will appear in the annual and semi-annual reports. The annual report and all other periodical reports of the Company are made available to the Shareholders at the registered offices of the Company and the Custodian.

Shareholders' meetings will be convened in accordance with Luxembourg law. The annual ordinary meeting of Shareholders will be held on the last Wednesday in January at 2 p.m. (Luxembourg time) of each year and for the first time, in 2017. If such day is not a banking day, which is simultaneously a stock exchange day in Luxembourg and Frankfurt am Main, the general meeting takes place on the immediately following business day in Luxembourg and Frankfurt am Main.

Other General Meetings of Shareholders will be held at such time and place as indicated in the notices of such meetings.

Notices of General Meetings are sent in accordance with Luxembourg law to the Shareholders at their addresses in the Share register. Notices will specify the place and time of the meetings, the conditions of admission, the agenda, the quorum and the voting requirements. The requirements as to attendance, quorum and majorities at all General Meetings will be those laid down in the Articles of Incorporation. All other Notices will be sent to Shareholders by post.

APPLICABLE LAW, JURISDICTION

Any legal disputes between the Company, the investors, the Custodian and paying agent, the Management Company, the domiciliary, the administrative, registrar and transfer agent, the Portfolio Managers and any distribution agents will be subject to the jurisdiction of the Grand-Duchy of Luxembourg. The applicable law is Luxembourg law. However, the above entities may, in relation to claims from investors from other countries, accept the jurisdiction of those countries in which Shares are offered and sold.

GENERAL INFORMATION

The following documents are available for inspection at the registered office of the Company:

- the Prospectus;
- the Articles of Incorporation;
- Management Company Agreement;
- the KIIDs;
- the Portfolio Manager Agreement(s) (if any);
- the Investment Advisery Agreement(s) (if any);
- the Custodian, Paying Agency and Registrar and Transfer Agent Agreement and
- the Annual Report and Semi-Annual report (if any).

Copies of the Articles of Incorporation and the last available Reports can be obtained free of charge at the registered office of the Company.

Any legal disputes arising among or between the Shareholders, the Company and the Management Company / the Custodian shall be subject to the jurisdiction of the competent court in Luxembourg, provided that the Company may submit itself to the competent courts of such countries where required by regulations

for the registration of Shares for offer and sale to the public with respect to matters relating to subscription and redemption, or other claims related to their holding by residents in such country or which have evidently been solicited from such country. Claims of Shareholders against the Company or the Custodian shall lapse 5 years after the date of the event giving rise to such claims (except that claims by Shareholders on the proceeds of liquidation to which they are entitled shall lapse only 30 years after these shall have been deposited at the *Caisse de Consignation* in Luxembourg).

The Company hereby informs investors that an investor can only directly exercise its investor rights in their entirety vis-à-vis a UCITS if the investor itself is registered under its own name in the shareholder register of the UCITS. If an investor has invested in a UCI(TS) through an intermediary that makes the investment in its own name for the account of the investor, the investor may not be able to directly exercise all investor rights vis-à-vis the UCI(TS). It is recommended that investors inform themselves of their rights.

LIST OF APPENDICIS

APPENDIX

UI – Petrus Advisers Special Situations Fund UCITS

APPENDIX

UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS

APPENDIX

UI – AZURE ASSET MANAGEMENT EU PERIPHERY RECOVERY EQUITY FUND UCITS

APPENDIX
UI – Petrus Advisers Special Situations Fund UCITS

July 2015

In addition to the provisions of the General Part of the Prospectus the following Sub-Funds specific provisions apply. This appendix is only valid in connection with the General Part of the Prospectus.

Sub-Fund name	UI – Petrus Advisers Special Situations Fund UCITS
Sub-Fund currency	EUR
Investment objective	The objective of the Sub-Fund is to generate high returns from long/short trading in the Continental European region. It is managed by a team of experienced investment professionals with regional investment banking and asset management track records.
Investment policy	<p>The Focus on the Sub-Fund lies within undervalued equities with low correlation to overall equity market mainly in the small mid-cap segment with stable cash flow and/or restructuring need primarily in German-speaking Europe and the CEE region.</p> <p>For the selection of investments the Sub-Fund will make use of proprietary fundamental research of the Portfolio Manager and a network of investment banks and industrialists.</p> <p>The Sub-Fund will engage in active trading to capitalize on short term to generate extra returns.</p> <p>Active hedging techniques will be employed to cushion market volatility and protect the portfolio from adverse external shocks.</p> <p>Among others, derivatives will be used for</p> <ul style="list-style-type: none"> - hedging purposes: index derivative futures will be used to manage the Sub-Fund's net exposure. - anticipating negative development in share prices- put long especially in exchange traded options - generating additional revenues: covered call writing (exchange traded options i.e.) - for buying cheap: selling out puts (use of exchange traded options i.e.) <p>OTC Swaps will be used to cover the short side. Generally, derivatives are not paramount to the strategy, but add on to main strategy of the Sub-Fund.</p> <p>The Sub-Fund may not invest more than 10% of its net assets in shares or units of other UCITS or UCI as mentioned in Article 41 (1) e) of the UCI law</p> <p>No assurance can be given that the goals of the investment policy will be achieved.</p>
Investor Profile	The Sub-Fund is suitable for investors who see the Sub-fund as a suitable means to participate in the capital market performance and who are seeking income. The Sub-Fund is therefore suitable for investors who can afford to invest their capital over the long term; i.e. a multiple year time horizon.
Management Company	Universal-Investment-Luxembourg S.A.
Custodian	State Street Bank Luxembourg S.C.A.
Registrar and Transfer Agent	State Street Bank Luxembourg S.C.A.
Paying Agent in Luxembourg	State Street Bank Luxembourg S.C.A.

Portfolio Manager	Petrus (UK) LLP	
Valuation day	Every full banking day, which is simultaneously a stock exchange day in Luxembourg, London and Frankfurt am Main (with the exception of 24 and 31 December of every year)	
Cut-off time for subscriptions, redemptions and conversion of Shares	4 p.m. (Luxembourg time) two (2) Business Days prior to the relevant Dealing Date	
Payment of the issue prices	within three (3) Business Days after the Valuation Day	
Payment of the redemption prices	within three (3) Business Days after the Valuation Day	
Financial Year	1 October to 30 September	
1st Financial Year	From launch to 30 September 2016 First annual report to 30 September 2016 First semi-annual report to 31 March 2016	
Sub-Fund term	Unlimited	
Share classes	R	I (reserved for institutional investors)
Currency	EUR	EUR
ISIN Code (ISIN)	LU1214676824	LU1214677046
Securities identification number (WKN)	A14Q7A	A14Q69
Initial Issue Price (excluding Subscription Fee)	100.- EUR	100.- EUR

Initial minimum investment	none	1,000,000.- EUR
Subsequent investment	none	10,000.-
Subscription Price	The "Subscription Price" means during the Initial Offering Period, the Initial Offering Price, and after the Initial Offering Period, the Net Asset Value per Share of the relevant Share Class calculated on the concurrent Valuation Day in accordance with the Articles and the Prospectus.	
Subscription fee currently applicable	up to 5.0%	none

* The Board may at its own discretion waive the initial minimum and subsequent investment amount

Redemption Price	Subject to the Articles, the "Redemption Price" will be denominated in the applicable Reference Currency and will be equal to the Net Asset Value per Share of the relevant Share Class at the relevant Valuation Day, after adjustment for any accrual of Management Fees and Performance Fees due (if not already included in the Net Asset Value) as well as any other redemption fee.	
Redemption fee currently applicable	none	none
Appropriation of earnings	distributing	distributing
Exchange commission	Where different share classes are offered within the Sub-Fund, an exchange of Shares from one share class for Shares in another share class within the Sub-Fund is possible, so long as the investor fulfils the conditions of the respective Share Class. In this case no exchange commission is charged.	
Launch date/ activation date and place of launch in Luxembourg	6 August 2015	
Subscription period	23 July 2015 – 6 August 2015	
Management Company Fee and Administration Fee	Share Class R up to 2.75 % p.a. of the net asset value of the Sub-Fund Share Class I up to 2.0 % p.a. of the net asset value of the Sub-Fund A minimum fee of up to 82,500.- EUR p.a. for the Sub-Fund, currently not subject to Luxembourg VAT, applies; The Management Company can accept a lower fee or waive the fee.	
Domiciliary and Corporate Agent Services Fee	4,000.- EUR p.a. Any additional services, including Collection of data elements and compilation into Board Packs, will be subject to negotiation; in addition, like the aforementioned, any further external costs will be charged on top (and be borne by the fund).	
Custodian Fee	Up to 0,1% p.a. of the net asset value of the Sub-Fund with a minimum fee of up to 21,600.- EUR p.a., in addition, the custodian will also be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in carrying out its duties. Fees paid to the Custodian may vary depending on the nature of the investments of each Sub-Fund and the countries and/or markets in which the investments are made.	
Transfer Agency Fee	Minimum fee up to 18,000.- EUR.	
Portfolio Manager Fee	The Portfolio Manager Fee will be paid out of the Management Company and Administration Fee. Share Classes R up to 1.75 % p.a. of the net asset value of the Sub-Fund, currently not subject to Luxembourg VAT. Share classes I up to 1.50 % p.a. of the net asset value of the Sub-Fund, currently not subject to Luxembourg VAT. The Portfolio Manager can accept a lower fee or waive the fee.	

