GLG INVESTMENTS PLC

(An umbrella fund with segregated liability between sub-funds incorporated as a variable capital investment company in Ireland with registered number 252520 and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended.)

CONSOLIDATED PROSPECTUS

DATED 6 MAY 2016

THIS IS A CONSOLIDATED PROSPECTUS CONSISTING OF THE PROSPECTUS NOTED BY CENTRAL BANK OF IRELAND ON 6 MAY 2016 AND ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY AND AUSTRIA NOTED BY THE CENTRAL BANK OF IRELAND.

THIS CONSOLIDATED PROSPECTUS NOTED BY THE CENTRAL BANK OF IRELAND ON 26 MAY 2016 2016 DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF IRISH APPLICABLE LAW AND IS SOLELY FOR USE IN RELATION TO INVESTORS IN GERMANY AND AUSTRIA.

IMPORTANT INFORMATION

THIS PROSPECTUS

The Directors of GLG Investments plc ("the **Company**") whose names appear at page vii accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Prospectus may be translated into other languages and such translations shall contain only the same information as this Prospectus. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

THE PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

All information in relation to the Man GLG Portfolios (as listed below) is included in this Prospectus.

Man GLG Global Equity
Man GLG Global Convertibles
Man GLG European Equity
Man GLG Japan CoreAlpha Equity
Man GLG UK Select Equity
Man GLG Global Sustain Equity
Man GLG MENA Equity
Man GLG Global Investment Grade Bond
Man NewSmith Global Equity Alpha
Man GLG Global Emerging Markets Local Currency Rates
Man GLG Global Emerging Markets Bond

This Prospectus also sets out some general information in relation to the Company as a whole.

Additional information relating to the Man Numeric Portfolios (as listed below) of the Company is set out in the Man Numeric Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man Numeric Emerging Markets Equity
Man Numeric US Large Cap Equity
Man Numeric Global Equity

The Manager has currently engaged GLG Partners LP to manage the assets of the Man GLG Portfolios and Numeric to manage the assets of the Man Numeric Portfolios.

AVAILABLE SHARE CLASSES AND SHARE CLASS NAMING CONVENTION

For the Share Classes currently available in each Man GLG Portfolio, please refer to the Website of the Company (https://www.man.com/glg-investments-plc-share-classes). The Company may also create additional Share Classes in the Portfolios in the future in accordance with the requirements of the Central Bank with details of all such Share Classes included on the Website of the Company.

Not all combinations of share class characteristics as listed in the table below will be available for subscription, for example "L" and "M" share classes are not available in every Portfolio. Investors should refer to the Website of the Company for those Share Classes of the Man GLG Portfolio currently available for subscription.

Share Classes may be distinguished on the basis of either the fee and/or the charges to the relevant Share Class (see the section of this Prospectus titled "*Portfolio Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" for a breakdown of fees charged and the share classes available in individual Portfolios). The Net Asset Value per Share for one Share Class will differ from the other Share Classes, reflecting these differing fee levels and in some cases due to the initial subscription price per Share differing from the Net Asset Value per Share of Share Classes already in issue.

Under the naming convention adopted by the Company in respect of the naming of Share Classes (the "**Naming Convention**"), the letters set out below have the following significance:

Categories of Investor	
D	These Share Classes will generally have a higher management fee, performance fee and/or a lower minimum subscription amount than other Share Classes in the Company.
I	These Share Classes will generally have a lower management fee, performance fee and/or a higher minimum subscription amount than Share Classes with the "D" designation.
Fee Indicators	
Y	These Share Classes may have a different fee structure (as set out in the section of this Prospectus entitled "*Portfolio Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" and "*Fees and Expenses*" a portion of which may be paid to distributors.
X	These Share Classes will generally have a lower management fee, performance fee and/or a higher minimum subscription amount than Share Classes with the "D" or "I" designation.
Hedging Policy	
H	Hedged Share Classes. These Share Classes will be hedged against the Base Currency of a Portfolio where they are denominated in a currency other than the Base Currency.
C	These Share Classes will offer currency exposure, otherwise described as amended currency risk, as explained in the section of this Prospectus titled "Currency Exposure Share Classes".
Performance Fee methodology	
L	LIBOR Benchmark Classes. The performance fee in respect of such Classes shall be based on outperformance of the relevant LIBOR rate in the relevant currency (ie USD LIBOR, GBP LIBOR, JPY LIBOR or EURIBOR) as set out in the "Fees and Expenses" section.

M	Market/Index Benchmark Classes. The performance fee in respect of such Classes shall be based on outperformance of the relevant market or index set out in the "*Portfolio Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" and "*Fees and Expenses*" sections.
Currency of Share Class	
AUD	Share Classes denominated in the lawful currency of Australia.
CHF	Share Classes denominated in the lawful currency of Switzerland.
DKK	Share Classes denominated in the lawful currency of Denmark.
EUR	Share Classes denominated in the lawful currency of the Euro-Zone.
GBP	Share Classes denominated in the lawful currency of the United Kingdom.
JPY	Share Classes denominated in the lawful currency of Japan.
NOK	Share Classes denominated in the lawful currency of Norway.
SEK	Share Classes denominated in the lawful currency of Sweden.
SGD	Share Classes denominated in the lawful currency of Singapore.
USD	Share Classes denominated in the lawful currency of the United States of America.
Dividend Policy	
Dist	Distributing Share Classes. These Share Classes will declare and pay dividends out of net income.

INVESTOR RESPONSIBILITY

Prospective investors should review this Prospectus carefully and in its entirety and consult with their legal, tax and financial advisers in relation to (i) the legal requirements within their own countries for the purchase, holding, exchange, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the purchase, holding, exchange, redemption or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, exchanging, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Prospectus.

AUTHORISATION BY THE CENTRAL BANK

The Company is authorised by the Central Bank of Ireland (the "Central Bank") as an Undertaking for Collective Investment in Transferable Securities under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. 352 of 2011). All of the current Portfolios of the Company are subject to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended (S.I. 352 of 2011). **The authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. Authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.**

DISTRIBUTION AND SELLING RESTRICTIONS

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying Application Form in any such jurisdiction may treat this Prospectus or such Application Form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such Application Form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such Application Form could lawfully be used without compliance with any registration or other legal requirements.

The Company qualifies as a UCITS and has been recognised by the FCA in the United Kingdom under Section 264 of the Financial Services and Markets Act 2000.

No Shares shall be issued in the U.S. or to any U.S. Person other than to certain employees who meet the definition of a "knowledgeable employee" as defined under Rule 3c-5 of the US Investment Company Act of 1940, as amended (the "**US Company Act**").

The Shares have not been, nor will they be, registered or qualified under the United States Securities Act of 1933, as amended (the "**Securities Act**") or any applicable securities laws of any state or other political sub divisions of the United States of America. Except with respect to Permitted U.S. Persons, the Shares may not be offered, sold, transferred or delivered directly or indirectly in the U.S. or to any U.S. Person. Any sales or transfers of Shares in violation of the foregoing shall be prohibited and treated by the Company as void. All applicants and transferees of Shares must complete an Application Form which confirms, among other things, that a purchase or a transfer of Shares would not result in a sale or transfer to an entity which is a U.S. Person precluded from the purchase of Shares hereunder.

In reliance on Section 3(c)(7) of the U.S. Investment Company Act of 1940, as amended (the "**U.S. Company Act**"), neither the Company nor any Portfolio will register as an investment company because any Shares sold within the U.S. will be sold on a private placement basis, to persons who are "qualified purchasers" (as defined in Section 2(a)(51) of the U.S. Company Act and the regulations thereunder) or "knowledgeable employees" as defined under Rule 3c-5 of the US Company Act.

The Company does not intend to permit investments by "benefit plan investors" (as defined under Section 3(42) of the U.S. Employee Retirement Income Security Act of 1974, as amended and any regulations promulgated thereunder) to equal or exceed 25% of the aggregate Net Asset Value of any Class of Shares of a Portfolio.

Notwithstanding anything to the contrary herein, each investor (and each employee, representative or other agent of such investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of (i) the Company or a Portfolio and (ii) any of their transactions, and all materials of any kind (including opinions or other tax analyses) that are provided to the investor relating to such tax treatment and tax structure, it being understood that "tax treatment" and "tax structure" do not include the name or identifying information of the Company, any of the Portfolios or the parties to a transaction.

STOCK EXCHANGE LISTING

Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Man GLG Portfolios on the Official List and trading on the Main Securities Market of the Irish Stock Exchange shall be set out on the Website of the Company.

The Directors do not anticipate that an active secondary market will develop in any of the Shares of the Company.

RELIANCE ON THIS PROSPECTUS

Shares in the Company are offered only on the basis of the information contained in this Prospectus and the latest audited annual accounts and any subsequent half-yearly report of the Company. Any further information or representations given or made by any dealer, broker or other person should be

disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares in the Company other than those contained in this Prospectus and in any subsequent half-yearly or annual report for the Company and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors, the Manager, the relevant Investment Manager, a Distributor, the Administrator or the Depositary. Statements in this Prospectus are based on the law and practice currently in force in Ireland at the date hereof and are subject to change. Neither the delivery of this Prospectus nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof. Neither the admission of the Shares of the Portfolios to the Main Securities Market nor the approval of listing particulars pursuant to the listing requirements of the Irish Stock Exchange shall constitute a warranty or representation by the Irish Stock Exchange as to the competence of service providers to or any other party connected with the Company, the adequacy of information contained in the listing particulars or the suitability of the Company for investment purposes.

RISKS

Investment in the Company carries with it a degree of risk. It should be remembered that the price of Shares and the income (if any) from them may fall as well as rise and there is no guarantee or assurance that the stated investment objective of a Portfolio will be achieved and investors may not get back the amount invested. An investment in the Company should be viewed as medium to long term. An investment in the Company should not constitute a substantial proportion of an investment portfolio and may not be suitable for all investors. Your attention is also drawn to the section entitled "Certain Investment Risks". Consequently, there is a significant risk of the loss of the entire amount of the value of an investor's investment.

An investment in the Company is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account. Consequently, there is the risk that the principal invested in the Company is capable of fluctuation and there is a significant risk of the loss of the entire amount of the value of an investor's investment.

DIRECTORY

GLG INVESTMENTS PLC

Directors:
Bronwyn Wright
Ronan Daly
John Morton
Eric Fortier

Manager:
GLG Partners Asset Management Limited
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Depositary:
BNY Mellon Trust Company (Ireland) Limited

Registered Office
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Guild Street
IFSC
Dublin 1
Ireland

Business Address
The Hanover Building
4th Floor
Windmill Lane
Dublin 2
Ireland

Legal Advisers as to matters of Irish law:
Matheson
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Auditors:
Ernst & Young
Registered Auditors
Ernst & Young Building
Harcourt Centre
Harcourt Street
Dublin 2

Sponsoring Irish Stock Exchange Broker:
Matheson
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Secretary and Registered Office:
Matsack Trust Limited
70 Sir John Rogerson's Quay
Dublin 2
Ireland

Investment Manager in relation to the Man GLG Portfolios:
GLG Partners LP
One Curzon Street
London W1J 5HB
England

Investment Manager in relation to the Man Numeric Portfolios:
Numeric Investors LLC
470 Atlantic Avenue
6th Floor
Boston
MA 02210
USA

Administrator:
BNY Mellon Fund Services (Ireland) DAC

Registered Office
Guild House
Guild Street
IFSC
Dublin 1
Ireland

Business Address
Riverside Two
Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
Ireland

Distributor in relation to the Man GLG Portfolios:
GLG Partners LP
One Curzon Street
London W1J 5HB
England

Distributor in relation to the Man GLG Portfolios and Man Numeric Portfolios:
Man Investments AG
Huobstrasse 3
8808 Pfäffikon SZ
Switzerland

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PORTFOLIO SPECIFIC INFORMATION

INVESTMENT OBJECTIVES AND POLICIES

The Company has been established for the purpose of investing in transferable securities and other liquid assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and will operate on the principle of risk spreading in accordance with the UCITS Regulations. The investment objective and policies for each Portfolio will be formulated by the Directors at the time of creation of such Portfolio. The assets of the Company will be invested in accordance with the restrictions and limits set out in the UCITS Regulations and such additional investment restrictions, if any, as may be adopted by the Directors.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor "Company's Liabilities" under "Investment Risks" below.

Investors in the Company will be provided with an opportunity to invest in a professional manner in order to achieve optimum return on capital invested.

The Company offers a choice of Portfolios, each of which issues a separate Class of Shares to allow investors a choice of strategic allocation.

USE OF FINANCIAL DERIVATIVE INSTRUMENTS BY MAN GLG PORTFOLIOS

The Man GLG Portfolios may use financial derivative instruments ("FDI") for investment purposes. However, none of the Man GLG Portfolios is expected to have an above average risk profile as a result of its investment in FDI. The Central Bank defines "leverage" as being a fund's global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDI. Unless outlined in the "Portfolio Specific Information" section below, the leverage of a Man GLG Portfolio will not exceed 100% of the Net Asset Value of that Man GLG Portfolio. Therefore, although a Man GLG Portfolio will be leveraged in this sense through its use of FDI, the Investment Manager does not in the ordinary course expect the use of FDI to significantly increase the Man GLG Portfolio's risk profile and save where disclosed in respect of an individual Portfolio, the Investment Manager does not intend to use FDI as a means of gearing the Man GLG Portfolio or as an alternative to borrowing. Each Man GLG Portfolio's global exposure relating to financial derivative instruments with the exception of Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond will be calculated using a commitment approach. For the avoidance of doubt, the Company may incur temporary borrowings for the account of any Man GLG Portfolio in an amount not exceeding 10% of the Net Asset Value of a Man GLG Portfolio, as disclosed in the section entitled "Borrowing Policy. Investors should refer to the section entitled "Investment Risks" for information in relation to the risks associated with the use of FDI and the description of a Man GLG Portfolio's investment objective below.

Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond will each utilise a "Relative VAR" approach which aims to ensure that the value-at-risk of the Portfolio will be no greater than twice the value-at-risk of a comparable benchmark portfolio.

There are currently no Portfolios which utilise an "Absolute VaR" approach. In circumstances where a Portfolio is established which uses a value-at-risk approach and where there is no comparable benchmark portfolio, the value-at-risk of the Portfolio will be measured using an "Absolute VaR" approach which provides for a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period which shall not exceed 20% of the Net Asset Value of the Portfolio.

The value-at-risk of a Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

Total Return Swaps and Recovery Rate Swaps

A total return swap is a bilateral financial contract, which allows a Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset. Where a Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank. The factors which may be taken into account by the Investment Manager in determining whether to use a total return swap in respect of a portfolio may include, without limitation, costs, market access, regulatory requirements (such as, for example, the prohibition on taking direct short positions in respect of an issuer), benefits of netting certain positions within a single Total Return Swap, portfolio benefits or efficient collateral management.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail at "*Certain Investment Risks – Counterparty Risk*".

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

INVESTMENT OBJECTIVES AND POLICIES OF MAN GLG PORTFOLIOS

Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.

The investment objectives and policies and investment restrictions in respect of each Man Numeric Portfolio are set out in the Man Numeric Supplement.

At the date of this Prospectus, the following Man GLG Portfolios have been established with the following investment objectives and policies and subject to the restrictions specified in "Investment Powers and Restrictions".

As outlined below and in the Man Numeric Supplement, the Company may use participation notes as a replacement for direct investment in transferable securities. Participation notes are securities the return of which is linked to the performance of underlying listed shares of a company in a market (for example, the shares in a company incorporated in India and listed on the Bombay Stock Exchange). Foreign investment in the shares of the underlying company is either usually restricted or less efficient. Participation notes give investors the opportunity to receive a return which reflects the performance of the underlying shares, without the investor having to go to the expense or difficulty of directly investing in the underlying shares.

Man GLG Global Equity

Investment Objective

Man GLG Global Equity's investment objective is to provide a high total return for a suitable long term appreciation of the investor's capital.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, (iv) other collective investment schemes and (v) deposits, cash or cash equivalents as described in further detail below under the heading "Investment Instruments and Asset Classes".

Investment Approach

The Investment Manager typically forms a portfolio of 40-80 stocks selected from the universe of stocks, in this case, global equities. The process starts with a top down appraisal of the market cycle leading the Investment Manager to sectors and themes that it finds attractive. A sector or theme is attractive if it offers good value, earnings momentum is viewed as likely to be stronger than the broader market, management has the ability to control costs and increase pricing and if the balance sheet of the underlying companies is assessed as sound. Finally, certain sectors tend to perform better or worse depending on the state of the market cycle. The Investment Manager then selects securities that reflect these sectors or themes based on appraisal of their earnings outlooks, valuations and cash generation properties, with a view also to the sustainability of these cash flows. At different points in the market cycle, the Investment Manager will have different tolerances of valuation and earnings growth, for example early in a cycle, it will look for companies where a given revenue stream will lead to a larger than average move in operating profits, late in a cycle for more stable earnings.

Investment Instruments and Asset Classes

The Portfolio will invest primarily in transferable securities (including, common stock and other equity securities globally such as ordinary shares, preference shares, warrants and rights), but may also invest in money market instruments, government and corporate bonds, bonds convertible into common stock, preferred shares and other fixed income and equity linked investments, which may include but are not limited to such instruments as stock options and equity swaps on a global level. While the Portfolio may invest in securities listed or traded on Recognised Markets in OECD member states and other countries (such as such as ordinary shares, ADRs, GDRs, and occasionally in customised baskets of securities bought on swap agreements), it may also invest in other instruments such as global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate instruments, investment grade and non-investment grade instruments, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), preferred shares and other fixed income investments rated above investment grade by a Recognised Rating Agency or determined by the Investment Manager to be of comparable quality. The Portfolio may hold ancillary liquid assets including term deposits.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio will be diversified with no more than 15% of the Portfolio's investment in securities listed or traded on Recognised Markets in non-OECD countries and with no country outside the G-8 countries amounting to more than 15% of the Portfolio's investments. The Portfolio may hold ancillary liquid assets. The Portfolio's net asset allocation can respond dynamically to the Investment

Manager's analysis of changing market trends and opportunities. The Investment Manager aims to achieve performance through owning a limited number of concentrated investments, subject to the restrictions described in "Investment Powers and Restrictions". The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of the Portfolio's Share Classes.

The Directors have determined that the Portfolio will not invest more than 15% of its net assets in the following:

(1) issuers with a long term debt rating of less than A from Moody's S&P or the equivalent as determined by the Investment Manager or, if such securities have a final maturity of less than one year, a short term debt rating of Prime-1/A1 from Moody's or S&P or the equivalent to the extent possible to determine by the Investment Manager; or

(2) issuers which are not unconditionally guaranteed by a company or entity with a Moody's or S&P's long term debt rating of A or better or the equivalent as determined by the Investment Manager or, if such securities have a final maturity of less than one year, a Moody's or S&P's short term debt rating of Prime-1/A1 or the equivalent to the extent possible to determine by the Investment Manager.

While the Portfolio will invest primarily in common stock and other equity securities globally, it may also invest in open-ended collective investment schemes where the Investment Manager believes that such investment provide efficient or cost-effective exposure to some or all of the equities, fixed income, money market and other instruments outlined above. Such investment is subject to the restrictions set out in paragraph (iii) of the section of the Prospectus entitled "Investment Powers and Restrictions". The Portfolio may acquire units in collective investment schemes provided that no more than 10% of the Portfolio's net assets are invested, in aggregate, in the units of other collective investment schemes, including but not limited to eligible ETFs. Subject to the preceding sentence, the Portfolio may invest in exchange-traded funds, which are typically open-end funds or unit investment trusts, listed on a Recognised Market.

The Portfolio may invest up to 50% of its Net Asset Value in emerging markets.

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world. **An investment in a fund which invests in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See the section of the Prospectus entitled "Investment Risks – Emerging Markets" for further details.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might

suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus. For the avoidance of doubt, where short positions in individual issuers are taken (as referred to at (ii) above), such trades will be for hedging and efficient portfolio management purposes only and not used to achieve leverage within the Portfolio as part of its investment strategy, or to express a view in relation to the direction of the markets or a given issuer.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking a high total return for a suitable long term appreciation of capital.

Base Currency: USD

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.50%	1.75%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG Global Convertibles

Investment Objective

Man GLG Global Convertibles' investment objective is to achieve compounded appreciation of the investor's capital through investing globally in an actively managed portfolio of convertible bonds, convertible preference shares, debt securities, warrants and other equity-linked securities, which may include but are not limited to such instruments as stock options and equity swaps, with less volatility than a portfolio of the underlying equities in the international securities markets.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, and (iv) deposits, cash or cash equivalents as described in further detail below under the heading "Investment Instruments and Asset Classes".