Performance Fee	<p>For each Share issued, a performance fee (payable from the Sub-Fund assets) may be calculated. The fee shall total 20% of the amount by which the Share value performance at the end of the settlement period exceeds the return on a money market investment employed as the benchmark index in the settlement period. The EURIBOR 12 months +300 bps p.a (aliquot) shall be used as the threshold value. The EURIBOR 12 months +300 bps p.a is defined as the benchmark index. As a result, such a fee shall only be calculated based on the proportion of the gains that exceed both the highest Share value at the end of all previous settlement periods and the value on the launch date of the Sub-Fund or the relevant Share Class ("high-water mark").</p> <p>The first high-water mark (starting value for the calculation) is the Share value on the launch date or, if other Share Classes are launched at a later date, the relevant value on the launch date.</p> <p>A lower performance fee may be calculated for one or more Share Classes, or a performance fee may not be calculated. The Company states the performance fee for each Share Class in the Sales Prospectus and annual and semi-annual report.</p> <p>The settlement period begins on 1 January and finishes at the end of the following calendar quarter. The initial settlement period begins on the launch date and finishes at the end of the following calendar quarter. The performance fee is determined by referring to the Share value performance, calculated using the BVI method, during the settlement period. The Share value is generally calculated less all costs, except however distributions and tax payments made from the investment fund's assets.</p>
Distribution Fee	none
Taxe d'abonnement	<p>"R" Share Class (Retail): 0.05% p.a.</p> <p>"I" Share Class (Institutional): 0.01% p.a.</p>
Distribution countries	Luxembourg, Germany, Austria, Switzerland, UK
Risk management-Process	<p>Relative VaR method 99% confidence level 1-day holding period 1-year observation period Daily calculation</p>
Derivative-free reference portfolio	<p>50 % EURO STROXX 50 Index</p> <p>50 % EURO STOXX Small Index</p>
Leverage	Based on the objective of the Sub-Fund the expected leverage of the Sub-Fund will be between 250 % and 350 %. The method to determine the leverage is the sum of notionals. The calculation method for the leverage is orientated at the Guideline CESR/10-788.

DERIVATIVES

The Sub-Fund may, subject to the conditions and within the limits laid down in the 2010 Law and any present or future related Luxembourg laws or implementing regulations, CSSF circulars (the "Regulations"), invest in financial derivative instruments for hedging and/or efficient portfolio management and investment purposes and/or to manage foreign exchange risks. Financial derivative instruments include, but are not limited to, futures, options, swaps (including, but not limited to, credit and credit-default, interest rate and inflation swaps), forward foreign currency contracts and credit linked notes. Derivatives for hedging/ non-hedging purposes; i.e. listed Futures, Options, Market risk potential may not exceed 200%. A risk controlling qualified approach shall be applied.

PORTFOLIO MANAGER

The Portfolio Manager is Petrus (UK) LLP, 6 New Street Square, New Letter Lane, London EC4A 3AQ, United Kingdom manages the investment and reinvestment of the assets of the Sub-Fund in accordance with the investment objective and policies of the Sub-Fund as described in this Appendix, and is responsible for

placing orders for the purchase and sale of investments with brokers, dealers and counterparties selected by it at its discretion.

FEES AND EXPENSES

Management Company Fee charged to Sub-Fund assets

The remuneration of the Management Company shall be calculated on each valuation day and paid monthly to the Management Company.

The Management Company can accept a lower fee or waive the fee.

Custodian and Paying Agency Fee, Domiciliary and Corporate Agency Services Fee, Registrar and Transfer Agency Fee charged to Sub-Fund assets

The remuneration is payable monthly on a pro rata basis. Transaction costs will be charged to the Sub-fund assets separately.

Portfolio Manager Fee

The remuneration of the Portfolio Manager shall be calculated and paid to the Portfolio Manager on a quarterly basis retroactively on the daily average net Sub-Funds assets. The Portfolio Manager can accept a lower fee or waive the fee. The Portfolio Manager is also entitled to the Performance Fee.

APPENDIX
UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS

July 2015

In addition to the provisions of the General Part of the Prospectus the following Sub-Funds specific provisions apply. This appendix is only valid in connection with the General Part of the Prospectus.

Sub-Fund name	UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS
Sub-Fund currency	USD
Benchmark	BUSC15 (Bloomberg US Corporate Bond Index 1 to 5 Year)
Investment objective	The primary investment objective of the Sub-Fund is to achieve a compelling return in excess of the prevailing cash or bank term deposit rates, while aiming for capital preservation over the investment cycle. The Sub-Fund aims to maintain a high average credit quality for the Sub-Fund's underlying securities and will invest only in short duration bonds.
Investment policy	<p>The investment universe is defined as : global bonds, denominated only in USD, with maturity 5 years or less and a credit rating of BB- or greater.</p> <p>The investment objective shall be achieved through investing in a portfolio of liquid bonds diversified by issuer, sector and geography. The Sub-Fund will only invest in USD denominated bonds, and it will only invest in short duration bonds. To reduce the risk of volatility around central banks' unorthodox monetary policies, and in line with a mandate to preserve capital, the target duration of the Sub-Fund will be relatively short, typically between 2 to 4 years. The Sub-Fund will not purchase bonds with a maturity greater than 5 years or a credit rating below BB-. The selection process for the bonds will include careful analysis of duration, credit risk (given primary objective) and liquidity. The Sub-Fund will only invest into individual bonds and will not include asset-backed securities, hybrid securities or exotic instruments including financial derivatives. Individual bonds may include bonds issued by: governments (including regions and municipalities), government agencies and firms that are government-backed or whose debt is guaranteed by governments, supranationals, corporations and financial institutions (including both senior and subordinated debt). The Sub-Fund may, from time to time, have small cash holdings.</p> <p>Investment restrictions</p> <p>(a) at any given time, the Sub-Fund may hold cash positions, but these will not exceed 10% of the Sub-Fund's Net Asset Value;</p> <p>(b) at any given time, Investments held by the Sub-Fund in any single bond will not account for more than 5% of the Sub-Fund's Net Asset Value;</p> <p>(c) at any given time, Investments held by the Sub-Fund in any individual issuer will not account for more than 10% of the Sub-Fund's Net Asset Value;</p> <p>(d) no bond held by the Sub-Fund will have a maturity of more than 5 years;</p> <p>(e) at any given time, Investments held by the Sub-Fund in any sub-investment grade bonds will not account for more than 25% of the Sub-Fund's Net Asset Value; and</p> <p>(f) bonds invested in by the Sub-Fund will require, at the time of investment, a minimum credit rating of BB- from S&P, and in the absence of an S&P rating, from Moody's, and, in the absence of a Moody's rating, from Fitch.</p> <p>The Sub-Fund may not invest more than 10% of its net assets in shares or units of other UCITS or UCI as mentioned in Article 41 (1) e) of the UCI law</p> <p>No assurance can be given that the goals of the investment policy will be achieved.</p>