The Portfolio may invest principally in financial derivative instruments.

Investment Approach

The Investment Manager uses a variety of techniques to manage the investment process including both top-down and bottom-up elements with the aim of optimising the risk-reward profile of the Portfolio. The Investment Manager utilises equity and credit research and trading expertise as well as convertible bonds specific resources; which include research analysts and valuation models. The top-down element includes a screening process which attempts to single out attractively valued convertibles in sectors and regions that have been identified by the Investment Manager in conjunction with its internal strategists. Once a convertible bond that fits the above profile has been identified, then the equity and credit resources such as models, external and internal research and dedicated analysts are used to validate the original top-down investment idea. Where a particular sector, region or security is identified as an opportunity and no suitable convertible bond exists, the Portfolio will use either synthetic bonds issued by banks or other financial institutions or options strategies to obtain the desired exposure.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

On a fundamental basis (bottom up approach), opportunities are identified using convertible bond specific models as well as equity and credit research. The Investment Manager uses several models to obtain theoretical prices which are then compared to trading market prices to identify arbitrage or relative value opportunities.

The Portfolio also benefits from the Investment Manager's strong investment banking / brokerage relationships to obtain access to high quality debt instruments. The final stage of the process is to ensure the selected positions fit the desired risk profile for the Portfolio. The Portfolio's positions are reviewed daily to maintain the desired risk and reward profile and as a result of this either: convertible bonds are actively traded, or overlay strategies, which include equity, credit, FX or interest rate futures, options and swaps to manage risk, while maintaining the desired single name positions in convertible bonds considered well valued.

Security selection involves fundamental credit analysis which may include conducting one to one issuer meetings and utilising external research providers.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities

listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

Investment Instruments and Asset Classes

The Portfolio will invest primarily in convertible bonds (which may embed derivatives and/or leverage), convertible preference shares (which may embed derivatives and/or leverage), debt securities, warrants and other equity-linked securities, which may include but are not limited to such instruments as stock options and equity swaps, with less volatility than a portfolio of the underlying equities in the international securities markets.

The Portfolio will invest primarily in securities listed or traded on Recognised Markets in OECD member states and other countries. The Portfolio will be diversified with no more than 40% of the Portfolio's investments in securities listed or traded on Recognised Markets in non-OECD countries.

The Portfolio's investments will be in accordance with the concentration and other restrictions described in "Investment Powers and Restrictions". There is no limit to the extent the Portfolio may gain exposure to non-investment grade securities. For the avoidance of doubt, the exposure will take into account direct or indirect exposure to non-investment grade securities, including convertible bonds and convertible preference securities, and shall be reduced by any relevant hedges, including synthetic short equity exposures. For these purposes, "investment grade" is defined as a rating of at least BBB- by S&P or Baa3 by Moodys or, where no such rating exists, as determined by the Investment Manager in good faith. The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of the Portfolio's Share Classes. **An investment in a fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Portfolio may from time to time invest in asset swapped convertible options transactions ("ASCOT's"). An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, i.e. the bond and the option to acquire stock.

ASCOTS will be used by the Investment Manager in an effort to protect the Portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the Investment Manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the Investment Manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the Investment Manager determines that it wishes to realise the value of any gain or loss on this call option.

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Long-Short Investment Strategy

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset index in which it invests. The Portfolio's market exposure may vary in time and typically range between 0%-160% for long positions and 0%-30% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking compounded appreciation of capital.

Base Currency: USD

Management and performance Fees

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DL"**	**"DY"**	**"DM"**	**"IL"**	**"IM"**	**"I"**
Management Fee	1.50%	1.35%	1.75%	1.35%	0.60%	0.60%	0.75%
Performance Fee	N/A	20%	N/A	20%	20%	20%	N/A
Benchmark Return	N/A	LIBOR Benchmark	N/A	Thomson Reuters Global Convertible Bond Index	LIBOR Benchmark	Thomson Reuters Global Convertible Bond Index	N/A

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG European Equity

Investment Objective

Man GLG European Equity's investment objective is to provide a high total return for a suitable long term appreciation of the investor's capital.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, (iv) other collective investment schemes and (v) deposits, cash or cash equivalents as described in further detail below under the heading "Investment Instruments and Asset Classes".

Investment Approach

The Investment Manager typically forms a portfolio of 40-80 stocks selected from the universe of stocks, in this case, European equities. The process starts with a top down appraisal of the market cycle leading the Investment Manager to sectors and themes that it finds attractive. A sector or theme is attractive if it offers good value, earnings momentum is viewed as likely to be stronger than the broader market, management has the ability to control costs and increase pricing and if the balance sheet of the underlying companies is assessed as sound. Finally, certain sectors tend to perform better or worse depending on the state of the market cycle. The Investment Manager then selects securities that reflect these sectors or themes based on appraisal of their earnings outlooks, valuations and cash generation properties, with a view also to the sustainability of these cash flows. At different points in the market cycle, the Investment Manager will have different tolerances of valuation and earnings growth, for example early in a cycle, it will look for companies where a given revenue stream will lead to a larger than average move in operating profits, late in a cycle for more stable earnings.

Investment Instruments and Asset Classes

The Portfolio will invest at least two thirds of the net assets (after deduction of ancillary liquid assets) in equity securities (excluding securities convertible into equity securities) of issuers with a registered office in Europe or of issuers which derive a predominant part of their revenues from activities in Europe. The Portfolio will invest primarily in securities listed or traded on Recognised Markets in OECD member states and other countries. The Portfolio will invest predominantly in transferable securities (including common stocks and other equity securities). Typically, the Portfolio will invest in ordinary shares, ADRs, GDRs, and occasionally in customised baskets of securities bought on swap agreements.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio will invest not more than one third of its net assets (after deduction of ancillary liquid assets) in transferable money market securities (including certificates of deposit, commercial paper and bankers acceptances), government and corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), preferred shares and other fixed income and equity linked investments, which may include but are not limited to such instruments as stock options and equity swaps, listed or traded on Recognised Markets. The Portfolio will be diversified with no more than 30% of the Portfolio's investments in securities listed or traded on Recognised Markets in non-OECD countries. The Portfolio may also hold ancillary liquid assets such as time deposits.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities. The Investment Manager aims to achieve performance through owning a limited number of concentrated investments, subject to the restrictions described in "Investment Powers and Restrictions". The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of the Portfolio's Share Classes.

While the Portfolio will primarily invest in European equity securities, it may also invest in open-ended collective investment schemes where the Investment Manager believes that such investment provide efficient or cost-effective exposure to some or all of the equities, fixed income, money market and other instruments outlined above. Such investment is subject to the restrictions set out in paragraph (iii) of the section of the Prospectus entitled "Investment Powers and Restrictions". The Portfolio may acquire units in collective investment schemes provided that no more than 10% of the Portfolio's net assets are invested, in aggregate, in the units of other collective investment schemes, including but not limited to eligible ETFs. Subject to the preceding sentence, the Portfolio may invest in exchange-traded funds, which are typically open-end funds or unit investment trusts, listed on a Recognised Market.