Investor Profile	The Sub-Fund is potentially suitable for investors who are looking for a yield uplift relative to USD cash rates, USD bank term deposit rates, or USD money market funds, but without taking on too much credit risk or liquidity risk. Daily liquidity is provided, but the optimal holding period for investors will be on time horizons greater than 6 months. As the Sub-Fund does not distribute income, there may be cases where it is not appropriate for investors seeking a regular stream of income from their investments.
Management Company	Universal-Investment-Luxembourg S.A.
Custodian	State Street Bank Luxembourg S.C.A.
Registrar and Transfer Agent	State Street Bank Luxembourg S.C.A.
Paying Agent in Luxembourg	State Street Bank Luxembourg S.C.A.
Investment Adviser	Azure Wealth LLP
Valuation day	Every full banking day, which is simultaneously a stock exchange day in Luxembourg, London and Frankfurt am Main (with the exception of 24 and 31 December of every year)
Cut-off time for subscriptions, redemptions and conversion of Shares	4 p.m. (Luxembourg time) the two (2) Business Days prior to the relevant Dealing Date
Payment of the issue prices	within three (3) Business Days after the Valuation Day
Payment of the redemption prices	within three (3) Business Days after the Valuation Day
Financial Year	1 October to 30 September
1st Financial Year	From launch to 30 September 2016 First annual report to 30 September 2016 First semi-annual report to 31 March 2016
Sub-Fund term	Unlimited
Share classes	A USD
Currency	USD
ISIN Code (ISIN)	LU1214677475
Securities identification number (WKN)	A14RNE
Initial Issue Price (excluding Subscription Fee)	100.- USD
Initial minimum investment*	100.- USD

* The Board may at its own discretion waive the initial minimum and subsequent investment amount

Subsequent investment	none
Subscription Price	The "Subscription Price" means during the Initial Offering Period, the Initial Offering Price, and after the Initial Offering Period, the Net Asset Value per Share of the relevant Share Class calculated on the concurrent Valuation Day in accordance with the Articles and the Prospectus.
Subscription fee currently applicable	up to 3.0 %
Redemption Price	Subject to the Articles, the "Redemption Price" will be denominated in the applicable Reference Currency and will be equal to the Net Asset Value per Share of the relevant Share Class at the relevant Valuation Day, after adjustment for any accrual of Management Fees and Performance Fees due (if not already included in the Net Asset Value) as well as any other redemption fee.
Redemption fee currently applicable	none
Appropriation of earnings	accumulating
Exchange commission	Where different share classes are offered within the Sub-Fund, an exchange of Shares from one share class for Shares in another share class within the Sub-Fund is possible, so long as the investor fulfils the conditions of the respective Share Class. In this case no exchange commission is charged.
Launch date/ activation date and place of launch in Luxembourg	4 September 2015
Subscription period	28 August 2015 – 17 September 2015
Management Company Fee and Administration Fee	Share Class A USD up to 0.8 % p.a. of the net asset value of the Sub-Fund with a minimum fee of up to 70,000.- EUR p.a., currently not subject to Luxembourg VAT; The Management Company can accept a lower fee or waive the fee.
Domiciliary and Corporate Agent Services Fee	4,000.- EUR p.a. Any additional services, including Collection of data elements and compilation into Board Packs, will be subject to negotiation; in addition, like the aforementioned, any further external costs will be charged on top (and be borne by the fund).
Custodian Fee	Up to 0,1% p.a. of the net asset value of the Sub-Fund with a minimum fee of up to 21,600.- EUR p.a., in addition, the custodian will also be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in carrying out its duties. Fees paid to the Custodian may vary depending on the nature of the investments of each Sub-Fund and the countries and/or markets in which the investments are made.
Transfer Agency Fee	Minimum fee up to 18,000.- EUR .
Investment Adviser Fee	The Investment Adviser Fee will be paid out of the Management Company and Administration Fee. Share Classes A USD up to 0.50 % p.a. of the net asset value of the Sub-Fund, currently not subject to Luxembourg VAT. The Investment Adviser can accept a lower fee or waive the fee.
Distribution Fee	none
Taxe d'abonnement	0.05% p.a.

Distribution countries	Luxembourg, Germany, Austria, Switzerland, UK, France, Belgium, the Netherlands, Spain, Italy
Risk management-Process	Commitment Approach

DERIVATIVES

The Sub-Fund may, subject to the conditions and within the limits laid down in the 2010 Law and any present or future related Luxembourg laws or implementing regulations, CSSF circulars (the "Regulations"), invest in financial derivative instruments for hedging and/or efficient portfolio management and investment purposes and/or to manage foreign exchange risks. Financial derivative instruments include, but are not limited to, futures, options, swaps (including, but not limited to, credit and credit-default, interest rate and inflation swaps), forward foreign currency contracts and credit linked notes. Derivatives for hedging/ non-hedging purposes; i.e. listed Futures, Options, Market risk potential may not exceed 200%. A risk controlling qualified approach shall be applied.

INVESTMENT ADVISER

The Investment Adviser Azure Wealth LLP, Azure House, 1 Duke's Mews, London W1U 3ET, United Kingdom monitors the security markets and analyses the composition of securities portfolios and other investment of Sub-Fund's assets. The Investment Adviser provides the Management Company with investment recommendations taking into account the principles of the investment policy and investment limits described in this Appendix. However, the responsibility for all investment decisions remains with the Management Company.

FEES AND EXPENSES

Management Company Fee charged to Sub-Fund assets

The remuneration of the Management Company shall be calculated on each valuation day and paid monthly to the Management Company.

The Management Company can accept a lower fee or waive the fee.

Custodian and Paying Agency Fee, Domiciliary and Corporate Agency Services Fee, Registrar and Transfer Agency Fee charged to Sub-Fund assets

The remuneration is payable monthly on a pro rata basis. Transaction costs will be charged to the Sub-fund assets separately.

Investment Adviser Fee

The remuneration of the Investment Adviser shall be calculated and paid to the Investment Adviser on a quarterly basis retroactively on the daily average net Sub-Funds assets. The Investment Adviser can accept a lower fee or waive the fee.

APPENDIX
UI – AZURE ASSET MANAGEMENT EU PERIPHERY RECOVERY EQUITY FUND UCITS

April 2015

In addition to the provisions of the General Part of the Prospectus the following Sub-Funds specific provisions apply. This appendix is only valid in connection with the General Part of the Prospectus.

Sub-Fund name	UI – AZURE ASSET MANAGEMENT EU PERIPHERY RECOVERY EQUITY FUND UCITS
Sub-Fund currency	EUR
Benchmark	Composite Benchmark (35% IBEX, 32% FTSEMIB, 20% ISEQ, 8% PSI20, 5% ASE).
Investment objective	The investment objective is to achieve long term capital gains by capitalizing on existing equity market dislocations primarily in the European Periphery (i.e. Italy, Spain, Ireland, Portugal and Greece).
Investment policy	<p>The investment universe is defined as stocks listed on the stock exchanges of Italy, Spain, Ireland, Portugal and Greece, or listed on other stock markets, but whose corporate headquarters are in the above mentioned countries. The Sub-Fund may equally invest a small portion of its assets in stocks listed outside of the EU Periphery, but which have substantial economic exposure to the EU Periphery.</p> <p>Investment restrictions:</p> <p>Max 50% exposure to any one of the 5 PIIGS countries</p> <p>Max 50% exposure to any one sector (defined at the GICS 10 sectors)</p> <p>The Sub-Fund may not invest more than 10% of its net assets in shares or units of UCITS (including other Sub-Funds of the Company) or other UCI as mentioned in Article 41 (1) e) of the UCI law</p> <p>No assurance can be given that the goals of the investment policy will be achieved.</p>
Investor Profile	The Sub-Fund is potentially suitable for investors who are looking to increase their allocation to European equities and/or who believe there is an economic recovery underway in the European Periphery (Spain, Ireland, Italy, Portugal, Greece), and/or who believe that a combination of a depreciated euro, ECB quantitative easing, low valuations and recovering corporate profits in the region will be beneficial for peripheral European equities. The optimal holding period is a couple of years, or until the European peripheral stock markets rally back to their pre-2007 levels.
Management Company	Universal-Investment-Luxembourg S.A.
Custodian	State Street Bank Luxembourg S.C.A.
Registrar and Transfer Agent	State Street Bank Luxembourg S.C.A.
Paying Agent in Luxembourg	State Street Bank Luxembourg S.C.A.
Investment Adviser	Azure Wealth LLP
Valuation day	Every full banking day, which is simultaneously a stock exchange day in Luxembourg, London and Frankfurt am Main