The Directors have determined that the Portfolio will not invest more than 15% of its net assets in the following:

(1) issuers with a long term debt rating of less than A from Moody's or S&P or the equivalent as determined by the Investment Manager or, if such securities have a final maturity of less than one year, a short term debt rating of Prime-1/A1 from Moody's or S&P or the equivalent to the extent possible to determine by the Investment Manager; or

(2) issuers which are not unconditionally guaranteed by a company or entity with a Moody's or S&P's long term debt rating of A or better or the equivalent as determined by the Investment Manager or, if such securities have a final maturity of less than one year, a Moody's or S&P's short term debt rating of Prime-1/A1 or the equivalent to the extent possible to determine by the Investment Manager.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus. For the avoidance of doubt, where short positions in individual issuers are taken (as referred to at (ii) above), such trades will be for hedging and efficient portfolio management purposes only and not used to achieve leverage within

the Portfolio as part of its investment strategy, or to express a view in relation to the direction of the markets or a given issuer.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking a high total return for a suitable long term appreciation of capital.

Base Currency: EUR

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.50%	1.75%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG Japan CoreAlpha Equity

Investment Objective

Man GLG Japan CoreAlpha Equity's investment objective is to provide a high total return for a suitable long term appreciation of the investor's capital.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, and (iv) deposits, cash or cash equivalents as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

Investment Approach

The Portfolio focuses on stock selection and will generally be well-diversified. The Investment Manager selects stocks for investment from approximately the top 300 stocks by market capitalisation in the Tokyo market. The strategy's approach is to invest in large-capitalised Japanese companies within the Tokyo Stock Price Index focusing on stocks with a low Price to Book Ratio ("**PBR**") and a high dividend yield. The PBR is a financial ratio used to compare a company's current market price to its book value.

The selection process involves four stages:

1. relative price screening over various time periods to identify strategic and tactical opportunities;

2. valuation checks (PBR and dividend yield) to narrow the selection;

3. fundamental review to assess sustainability of the business - markets and management; and

4. credit risk assessment - balance sheet and liquidity.

From those 300 stocks, the Investment Manager then identifies and analyses those stocks which are, in its view, the most undervalued relative to their sector or market peers or relative to their own historical pricing data. The Investment Manager will use this analysis to decide whether to purchase the relevant stocks.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. The Portfolio will however invest primarily in securities of issuers in Japan or of issuers which derive a substantial part of their revenues from activities in Japan.

The Portfolio may also hold ancillary liquid assets such as time deposits.

Investment Instruments and Asset Classes

The Portfolio will invest predominantly in common stocks, ADRs and other equity securities but may also invest in transferable money market securities (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate government and corporate bonds, bonds convertible into common stock, preferred shares and other fixed income and equity linked investments, which may include but are not limited to such instruments as stock options and equity swaps, listed or traded on

Recognised Markets. The Portfolio will be diversified with no more than 30% of the Portfolio's investments in securities listed or traded on Recognised Markets in non-OECD countries.

The Portfolio may also purchase transferable money market instruments (including certificates of deposit, commercial paper and bankers acceptances). The Portfolio may also hold ancillary liquid assets such as term deposits.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities (such as price, economic, technical or other market factors). While the intention of the Investment Manager is to invest primarily in common stock and other equity related instruments, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents such as term deposits, bank certificates, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to meet redemption requirements, comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Investment Manager aims to achieve performance through owning a limited number of concentrated investments, subject to the restrictions described in "Investment Powers and Restrictions". The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of the Portfolio's Share Classes.

The Portfolio will only invest, directly or indirectly, in assets with a credit risk rating from a rating agency registered in the EU, or a comparable internal risk assessment from the Investment Manager of the aforementioned Portfolio. When external ratings are used, the management company will conduct an additional internal credit risk assessment of the assets in question.

The Portfolio will not actively invest, directly or indirectly, in assets for which the aforementioned credit risk rating is less than a minimum of "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's).

It is not envisaged that the Portfolio will invest in asset-backed securities ("**ABS**"). If this changes in the future, the Portfolio will only invest in ABS for which the aforementioned credit risk rating is a minimum of "Investment Grade" (BBB- from Standard & Poor's or Fitch, or Baa3 from Moody's).

In the event that a credit rating of directly or indirectly held assets subsequently deteriorates to below "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's) (or "Investment Grade" (BBB- from Standard & Poor's or Fitch, or Baa3 from Moody's) in the case of ABS), the affected assets will be sold within six months, unless they are rated at High Yield (or Investment Grade for ABS) again during this period.

It is not envisaged that the Portfolio will invest in subordinated bonds. If this changes in the future, investment in subordinated bonds which can be converted from debt to equity upon occurrence of a trigger event pre-defined in the contractual terms and conditions, or whose nominal amount can be reduced (so-called CoCo bonds), will only account for a small portion of the Portfolio volume (max. 5%).

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers, (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been

approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus. For the avoidance of doubt, where short positions in individual issuers are taken (as referred to at (ii) above), such trades will be for hedging and efficient portfolio management purposes only and not used to achieve leverage within the Portfolio as part of its investment strategy, or to express a view in relation to the direction of the markets or a given issuer.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking to generate a high total return for a suitable long term appreciation of the investor's capital.

Base Currency: JPY

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"I"**
Management Fee	1.50%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG UK Select Equity

Man GLG UK Select Equity's investment objective is to provide a high total return for a suitable long term appreciation of the investor's capital. The Portfolio will invest primarily in securities of issuers in the UK or of issuers which derive a substantial part of their revenues from activities in the UK. The Portfolio will invest predominantly in common stocks, ADRs and other equity securities but may also invest in transferable money market securities (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate government and corporate bonds, bonds convertible into common stock, preferred shares and other fixed income and equity linked investments, which may include but are not limited to such instruments as stock options and equity swaps, listed or traded on Recognised Markets. The Portfolio will use FDI in the form of contracts for differences from time to time as they provide a cost efficient method of obtaining exposure to UK securities. The Portfolio will be diversified with no more than 30% of the Portfolio's investments in securities listed or traded on Recognised Markets in non-OECD countries. The Portfolio may also hold ancillary liquid assets such as time deposits.

A "contract for differences" is a contract intended to secure a profit or avoid a loss by reference to fluctuations in the value of price or property of any description or in an index or other factor designated for that purpose in the contract.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities. The Investment Manager aims to achieve performance through owning a limited number of concentrated investments, subject to the restrictions described in "Investment Powers and Restrictions". The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of the Portfolio's Share Classes.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital appreciation and income.

Base Currency: GBP

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section..

Share Class Type	**"D"**	**"I"**
Management Fee	1.00%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG Global Sustain Equity

Investment Objective

Man GLG Global Sustain Equity's investment objective is to provide investors with long term capital appreciation.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, (iv) other collective investment schemes and (v) deposits, cash or cash equivalents as described in further detail below under the heading "Investment Instruments and Asset Classes".