Cut-off time for subscriptions, redemptions and conversion of Shares	4 p.m. (Luxembourg time) the two (2) Business Days prior to the relevant Dealing Date	
Payment of the issue prices	within three (3) Business Days after the Valuation Day	
Payment of the redemption prices	within three (3) Business Days after the Valuation Day	
Financial Year	1 October to 30 September	
1st Financial Year	From launch to 30 September 2016 First annual report to 30 September 2016 First semi-annual report to 31 March 2016	
Sub-Fund term	Unlimited	
Share classes	A EUR	D EUR (reserved for institutional investors)
Currency	EUR	EUR
ISIN Code (ISIN)	LU1214677558	LU1217767828
Securities identification number (WKN)	A14RNC	A14RND
Initial Issue Price (excluding Subscription Fee)	100.- EUR	100.- EUR
Initial minimum investment*	100.- EUR	250,000.- EUR
Subsequent investment*	none	10.000.- EUR
Subscription Price	The "Subscription Price" means during the Initial Offering Period, the Initial Offering Price, and after the Initial Offering Period, the Net Asset Value per Share of the relevant Share Class calculated on the concurrent Valuation Day in accordance with the Articles and the Prospectus.	
Subscription fee currently applicable	up to 5.0 %	none
Redemption Price	Subject to the Articles, the "Redemption Price" will be denominated in the applicable Reference Currency and will be equal to the Net Asset Value per Share of the relevant Share Class at the relevant Valuation Day, after adjustment for any accrual of Management Fees and Performance Fees due (if not already included in the Net Asset Value) as well as any other redemption fee.	
Redemption fee currently applicable	none	none
Appropriation of earnings	accumulating	accumulating

* The Board may at its own discretion waive the initial minimum and subsequent investment amount

Exchange commission	Where different share classes are offered within the Sub-Fund, an exchange of Shares from one share class for Shares in another share class within the Sub-Fund is possible, so long as the investor fulfils the conditions of the respective Share Class. In this case no exchange commission is charged.
Launch date/ activation date and place of launch in Luxembourg	1 September 2015
Subscription period	25 August 2015 – 8 September 2015
Management Company Fee and Administration Fee	Share Class A EUR up to 1.8 % p.a. of the net asset value of the Sub-Fund Share Class D EUR up to 1.03 % p.a. of the net asset value of the Sub-Fund A minimum fee of up to 97,500.- EUR p.a. for the Sub-Fund, currently not subject to Luxembourg VAT, applies; The Management Company can accept a lower fee or waive the fee.
Domiciliary and Corporate Agent Services Fee	4,000.- EUR p.a. Any additional services, including Collection of data elements and compilation into Board Packs, will be subject to negotiation; in addition, like the aforementioned, any further external costs will be charged on top (and be borne by the fund).
Custodian Fee	Up to 0,1% p.a. of the net asset value of the Sub-Fund with a minimum fee of up to 21,600.- EUR p.a., in addition, the custodian will also be entitled to reimbursement of reasonable out-of-pocket expenses properly incurred in carrying out its duties. Fees paid to the Custodian may vary depending on the nature of the investments of each Sub-Fund and the countries and/or markets in which the investments are made.
Transfer Agency Fee	Minimum fee up to 18,000.- EUR.
Investment Adviser Fee	The Investment Adviser Fee will be paid out of the Management Company and Administration Fee. Share Classes A EUR up to 1.50 % p.a. of the net asset value of the Sub-Fund, currently not subject to Luxembourg VAT. Share Classes D EUR up to 0.75 % p.a. of the net asset value of the Sub-Fund, currently not subject to Luxembourg VAT. The Investment Adviser can accept a lower fee or waive the fee.
Distribution Fee	none
Taxe d'abonnement	"A EUR" Share Class (Retail): 0.05% p.a. "D EUR" Share Class (Institutional): 0.01% p.a.
Distribution countries	Luxembourg, Germany, Austria, Switzerland, UK, France, Belgium, the Netherlands, Spain, Italy
Risk management-Process	Commitment Approach

INVESTMENT ADVISER

The Investment Adviser Azure Wealth LLP, Azure House, 1 Duke's Mews, London W1U 3ET, United Kingdom monitors the security markets and analyses the composition of securities portfolios and other investment of Sub-Fund's assets. The Investment Adviser provides the Management Company with investment recommendations taking into account the principles of the investment policy and investment limits described in this Appendix. However, the responsibility for all investment decisions remains with the Management Company.

FEES AND EXPENSES

Management Company Fee charged to Sub-Fund assets

The remuneration of the Management Company shall be calculated on each valuation day and paid monthly to the Management Company.

The Management Company can accept a lower fee or waive the fee.

Custodian and Paying Agency Fee, Domiciliary and Corporate Agency Services Fee, Registrar and Transfer Agency Fee charged to Sub-Fund assets

The remuneration is payable monthly on a pro rata basis. Transaction costs will be charged to the Sub-fund assets separately.

Investment Adviser Fee

The remuneration of the Investment Adviser shall be calculated and paid to the Investment Adviser on a quarterly basis retroactively on the daily average net Sub-Funds assets. The Investment Adviser can accept a lower fee or waive the fee.

APPENDIX I - Additional information for investors in the Federal Republic of Germany

Additional information for investors in the Federal Republic of Germany concerning the public distribution of shares of the sub-fund "UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS", of the investment company "UI".

INFORMATION AGENT

in the Federal Republic of Germany

Universal-Investment-Gesellschaft mbH
Theodor-Heuss-Allee 70
60486 Frankfurt am Main

DISTRIBUTOR

in the Federal Republic of Germany

Azure Wealth LLP
Azure House, 1 Duke's Mews
London W1U 3ET
United Kingdom

Since there are no shares issued as printed individual certificates, a Paying Agent has not been appointed in the Federal Republic of Germany.

Redemption and conversion applications by shareholders in the Federal Republic of Germany may be submitted through their respective main bank, which will transmit the application via the usual settlement and clearing process to the Depositary / Registrar and Transfer Agent of the Fund in the Grand Duchy of Luxembourg. All payments to shareholders in the Federal Republic in Germany (redemption proceeds as well as possible dividends and other payments) will also be cleared through the usual settlement process with their respective main bank, so that German shareholders will receive payments from it.

The current Sales Prospectus, Articles of Association, Key Investor Information Document (KIID), Annual and Semi-Annual Reports and offering and redemption prices are available to shareholders free of charge in English language from the Management Company, Custodian Bank, Registrar and Transfer Agent and the Information Agent in the Federal Republic of Germany.

The agreements indicated under "Publications" above and the Management Company's Articles of Association are also available for inspection at the offices indicated above.

The offering and redemption prices are published in the Federal Republic of Germany on the website www.universal-investment.com. Any notices for shareholders are published in the electronic version of the German Federal Gazette (Bundesanzeiger).

Right of cancellation under § 305 KAGB

If investment shares are purchased as a result of verbal negotiations outside the permanent business offices of the person selling the shares or acting as an intermediary for the sale, the buyer can cancel his declaration to purchase by sending a written notice of cancellation to the foreign management company within a period of two weeks (right of cancellation); this also applies if the person selling the shares or acting as an intermediary for the sale has no permanent business offices. In the case of a distance sale within the meaning of § 312b of the German Civil Code (Bürgerliches Gesetzbuch - BGB), cancellation is not permitted if financial services are purchased whose price is subject to fluctuations on the financial market (§ 312g paragraph 2 sentence 1 number 8 BGB).

Sending the notice of cancellation within the allotted time period is deemed sufficient for compliance with the deadline. Written notice of cancellation must be sent to Universal-Investment-Luxembourg S.A., 15, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, indicating the person making the cancellation and his or her signature. No reasons need to be provided for cancellation.

The cancellation period does not begin until a copy of the application to enter into a contract has been provided to the buyer or a bought note has been sent to him containing information advising the buyer of his right of cancellation as above.

If the beginning of the period is disputed, the burden of proof is on the seller.

The buyer has no right of cancellation if the seller proves that the buyer bought the shares as part of his business operations, or that he called on the buyer for the negotiations leading to the sale of the shares based upon a previously arranged appointment in accordance with § 55 paragraph 1 of the German Trade, Commerce and Industry Regulation Act (Gewerbeordnung - GewO).

If a cancellation has been made and the buyer has already made payments, the foreign management company is obligated to pay the buyer, concurrently with the retransfer of the purchased shares, if necessary, any expenses paid plus an amount equal to the value of the purchased shares on the day following receipt of the notice of cancellation.

The right of cancellation cannot be waived.

Special risks arising from tax-related obligations in Germany

The Management Company must provide proof of the accuracy of the tax basis notified. Should errors from the past be identified, there shall be no retrospective correction; instead, it shall be taken into account as part of the notification for the current financial year.

Notes concerning the taxation of income from foreign investment funds for investors from the Federal Republic of Germany

Summary of important tax regulations for investors

Investment fund under Luxembourg law

The following information on taxation is not intended to provide or substitute legally binding tax advice and does not assert the claim to cover all relevant tax-related aspects which may be of importance in connection with the purchase, possession or sale of units in the Fund. The items listed are neither exhaustive nor do they take into account any individual circumstances of particular investors or investor groups.

General provisions

The statements concerning tax regulations rules apply only to investors who have unlimited tax liability within Germany. We recommend that foreign investors contact their own tax advisers prior to purchasing units in the Investment Fund described in this Sales Prospectus and obtain individual clarification regarding the possible tax-related consequences in their home country arising from the purchase of units. In Germany, foreign investment funds are, in principle, not liable for corporation or local business tax. However, the Investment Fund's taxable income is subject, for the private investor, to income tax as revenue from capital assets, insofar as it, together with other capital gains, exceeds the flat-rate savings level of EUR 801 p.a. (for unmarried persons or spouses taxed separately) and EUR 1,602 (for spouses taxed jointly).

Income from capital is, in principle, subject to a 25% rate of tax (plus the solidarity surcharge and church tax, if applicable). Income from capital assets also includes the income distributed from the Investment Fund, distribution-equivalent income, interim profits and profits from the purchase and sale of fund units if acquired after 31 December 2008. The tax for the private investor has, in principle, the effect of a tax at source (known as the "flat-rate withholding tax"), so that the income from capital assets usually does not have to be included on the income tax return. When making a tax deduction through the domestic portfolio manager for the private investor, losses are already netted and offsettable foreign withholding tax is added. However, this tax does not have the effect of a payment if the personal tax rate is lower than the flat-rate withholding tax of 25%. In this case, the income from capital assets can be included on the income tax return. The tax authority then applies the lower personal tax rate and offsets the tax deduction against the tax liability (known as the "reduced-rate test").

Where income from capital assets has not been subject to taxation (for example, because a gain was made on the sale of fund units in a foreign securities account), this must be included on the tax return. In the context of the tax assessment the income from capital assets is also subject to the 25% rate of withholding tax or the lower personal tax rate.

Despite taxation and the higher personal tax rate, information about the income from capital assets may be required if extraordinary expenses or itemised deductions (e.g. charitable donations) are claimed as part of the income tax return. If the units are held in the operating assets, the income is treated as business revenue for tax purposes. In this case, the tax will not have the effect of a final payment; there is no offsetting of losses through the domestic custodian. The tax legislation requires a sophisticated review of the income components in order to determine the income which is taxable and/or liable for capital gains tax.

Asset distributions are not deemed part of the distributed earnings. Under fiscal law, this is only the case if the Investment Company can prove that there is no distributable income within the meaning of the laws on the taxation of investments (KAGG, AuslInvestmG and the German Investment Act (hereinafter: InvStG)) from the current or an earlier financial year, and that the asset distributions were published and were included in the approved annual financial statements. However, deemed distributed income does not form part of distributable earnings in this sense. In the case of asset distributions, the acquisition cost or amortised cost of the investor for the share of the investment has to be reduced by the share of the asset distribution attributable to the investor. Alternatively, business investors may instead enter an offsetting item on the liabilities side. In the case of the redemption or sale of fund units, the reduction in the acquisition cost for the private investor may also be replaced by the addition of the asset distributions.

I Units in private assets (resident taxpayers)

1. Gains from the sale of securities, gains from futures and income from short option premiums

Gains from the sale of shares, near-equity participation rights and, gains from futures and income from short option premiums generated at investment fund level are not taxable for the investor as long as they are not

distributed. The same applies to the disposal of units in other investment funds. In addition, gains from the sale of the following capital claims are not taxable for the investor if they are not distributed.

This includes the following capital claims:

- (a) capital claims with an issuing yield,
- (b) capital claims with fixed or variable coupon in which the redemption of the capital is promised or granted at the same level (e.g. "normal" bonds, floaters, reverse floaters or downrating bonds),
- (c) risk certificates which replicate the price of a share or a public index for a number of equities on a 1:1 basis,
- (d) equity-like bonds, exchangeable bonds and convertible bonds,
- (e) profit obligations and debt capital participation rights traded without a separate statement of interest accrued (flat) and
- (f) "cum"-acquired warrant-linked bonds.

If gains from the disposal of the above-mentioned securities/capital claims, gains on futures and income from short option premiums are distributed, in principle they are taxable and are generally subject to a 25% tax deduction (plus the solidarity surcharge and church tax, if applicable). Distributed gains from the disposal of securities and gains from futures are nonetheless tax-exempt if the securities at investment fund level were acquired or the futures were entered into prior to 1 January 2009. For investors who have acquired units in an investment fund after 31 December 2008, a notional allocation of these tax-free distributed profits is made when calculating the capital gains (see point I 5. below). Gains from the sale of capital claims not included in the above list are to be treated like interest payments with regard to taxation (see point I 2. below).

2. Interest and interest-related income as well as domestic and foreign dividends

Interest and interest-related income as well as foreign dividends are generally taxable for the investor. Whether such income is reinvested or distributed is irrelevant.

Distributed interest and interest-related income as well as domestic and foreign dividends from investments are normally subject to the deduction of 25% tax (plus the solidarity surcharge and any church tax applicable). In principle, the investor is subject to taxation on interest, dividends and other income. Whether such income is reinvested or distributed is irrelevant. It is generally subject to a tax rate of 25% (including a solidarity surcharge and, if applicable, a church tax). In the case of an investment fund classed as a reinvesting fund for tax purposes, the 25% tax rate (plus the solidarity surcharge) is not applied at the time of reinvestment. The income liable for taxation is instead accumulated and combined into what is referred to as 'cumulative distribution-equivalent income'. At the time of the redemption/sale of the investment units via a domestic custodian, this cumulative distribution-equivalent income is then taxed.

3. Negative taxable income

Any negative income remaining after offsetting against similar positive income at investment fund level is carried forward for tax purposes at investment fund level. It may be offset at investment fund level against future similar positive taxable income in later years. It is not possible to attribute the negative taxable income to the investor. This negative income therefore only affects the investor's income tax during the assessment period (tax year) in which the financial year of the investment fund ends or the distribution for the financial year of the investment fund takes place for which the negative taxable income is offset at investment fund level. Negative income cannot be deducted from the investor's income tax liability before that point of time.

4. Asset distributions

Asset distributions are not subject to taxation. Asset distributions received by the investor during the period he holds the investment have nonetheless to be added to the taxable result from the sale of fund units, i.e. they increase the taxable profit.

5. Capital gains at investor level

If units in an investment fund, which were purchased after 31 December 2008, are sold by a private investor, the capital gains are subject to a withholding tax rate of 25% (plus the solidarity surcharge and church tax, if relevant).

If units in an investment fund, which were acquired prior to 1 January 2009, are sold again by a private investor within one year of their acquisition (speculation period), the capital gains are, in principle, taxable as income from private sales transactions. The private investor's individual tax rate is applied to said profits. There is no tax deduction on such profits. If the total profit obtained via private sales transactions during the calendar year comes to less than EUR 600, it is tax-free (exemption limit). If this exemption limit is not reached, the entire private capital gains are liable for taxation.

In the case of a disposal of fund units acquired prior to 1 January 2009 outside the speculation period, the gains are tax-free for private investors.

When determining the capital gains, the interim profit at the time of acquisition is deducted from the acquisition cost and the interim profit at the time of sale is deducted from the sale proceeds, in order to avoid the double application of income tax on interim profits (see below). In addition, the disposal proceeds must be reduced by the amount of reinvested income which has already been taxed by the investor, so that here, too, there is no double taxation.