Investment Approach

The Portfolio will seek to achieve its investment objective by investing primarily in securities of issuers with exposure to capital investment in sustainability themes or who stand to benefit from such capital investment. For the purposes of this investment policy, "sustainability" is defined as the capital investment required to address demographic and environmental change through functional and cost efficiencies on a long-term basis. Sustainable companies are viewed as those best able to benefit economically both from industry trends, regulatory change, product cycle innovation and cost efficiencies as a result of the better management of energy, resources, environmental and demographic trends. There will be an emphasis on investment in securities of companies with exposure to sustainability themes that include (without limitation): (i) transportation, (ii) energy, (iii) food and agriculture, (iv) waste and water management, (v) manufacturing and industrials efficiencies, (vi) materials, (vii) resources management and (viii) demographic driven change.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Investment Manager typically forms a portfolio of 40-80 stocks selected from the universe of stocks, in this case, global equities albeit with a sustainability theme by identifying and investing in stocks that benefit from global sustainability themes addressing demographic and environmental change. The process starts with a top down appraisal of the market cycle leading the Investment Manager to sectors and themes that it finds attractive. A sector or theme is attractive if it offers good value, earnings momentum is viewed as likely to be stronger than the broader market, management has the ability to control costs and increase pricing and if the balance sheet of the underlying companies is assessed as sound. Finally, certain sectors tend to perform better or worse depending on the state of the market cycle. The Investment Manager then selects securities that reflect these sectors or themes based on appraisal of their earnings outlooks, valuations and cash generation properties, with a view also to the sustainability of these cash flows. At different points in the market cycle, the Investment Manager will have different tolerances of valuation and earnings growth, for example early in a cycle, it will look for companies where a given revenue stream will lead to a larger than average move in operating profits, late in a cycle for more stable earnings.

The Portfolio will seek to achieve its investment objective through a strategy of investment in listed equities. The Portfolio shall invest primarily in mid-to large-capitalisation common stocks and other equity and equity-linked securities (which may include but are not limited to such instruments as options and swaps) which are listed, traded or dealt on Recognised Markets and are issued by entities which the Investment Manager determines will stand to benefit from investment in sustainability strategies. The Portfolio will have a global focus and will not prioritise investment in any one geographical region.

Investment Instruments and Asset Classes

While the Portfolio will primarily invest in equity and equity-linked securities (such as ordinary shares, ADRs, GDRs, and occasionally in customised baskets of securities bought on swap agreements), it may also invest in other instruments such as global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate instruments, investment grade and non-investment grade instruments, government or corporate bonds, bonds convertible into common stock, preferred shares and other fixed income investments rated above investment grade by a Recognised Rating Agency or determined by the Investment Manager to be of comparable quality. The Portfolio may hold ancillary liquid assets including term deposits.

While the Portfolio will primarily invest in equity and equity-linked securities, it may also invest in open-ended collective investment schemes where the Investment Manager believes that such investment provide efficient or cost-effective exposure to some or all of the equities, fixed income, money market and other instruments outlined above. Such investment is subject to the restrictions set out in paragraph (iii) of the section of the Prospectus entitled "Investment Powers and Restrictions". The Portfolio may acquire units in collective investment schemes provided that no more than 10% of the Portfolio's net assets are invested, in aggregate, in the units of other collective investment schemes, including but not limited to eligible ETFs. Subject to the preceding sentence, the Portfolio may invest in exchange-traded funds, which are typically open-end funds or unit investment trusts, listed on a Recognised Market.

While the intention of the Investment Manager is to invest, in normal circumstances, in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents such as term deposits, bank certificates, liquid government debt instruments and money market instruments. The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through FDI.

The Portfolio may invest up to 50% of its Net Asset Value in emerging markets.

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world. **An investment in a fund which invests in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See the section of the Prospectus entitled "Investment Risks – Emerging Markets" for further details.

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may use financial derivative instruments ("FDI") to (i) obtain exposure to equity and other investments outlined above where the Investment Manager determines that the use of FDI is more efficient or cost effective than direct investment, (ii) take exposure to equity instruments related to the investment theme outlined above, (iii) take advantage of the Investment Manager's thematic analysis of sustainability investment, (iv) enter into currency transactions including forward currency contracts, currency swaps, currency options and foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency hedging strategy in respect of Share Classes, or (v) for hedging purposes. For the avoidance of doubt, investment in FDI may not always meet sustainability criteria.

Derivative instruments which may be used by the Portfolio include swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in an index or other factor designated for that purpose in the contract. Swaps (including swaptions) may be used to achieve a profit as well as to hedge existing long positions. Where the Portfolio undertakes a "total

return swap" in respect of equities, bonds or commodity indices, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type. For example, the Investment Manager may use equity index futures to gain exposure to the desired equity markets. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking a reasonable return through long-term capital appreciation.

Base Currency: EUR

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"I"**
Management Fee	1.50%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG MENA Equity

Investment Objective

Man GLG MENA Equity's investment objective is to provide long term capital appreciation.

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, (iv) other collective investment schemes and (v) deposits, cash or cash equivalents as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Portfolio may invest principally in financial derivative instruments

Investments in emerging market countries can be considered speculative, and therefore may offer higher potential for gains and losses than investments in developed markets of the world. **An investment in a fund which invests in emerging markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** See the section of the Prospectus entitled "Investment Risks – Emerging Markets" for further details.

Investment Approach

The Portfolio will seek to achieve its investment objective by investing primarily in securities of issuers in Middle Eastern and North African countries ("MENA Countries"), including without limitation, Saudi Arabia, Kuwait, Egypt, Qatar, the United Arab Emirates, Morocco, Oman, Lebanon, Jordan, Bahrain, and Tunisia or of issuers which derive a substantial part of their revenues from activities in MENA Countries.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio will seek to achieve its investment objective by investing primarily in common stock and other equity and equity-linked securities (which may include but are not limited to warrants, convertible bonds, depository receipts, unleveraged participation notes designed to provide a return directly linked to the performance of a particular security, options and swaps) which are listed, traded or dealt on Recognised Markets and relate to a MENA Country. In determining whether a particular security or issuer relates to a MENA Country, the Investment Manager may have regard not only to the principal trading market for the stock or the place or incorporation of the issuer but also the location of its principal activities and business interests, source or revenue and location of its substantial assets. The Portfolio may invest the remainder in issuers or markets located outside MENA Countries.

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. Research teams within the Investment Manager have responsibility for industry sectors or country specialisation and such teams will have regard to the factors set out below when conducting research and making investment decisions.

- Macro factors. These include an analysis of the global trends, government policies and operating environment within which an individual target company operates.

- Company fundamentals. Research teams will examine the business model, management quality, profitability, growth potential, customer and supplier base of target investments.

- Technical factors. The Investment Manager will have regard to factors within the markets on which the target company is listed, including: price momentum, realised and implied volatility, and indicators that the target company has been overbought or oversold.

- Sentiment. The Investment Manager will have regard to analyst forecasts, consensus recommendations, road-shows, conferences and presentations.