The sale proceeds shall be reduced by the distribution-equivalent income deemed to have been accrued during the holding period, as well as increased by the amount of foreign tax paid thereon, less a claim to reduction as defined in § 4(2) InvStG or capital gains tax within the meaning of § 7(3) and (4) InvStG. Distribution-equivalent income distributed during the holding period in a subsequent financial year shall be added to the sales proceeds.

If the investor acquires units in an investment fund after 31 December 2008, then from 1 January 2009 onwards, any tax-exempt distributed futures gains and gains on the sale of securities are to be added to the capital gains. From 31 December 2008, gains from the sale of fund units are tax-exempt insofar as they can be traced to income generated in the Fund during the holding period and not yet registered at investor level and tax-exempt under a double taxation agreement (a real property gain proportionate to the holding period). The Company publishes the real property gains on the valuation day as a percentage of the net asset value of the foreign investment fund.

II Units in business assets (resident taxpayers)

1. Gains from the sale of securities, gains from futures and income from short option premiums

Gains from the sale of shares, investment units, near-equity participation rights, gains from futures and income from short option premiums generated at investment fund level are not taxable for the investor as long as they are not distributed. In addition, gains from the sale of the following capital claims are not taxable for the investor if they are not distributed:

This includes the following capital claims ("good capital claims"):

- (a) capital claims with an issuing yield,
- (b) capital claims with fixed or variable coupon in which the redemption of the capital is promised or granted at the same level (e.g. "normal" bonds, floaters, reverse floaters or downrating bonds),
- (c) risk certificates which replicate the price of a share or a public index for a number of equities on a 1:1 basis,
- (d) equity-like bonds, exchangeable bonds and convertible bonds,
- (e) profit obligations and debt capital participation rights traded without a separate statement of interest accrued (flat) and
- (f) "cum"-acquired warrant-linked bonds.

If such gains are distributed, they must be taken into account for tax purposes at investor level. For investors that are corporate bodies, gains from the sale of shares are generally tax-exempt; however, 5% constitute non-deductible business expenses. In the case of other business investors (e.g. sole proprietorships), gains from the sale of shares are 40% tax-free (partial income procedure). In contrast, gains from the disposal of bonds/capital claims, gains from futures and income from short option premiums are fully taxable.

Gains from the sale of capital claims which are not included in the above list have to be treated like interest payments (see point II 2. below).

2. Interest and interest-equivalent income

In principle, the investor is subject to taxation on the interest and interest-equivalent income. Whether such income is reinvested or distributed is irrelevant. The interest to be taxed which comes from interest income as defined in sentence 3 of § 4h(3) of the Income Tax Act (*Einkommensteuergesetz* - hereinafter: EStG) must be taken into account pursuant to § 2(2a) InvStG within the scope of the provisions on interest deduction ceilings under § 4h EStG. Distributed interest and interest-related income is normally subject to a tax rate of 25% (plus the solidarity surcharge).

In the case of an investment fund classed as a reinvesting fund for tax purposes, the 25% tax rate (plus the solidarity surcharge) is not made at the time of reinvestment. The income liable for taxation is instead accumulated and combined into what is referred to as 'cumulative distribution-equivalent income'. During the redemption/sale of investment units, the income liable for taxation is instead accumulated and taxed via a domestic custodian.

3. Domestic and foreign dividends

Prior to 1 March 2013, dividends accrued, or deemed as having been accrued, by the foreign investment fund from domestic and foreign public limited companies that are distributed or reinvested in relation to units in business assets, were — with the exception of dividends pursuant to the Act on German real estate stock corporations with listed shares (hereinafter: REITG) — generally tax-exempt for corporate bodies; for corporate bodies, 5% of the dividends constitute non-deductible business expenses and were therefore liable to taxation. Due to new regulations regarding the taxation of free-float dividends, dividends accrued, or deemed as having been accrued, by the foreign investment fund from domestic and foreign public limited companies as a result of direct investment, are liable to taxation after 28 February 2013. For sole proprietorships, dividends – except those pursuant to the REITG – shall be taxed at 60% (partial income procedure).

In the case of other business investors (e.g. sole proprietorships) this income is 40% tax-exempt (partial income procedure). Domestic and foreign dividends are, in principle, subject to a 25% tax deduction (plus the solidarity surcharge).

In the case of an investment fund classed as a reinvesting fund for tax purposes, the 25% tax rate (plus the solidarity surcharge) is not made at the time of reinvestment. The income liable for taxation is instead accumulated and combined into what is referred to as 'cumulative distribution-equivalent income'. During the redemption/sale of investment units via a domestic custodian, this cumulative distribution-equivalent income is then taxed.

In the case of investors liable for local business tax, the dividend income which is in part exempt from income tax or corporation tax has to be added back for the purpose of determining the trading profit, but not reduced again. From the viewpoint of the tax authorities, dividends from foreign corporations can only be exempt from taxation in the form of what is referred to as intercompany dividends if the investor is a (corporate) entity as defined in the corresponding double taxation agreement and provided this investor is due a sufficiently high participation in the intercompany dividends.

4. Negative taxable income

Negative income remaining after offsetting against similar positive income at investment fund level is carried forward for tax purposes at investment fund level. It may be offset at investment fund level against future similar positive taxable earnings in later years. It is not possible to attribute the negative taxable income to the investor. This negative income therefore only affects the investor's income tax or corporation tax during the assessment period (tax year) in which the financial year of the investment fund ends or the distribution for the financial year of the investment fund takes place for which the negative taxable income is offset at investment fund level. It is not possible to deal with it in the investor's income tax or corporation tax earlier.

5. Asset distributions

Asset distributions are not taxable. For an investor who prepares accounts this means that the asset distributions have to be recognised in current earnings for the commercial accounts and an offsetting item has to be charged to expenditure on the liabilities side, thus technically reducing the historic acquisition costs with neutral impact on taxation. Alternatively, the amortised cost may be reduced by the pro rata amount of the asset distribution.

6. Capital gains at investor level

Gains from the sale of units in business assets are, in principle, tax-exempt for corporate bodies, provided they result from dividends not yet accrued or regarded as not yet accrued, and from realised and non-realised gains of the foreign investment fund from domestic and foreign shares and provided such dividends and gains are tax-free when allocated to the investor (so-called equity gains). For sole proprietorships, these sales proceeds shall be taxed at 60%. Investment management companies publish the equity gain (since 1 March 2013, due to the aforementioned legislative amendment, two separate equity gains are published for corporate bodies and sole proprietorships; if necessary, the separate publications shall only be made ex post facto) on the valuation day as a percentage of the unit value of the investment fund.

III Solidarity surcharge

A solidarity surcharge of 5.5% is levied on the tax charge payable in the case of distributions or reinvestments. The solidarity surcharge may be offset against the income and corporation tax.

If no tax deduction is made - in the case of an adequate exemption order, submission of a non-assessment certificate or proof of non-resident status, for example - no solidarity surcharge will be due.

IV Church tax

If income tax is already levied by a domestic custodian (entity deducting the tax), the applicable church tax — in accordance with the rate of the church tax for that religious community to which the individual liable for church tax belongs — is levied as an addition to the deduction of the tax. For this purpose, the individual who is liable to pay church tax may state his religious affiliation to the entity deducting the tax in a written application. Spouses must also declare in such an application the ratio of the share of the capital gains allotted to each of the spouses in relation to the entire capital gains of the spouses, so that the church tax is divided, retained and paid out in this ratio. If no proportions are stated, the church tax will be allocated per capita.

The deductibility of the church tax as an itemised deduction is already treated as reducing the tax payment.

V Foreign withholding tax

To some extent, withholding tax is retained in the countries of origin on the investment fund's foreign income.

The Company may deduct the offsettable withholding tax at investment fund level as tax-allowable expenses. In this case, the foreign withholding tax can neither be offset nor deducted at investor level.

If the Company does not exercise its option to retain the foreign withholding tax at fund level, then for distributing foreign investment funds, the offsettable withholding tax shall be taken into account, causing a reduction in the amount of tax levied by the domestic custodian.

VI Income equalisation

Parts of the issue price for issued units destined as income which can be allocated as distributions (income equalisation) must be treated, for tax purposes, like the income to which these parts of the issue price are attributed.

VII Proof of basis for tax assessment

In the case of a foreign special investment fund, the foreign investment company must disclose to investors the bases of taxation pursuant to § 5(1) InvStG; publication in the 'elektronischer Bundesanzeiger' (hereinafter: the electronic Federal Gazette) may be waived due to the small number of investors. A foreign special investment fund shall only be considered to exist if the number of investors is limited to 100 and the investors are not natural persons. The foreign investment company shall, within 4 months following the end of the financial year and without special request, provide the German Federal Tax Office (*Bundeszentralamt für Steuern*) with a certificate from a duly authorised body, stating that the details were determined in accordance with the provisions of German tax law. For distributing foreign special investment funds, this period shall commence on the date of the resolution to distribute dividends.

For foreign special investment funds, the correction of material misstatements shall not be offset by the difference over the current financial year. Moreover, the erroneous amounts shall be taken into consideration in accordance with the general tax correction rules in the tax assessment in which they were included.

If the fund is not a foreign special investment fund (foreign retail investment funds), the foreign company must publish for investors the bases of taxation pursuant to § 5(1) InvStG within 4 months after the end of the financial year or no later than 4 months after the day of the resolution in the electronic Federal Gazette.

In order to avoid flat-rate taxation pursuant to § 6 InvStG, foreign investment companies must disclose the amount of income deemed to have been accrued after 31 December 1993, but on which tax has not yet been paid (cumulative distribution-equivalent income) and to publish the bases of taxation with the redemption price within the same period.

If the foreign investment company has published erroneous information, then the discrepancies must, either independently or at the request of the German Federal Tax Office, be taken into account in the assessment for the current financial year.

VIII Taxation of interim income

Interim profit comprises the remuneration contained in the sale or redemption price for interest accrued or accrued and gains from the sale of capital claims not mentioned in § 1(3), sentence 3, point (1)(a)–(f) InvStG, which the Fund has not yet distributed or reinvested and which consequently have not yet become liable for taxation for the investor (e.g. similar to interest accrued on fixed-income securities). The interim profit generated by the investment fund is subject to income tax if the shares are redeemed or sold by resident

taxpayers. The tax deduction on interim profits is 25% (plus the solidarity surcharge and church tax, if relevant).

The interim profit paid on the purchase of units can be offset by the private investor for income tax purposes as negative revenue during the year in which the payment is made if income equalisation is applied and if reference is made to this fact on publication of the interim profit and as part of the tax data requiring certification by professionals. It is already applied to reduce the tax amount on payment of the tax for the private investor. If the interim profit is not published, a rate of 6 % p.a. (*pro rata temporis*) of the remuneration is to be construed as interim profit for the redemption or sale of the investment units. For business investors, the interim profit paid is a dependent part of the acquisition costs which do not require correction. In the event of the redemption or sale of fund units, the interim profit received forms an integral part of the sales proceeds. No correction shall be made.

IX Consequences of merging investment funds

If an investment fund is transferred to another investment fund in the context of a transfer with a neutral impact on taxation as defined in § 17a in conjunction with § 14 InvStG, a distributing investment fund in the last financial year preceding the merger has to be treated, for tax purposes, as a reinvesting investment fund. The merger does not result in the disclosure of hidden reserves, either at investor level or at the level of participating investment funds. As a result, said reserves are not liable to taxation. For the absorbing investment fund, generated and not yet distributed income is transferred to investors on the transfer date as 'distribution-equivalent income'.

Cross-border mergers cannot be carried out without any tax being incurred. If investment funds are not merged with neutral impact on taxation, in taxation terms, the units in the transferring investment fund are redeemed/sold and the units in the absorbing investment fund are purchased.

X Transparent, semi-transparent and intransparent taxation

The above-mentioned bases of taxation ('transparent taxation' for investment funds within the meaning of the InvStG) shall only apply if the Fund falls within the grandfather clause of the InvStG. This is the case if the Fund was launched prior to 24 December 2013 (day after promulgation of the Act adapting the Investment Tax Act and other acts to the Implementation Act of the German Alternative Investment Fund Managers Directive (hereinafter: AIFM-StAnpG) and the investment provisions and borrowing limits pursuant to the InvStG (as at 21 July 2013) have been met. Alternatively, or after expiry of the grandfather clause at the latest, the Fund must meet the tax investment provisions pursuant to the InvStG (AIFM-StAnpG of 18 December 2013, Federal Law Gazette I No. 76, p. 4318 et seq.). These are the principles under which the Fund is permitted to invest, in order to be treated as an investment fund for tax purposes. In both cases, all bases of taxation in accordance with the tax disclosure obligation according to the requirements in § 5(1) InvStG must have been disclosed. If the Fund has acquired units in other investment funds, the aforementioned bases of taxation shall apply only if: (i) the relevant target investment fund falls under the grandfather clause in the InvStG or the tax investment provisions pursuant to the InvStG and (ii) the Company complies with tax disclosure obligations regarding this target investment fund.

The Company shall endeavour to comply with the tax investment provisions and, in the case of the grandfather clause, the investment provisions and borrowing limits pursuant to the Investment Act and disclose all bases of taxation applying thereto. However, the necessary disclosure cannot be guaranteed, especially if the Fund has acquired units in an investment fund and the relevant company fails to comply with their disclosure obligations therefor. In this case, distributions and interim profit as well as 70% of the increase in value in the previous calendar year in relation to the relevant units of the investment fund (at least, however, 6% of the redemption price) are recognised as taxable income at fund of fund level. The Company also endeavours to disclose other bases of taxation outside the requirements under § 5(1) InvStG (particularly those for equity gains, real property gains and interim profit).

If the investment provisions and borrowing limits pursuant to the former German Investment Act and the tax investment provisions pursuant to the InvStG have not been adhered to, the Fund shall be treated as an investment company. The taxation is guided by the general principles for investment companies within the meaning of §§ 18 and 19 InvStG (AIFM-StAnpG) dated 18 December 2013, Federal Law Gazette I No. 76 p. 4318 et seq.

XIII EU Savings Directive/German Interest Disclosure Regulation

The German Interest Disclosure Regulation (*Zinsinformationsverordnung* — ZIV), which transposes the Directive on taxation of savings income in the form of interest payments, is intended to ensure effective cross-border taxation of interest payments (EU Savings Directive) to natural persons within the territory of the EU. Some non-EU states (particularly Andorra, the Channel Islands, Liechtenstein, Monaco and Switzerland) have reached agreements with the EU which largely correspond to the EU Savings Directive.

In principle, interest income credited by a German credit institution (acting as paying agent) to a natural person who is resident in another country of Europe or in certain non-EU countries is reported by the German institution to the Federal Fiscal Authority and from there ultimately to the foreign tax authorities.

Correspondingly, interest income which a natural person in Germany receives from a foreign credit institution in another European country or in certain non-EU countries is ultimately reported by the foreign bank to the German tax authorities. Alternatively, some foreign states retain withholding tax which can be offset in Germany.

Specifically affected are therefore the private investors who are resident within the European Union or acceding non-EC states who hold their securities account or account in a different EU countries and receive interest income.

Luxembourg and Switzerland are among those countries which have undertaken to retain withholding tax of 35% (since 1 July 2011) on interest income. Within the tax documentation, the investor receives a certificate permitting him to have the retained withholding tax offset as part of his income tax return.

Alternatively, private investors have the option of obtaining an exemption from this tax by authorising the foreign bank to voluntarily disclose their interest income, in which case the bank will not withhold the taxes but will instead report the income to the appropriate tax office. According to the ZIV, the Company must specify for the Fund whether it is subject to the ZIV ("in scope") or not ("out of scope"). The ZIV contains two essential investment thresholds for conducting this assessment.

- If the assets of a fund consist of no more than 15% of claims as defined in ZIV, the paying agents — who ultimately rely on the data reported by the Company — do not have to report this to the German Federal Tax Office. Otherwise, exceeding the 15% limit triggers a duty for paying agents to report the proportion of interest contained in the distribution to the German Federal Tax Office.
- If the 25% limit is exceeded, the proportion of interest contained in the redemption or sale of investment units must be reported. If the Fund is a distributing fund, the proportion of interest it contains must, in the event of a distribution, additionally be reported to the German Federal Tax Office. If it is an accumulating fund, a report is consequently only made in the event of the redemption or sale of fund units.

NB:

The tax information is based on the legal position at present. It is intended for persons in Germany who are fully liable for income tax or corporation tax. However, no guarantee can be given that the tax assessment will not alter as a result of legislation, court decisions or orders issued by the tax authorities.