- Stock information. The Investment Manager will have regard to publicly available information in relation to the stock and the target investment, including valuations, ownership and capital structure.

The Investment Manager will engage in active trading and will move swiftly to purchase and close out of positions in response to the research outlined above.

The Investment Manager continuously monitors the performance of individual research teams and adjusts, on a monthly basis, the portion of the Portfolio invested in accordance with the recommendations of individual research teams. Such readjustment is conducted on the basis of observed stock-picking skills and historical evidence of investment skill and is subject to a rigorous risk management process at overall Portfolio level, including intraday risk analysis, scenario and factor tests.

Risk is sought to be controlled by means of diversification in terms of issuer concentration as well as geographic and industry focus. The Investment Manager may diversify the Portfolio's investments across the different MENA Countries, and may invest in different industry sectors.

Investment Instruments and Asset Classes

For the avoidance of doubt, in pursuing the investment strategies described above, if the Portfolio is unable, for any reason, to invest directly in a local market at any time, it may take exposure to the relevant market by investing in unleveraged equity-linked participation notes. These are debt securities structured to provide a return based on the performance of a single equity security, basket of equity securities or an equity index. There is no limit to investment in such equity-linked participation notes provided that they constitute transferable securities that are listed or traded on Recognised Markets or which will be admitted to listing on a Recognised Market within a year and provided that they comply with the UCITS Regulations.

While the Portfolio will primarily invest in equity and equity-linked securities, it may also invest in other instruments such as global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate instruments, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), preferred shares and other fixed income investments. With the exception of bonds convertible into common stock, the above instruments shall be rated above investment grade by any Recognised Rating Agency. The Portfolio may hold ancillary liquid assets including time-deposits.

While the Portfolio will primarily invest in equity and equity-linked securities, it may also invest in open-ended collective investment schemes where the Investment Manager believes that such investment provide efficient or cost-effective exposure to some or all of the equities, fixed income, money market and other instruments outlined above. Such investment is subject to the restrictions set out in paragraph (iii) of the section of the Prospectus entitled "Investment Powers and Restrictions". The Portfolio may acquire units in collective investment schemes provided that no more than 10% of the Portfolio's net assets are invested, in aggregate, in the units of other collective investment schemes, including but not limited to eligible ETFs. Subject to the preceding sentence, the Portfolio may invest in exchange-traded funds, which are typically open-end funds or unit investment trusts, listed on a Recognised Market.

While the intention of the Investment Manager is to invest, in normal circumstances, in equity and equity linked securities of issuers in MENA Countries, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such investments, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or

invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents such as term deposits, bank certificates, liquid government debt securities, liquid government and/or corporate investment grade debt instruments and money market instruments (including fixed and/or floating rate government and/or corporate debt securities (including bonds), certificates of deposit or money market funds). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Investment Manager will seek to diversify the Portfolio's investments. The Investment Manager's investment process is driven by idea generation, portfolio construction and risk management. The idea generation exercise is driven by analysis of individual issuers, including technical analysis and asset price modelling. In addition to carrying out detailed analysis of the issuer of the securities in which it ultimately invests, the Investment Manager may consider, without limitation, such macroeconomic and thematic factors as monetary policy, regulation, global trade, local factors and sectoral prospects. The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities.

Use of Financial Derivative Instruments

Subject to complying with the Portfolio's investment objective, the Portfolio may also use FDI for the following investment and/or efficient portfolio management purposes (i) to obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of FDI is more efficient or cost effective than direct investment or where a given MENA Country imposes restrictions on direct investment by non-domestic entities, (ii) take synthetic short positions in relation to individual issuers, (iii) to enter into currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio or to maintain an active currency management programme in respect of Share Classes, or (iv) for hedging purposes. For the avoidance of doubt, investment in FDI may not always give exposure to issuers in MENA Countries. For the avoidance of doubt, where short positions in individual issuers are taken (as referred to at (ii) above), such trades will be for hedging and efficient portfolio management purposes only and not used to achieve leverage within the Portfolio as part of its investment strategy, or to express a view in relation to the direction of the markets or a given issuer.

Derivative instruments which may be used by the Portfolio include swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in an index or other factor designated for that purpose in the contract. Swaps (including swaptions) may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, financial indices or bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk, to change the Portfolio's interest rate sensitivity or to gain exposure to an underlying security or market. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors seeking a reasonable return through long-term capital appreciation.

Base Currency: USD

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.50%	1.75%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
8:00 am on the relevant Dealing Day	8:00 am on the relevant Dealing Day

Man GLG Global Investment Grade Bond

Man GLG Global Investment Grade Bond's investment objective is to provide long term capital appreciation.

The Portfolio will seek to achieve its investment objective by investing primarily, either directly or indirectly through the use of derivatives, in a global portfolio of investment grade debt securities and foreign currencies. For these purposes, "investment grade" is defined as a rating of at least BBB- by S&P or Baa3 by Moodys or, where no such rating exists, as determined by the Investment Manager in good faith to be equivalent.

The Portfolio has a global focus in so far as it does not limit its investments to any region or country. Investment by the Portfolio in issuers in emerging market countries will not exceed 10% of the Net Asset Value of the Portfolio. For the avoidance of doubt, the Portfolio may have significant currency exposures.

The Portfolio may invest in credit and interest rate instruments globally including, without limitation, fixed and floating rate debt securities (from corporate and government issuers), convertible bonds and convertible preference shares, inflation-linked securities, asset-backed securities (including, without limitation, mortgage-backed securities), money market instruments (including, without limitation, certificates of deposit, commercial paper and bankers acceptances), deposits and cash. The Portfolio may also invest in equity securities (including, without limitation, common stock and warrants). Investment in non-investment grade debt securities will not exceed 10% of the Net Asset Value of the Portfolio.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertible bonds, convertible preferred securities and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 10% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio and the Prospectus being updated to reflect the amended limits.

While the Portfolio will primarily invest in investment grade debt securities, it may also invest in open-ended collective investment schemes where the Investment Manager believes that such investment provide efficient or cost-effective exposure to some or all of the equities, fixed income, money market and other instruments outlined above. Such investment is subject to the restrictions set out in paragraph 3 of the section of the Prospectus entitled "Investment Powers and Restrictions". The Portfolio may acquire units in collective investment schemes provided that no more than 10% of the Portfolio's net assets are invested, in aggregate, in the units of other collective investment schemes, including but not limited to eligible ETFs. The Portfolio may invest in exchange-traded funds, which are typically open-end funds or unit investment trusts, listed on a Recognised Market.

While the intention of the Investment Manager is to invest, in normal circumstances, primarily in investment grade debt securities, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents such as term deposits, bank certificates, liquid government debt instruments and money market instruments (as outlined above). These liquid assets may be listed, traded or dealt on any Recognised Market. The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through FDI.