Legal and tax-related risk:

An amendment to incorrectly determined bases of taxation for the Fund for previous financial years (e.g. as a result of corresponding request by the German Federal Tax Office) may lead to a correction which, in principle, has an adverse tax-related impact on the investor in that the investor has to bear the tax burden arising from the correction for previous financial years, even though he might not have been an investor in the Fund at that time. Conversely, the situation may arise for investors in which they no longer benefit from a positive tax correction for the current financial year and for past financial years in which they were invested in the Fund because they redeemed or sold their units before the corresponding correction was implemented. In addition, corrections to tax data may result in taxable income and tax benefits being assessed for tax purposes in a different tax period than that which is actually correct, which may have negative impact on individual investors.

APPENDIX II - Additional information for investors in Austria

Supplementary information for investors in Austria concerning the public distribution of shares of the sub-fund “UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS”, of the investment company “UI”.

The following information is addressed to potential purchasers of shares of the above-mentioned sub-fund in the Republic of Austria in order to provide more detail on the Sales Prospectus with regard to distribution in Austria:

Paying Agent in Austria for fund shares offered for public distribution in Austria:

Company:	Erste Bank der österreichischen Sparkassen AG
Address:	Graben 21, A-1010 Vienna
Tel.:	+43 (0) 50 100-11744
Fax:	+43 (0) 50 100-17499

Redemption orders for the above-mentioned Directive-compliant sub-fund may be submitted to the Austrian Paying Agent. The Paying Agent also deals with the settlement and disbursement of the redemption price in collaboration with the Management Company and the Custodian Bank.

The current version of the Sales Prospectus including the Supplement of the above-mentioned Directive-compliant investment fund, the Articles of Association, the Key Investor Information Document (KIID), the Annual and Semi-Annual Reports, as well as the issue and redemption prices may be obtained from the Austrian Paying Agent; other information and documents may also be perused on the premises of the Paying Agent.

The Fund's net asset value may be viewed at www.universal-investment.com. All other notices to investors shall be published in the “Wiener Zeitung” newspaper.

APPENDIX III - Additional information for investors in United Kingdom

This Supplement for investors from the United Kingdom forms part of the Sales Prospectus (the Sales Prospectus) and should be read in conjunction with the Sales Prospectus. This Supplement contains specific information in relation to the “UI – AZURE ASSET MANAGEMENT SHORT DURATION BOND FUND UCITS” (the Sub-Fund of the investment company “UI”), an umbrella open-ended investment company with variable capital and segregated liability between Sub-Funds governed by the law of Luxembourg and authorised by the Commission de Surveillance du Secteur Financier (the Financial Regulator). The Fund has been authorised under Part I of the Luxembourg law of 17 December 2010 relating to collective investment undertakings (loi relative aux organismes de placement collectif, the 2010 Law) and qualifies as an Undertaking for Collective Investments in Transferable Securities (UCITS), and may therefore be offered for sale in European Union Member States (subject to registration in countries other than the Grand Duchy of Luxembourg).

FACILITIES AGENT SERVICES IN THE UK

Global Funds Registration has been appointed to act as facilities agent for the Fund in the United Kingdom (the Facilities Agent). The Facilities Agent has agreed to provide facilities at its offices located at 1st Floor, 10 New Street, London, EC2M 4TP where:

- (a) a Shareholder may redeem his or her shares and from which payments of the price on redemption may be obtained;
- (b) a Shareholder may lodge a complaint concerning the operation of the Fund;
- (c) a Shareholder may obtain, during usual business hours on any business day, copies of the Funds’ most recent Sales Prospectus, Articles of Association, Key Investor Information Document (KIID), Annual and Semi-Annual Reports; and
- (d) information can be obtained in writing about the Funds’ most recently published share prices.

All other notices to investors shall be published in “The Daily Telegraph” newspaper.

Any person with questions relating to their ability to invest in the Funds should consult a financial adviser specialising in advising on participation in collective investment schemes.

If you are in any doubt about the contents of this document, you should consult your professional adviser authorised pursuant to the FSA.

Words and expressions defined in the Sales Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Copies of this Sales Prospectus can be obtained from and enquiries regarding the Fund should be addressed to:

Global Funds Registration		Universal-Investment-Luxembourg S.A.
1st Floor		15, rue de Flaxweiler
10 New Street	or	L-6776 Grevenmacher
London		Grand Duchy of Luxembourg
EC2M 4TP		

APPENDIX IV - Additional information for investors in Switzerland

Representative

The representative in Switzerland is Vescore Fondsleitung AG, Bahnhofstrasse 8, CH-9001 St. Gallen.

Paying Agent

The paying agent in Switzerland is Notenstein La Roche Privatbank AG, Bohl 17, CH-9004 St. Gallen.

Address for obtaining the relevant documents

Publications relating to the Fund or Company are released in Switzerland on the electronic platform of fundinfo AG (www.fundinfo.com). Significant notices for shareholders such as important changes in the Sales Prospectus or Articles of Incorporation and the liquidation of the Company or Fund are published in this publication. The Sales Prospectus including the Articles of Incorporation, the Key Investor Information document (KIID) and the Annual and Semi-Annual Reports can be obtained free of charge from the representative in Switzerland (Tel.: 0041 (058) 458 48 00).

The Issue, Redemption and Conversion Prices and/or Net Asset Value with the note "exclusive of commission" are published daily on the electronic platform fundinfo AG (www.fundinfo.com).

EU taxation of interest

The European Community and Swiss Confederation have concluded an Agreement on rules which are equivalent to those laid down in the Directive on the taxation of savings income (the "Agreement"). On the basis of the Agreement and the relevant instructions published by the Swiss tax authorities, the significant points with regard to investment funds established outside Switzerland, but which are distributed by Swiss paying agents, may be summarised as follows:

- Swiss paying agents must pay a tax retention (the "Retention") on the payments of interest to beneficiaries who are natural persons resident in a Member State of the European Union (the "Investor"). The Investor may specifically give consent to a notification in place of the retention of tax.
- The following rules on marginality are applied:

Earnings from investment funds which directly and/or indirectly invest not more than 15% of their assets in claims as defined in Article 7(1)(a) of the Agreement are not deemed to be payments of interest.

Distributions from investment funds which directly and/or indirectly invest more than 15%, but not more than 40%, of their assets in claims as defined in Article 7(1)(a) of the Agreement are subject to retention. The earnings realised on the sale, redemption or return of the shares of this investment fund are not subject to retention.

Distributions from investment funds or earnings from the sale, redemption or return of shares of investment funds, investing directly and/or indirectly more than 40% of the assets in claims as defined in Article 7(1)(a) of the Agreement and realising interest within the scope of the Agreement, are subject to retention.

If the Paying Agent of the investment fund does not receive the necessary information concerning the proportion of the interest payments in the earnings, the aggregate amount of the distribution shall be deemed to constitute an interest payment and the Paying Agent must retain the entire amount of the distribution (Article 7(3) of the Agreement). The same rules apply in the case of the sale, redemption and return of shares.

Interest payments from claims against debtors domiciled in Switzerland are not subject to the Agreement (with several exceptions, e.g. Swiss investment funds for which withholding tax does not have to be applied).

For investors for whom the qualification of the investment fund under the Agreement is important - i.e. the question as to whether an investment fund is covered by the rules on marginality in accordance with letters a and b above (which should typically be the case with equity funds) - are required to contact the Paying Agent before making an investment.

Payment of trailer fees and discounts

The Company/Fund and its representatives may pay trailer fees to compensate for the distribution of Fund shares in Switzerland or from Switzerland. This compensation may in particular include the following services:

- transfer of Fund shares;
- service by the relevant order agent (bank, platform or equivalent).

Trailer fees are not categorised as discounts even if they are ultimately passed on to the investor.

The recipients of the trailer fees ensure transparent disclosure and shall inform investors, forthwith and free of charge, of the amount of compensation which they could receive for the distribution.

On request, the recipients of the trailer fees shall disclose the amounts actually received in respect of the distribution of the Fund shares from such investors.

The Company/Fund and their agents do not pay any discounts for distribution in or from Switzerland in order to reduce the fees and costs accruing to the investors and charged to the Fund.

Fee-sharing agreement

There are no agreements concerning the sharing of fees.

Place of performance and jurisdiction

The place of performance and jurisdiction for shares distributed in and from Switzerland is the representative's registered office.