Subject to complying with the Portfolio's investment objective, the Portfolio may also use FDI, including, without limitation, swaps (including total return swaps, interest rate swaps, credit default swaps and constant maturity swaps), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. These instruments will be used for investment and/or efficient portfolio management purposes and may be used where the Investment Manager determines that: (i) the use of such derivative is more efficient or cost effective than direct investment; (ii) to enter

into currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to manage the foreign currency exposure of the Portfolio or to maintain an active currency hedging strategy in respect of the Share Classes or (iii) for hedging purposes.

With regard to the use of FDI in accordance with the preceding paragraph, swaps may, for example, be used to achieve a profit as well as to hedge existing long positions. Where the Portfolio undertakes a long "total return swap" in respect of equities, financial indices or bonds, it will obtain a return which is based principally on the performance of the underlying assets of the swap minus the financing charges agreed with and paid to the counterparty in exchange for a fixed rate agreed between the parties. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset. Options (including swaptions) may be used to hedge or to achieve exposure to a particular market or security. Futures contracts may be used to hedge against market risk, to change the Portfolio's interest rate sensitivity or to gain exposure to an underlying security or market. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Investment Manager will seek to diversify the Portfolio's investments. The Investment Manager's investment process is driven by idea generation, portfolio construction and risk management. The idea generation exercise is driven by analysis of individual issuers, including technical analysis and asset price modelling. In addition to carrying out detailed analysis of the issuer of the securities in which it ultimately invests, the Investment Manager may consider, without limitation, such macroeconomic and thematic factors as monetary policy, regulation, global trade, local factors and sectoral prospects. The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors who are seeking a reasonable return through long-term capital appreciation.

Base Currency: USD

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.25%	1.50%	0.50%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man NewSmith Global Equity Alpha

Investment Objective

Man NewSmith Global Equity Alpha's investment objective is to seek to achieve significant outperformance of the MSCI All Country World Index over the long term.

The MSCI All Country World Index (with net dividends re-invested) is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed and emerging markets. **Investors should note that the Portfolio does not intend to track this index, which is included here for performance comparison purposes only.**

Investment Policy

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, (iii) money market instruments, (iv) other collective investment schemes and (v) deposits, cash or cash equivalents as described in further detail below under the heading "Investment Instruments and Asset Classes".

Investment Approach

The Investment Manager will seek to achieve the objective by using a bottom-up stock picking approach that is not constrained by sector or individual stock weightings represented by the MSCI All Country World Index. The Portfolio will achieve this through investment primarily in the equity securities of companies listed, quoted or traded on Recognised Markets globally.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Investment Manager will seek to identify investment opportunities in global equities initially filtered through their proprietary quantitative screens and then through rigorous fundamental research. The start of this process is to first reduce the broader global equity universe to a more manageable subset by employing liquidity screens. The liquidity screen focuses on the market capitalisation of stocks and typically excludes around two-thirds of the global universe. At this stage several quantitative screens are used to further reduce the number of stocks to what the team refers to as a 'narrowed universe' of 400 to 600 stocks. The Investment Manager's quantitative screens are based *inter alia* on analysing a company's financial productivity; the direction and sustainability of its returns; and whether it meets an appropriate valuation upside. These screens use a number of criteria including, but not restricted to, earnings, cash flow, dividend and asset growth trends, the level and direction of cash flow returns on investment, which are compared with the cost of capital and balance sheet strength. The Investment Manager also looks for restructuring opportunities in companies where returns have fallen and the management has taken viable action to improve returns.

Following the quantitative screening process, the Investment manager conducts rigorous fundamental research on companies within the 'narrowed universe' in order to validate which of these stocks both represent a genuine investment opportunity and also meet the team's stringent IRR (internal rate of return) hurdle, which is used as an assessment of intrinsic value to give one year expected returns for a given stock, adjusted for risk. Investment themes (which include the long term outlook for the relevant company's industry and the stability and growth of a company's profits), qualitative review, external research and company meetings are used to further reduce the 'narrowed universe'. Qualitative review focuses on metrics such as (but not limited to) market structure, company pricing power, barriers to entry and industry growth. External research is used for more general company and industry research and to gauge market sentiment. Company meetings act as a forum for the Investment Manager to validate their thesis and assess management quality, strategy, corporate

governance. The overall focus of this research is to identify companies with the desired characteristics such as sustainability, stability and potential growth of financial returns allied with good earnings, dividend and net asset value growth which will drive future equity valuation higher. From this fundamental research, the team estimates a future fair valuation or target price for the relevant company from which an IRR is calculated. The team also employ a confidence or risk factor in achieving this required fair value and IRR within the relevant time period.

This investment process as described is expected to result in a concentrated portfolio of equity positions held for the medium to long-term, which targets superior, risk-adjusted returns through the cycle. The Investment Manager would consider all of this fundamental analysis alongside their economic and market view to construct the concentrated portfolio. The Portfolio has a global focus in so far as it does not limit its investments to any region or country. Investment by the Portfolio in issuers in emerging market countries may exceed 20% of the Net Asset Value of the Portfolio. For the avoidance of doubt, the Portfolio may have significant currency exposures.

Investment Instruments and Asset Classes

The Portfolio may include stocks of companies which are not included in the MSCI All Country World Index. Exposure to such companies may also be obtained by investment in equity securities listed, quoted or traded on any Recognised Markets, including American Depositary Receipts ("ADRs") and Global Depositary Receipts ("GDRs"), convertible bonds and convertible preference shares (which may embed derivatives and/or leverage), warrants, ETFs or participatory notes. The derivative instruments listed below may also, on a limited basis, be used to gain exposure to underlying equity securities.

Subject to complying with the Portfolio's investment objective, the Portfolio may use financial derivative instruments ("FDI") for hedging purposes but they may also be used, on a limited basis, for investment purposes, to obtain exposure to the investments outlined above where the Investment Manager determines that the use of FDI is more efficient or cost effective than direct investment, and to take exposure to equity instruments related to the investment theme outlined above.

Use of Financial Derivative Instruments

The Fund may engage in transactions in Financial Derivative Instruments for investment purposes and for the purposes of hedging.

Derivative instruments may only be used on a covered basis, in accordance with UCITS requirements. Where derivative instruments are used to gain equity market exposure, appropriate levels of cash will be maintained in the Portfolio to ensure that the market exposure of the Portfolio does not exceed the Net Asset Value of the Portfolio. The Portfolio's investment in derivative instruments will be at all times covered, in accordance with UCITS requirements, by cash or liquid assets held either directly by the Portfolio or as margin and will thus not result in any leveraged position i.e. any leveraged position taken will be covered by cash or liquid assets and the Portfolio's total investments (both directly and indirectly) will be funded using 100% of the proceeds from the Portfolio's share issue.

Derivative instruments which may be used by the Portfolio include futures on UCITS-compliant equity indices, options on exchange-traded equities and UCITS-compliant equity indices, warrants, forward currency contracts, convertible bonds with an embedded equity option, total return swaps on UCITS eligible underlying instruments in which the investment policies of the Portfolio would otherwise allow investment and contracts for differences, equity-linked notes and equity participatory notes, purchased index futures, purchased index call options, Derivative instruments may be exchange-traded or over-the-counter. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the assets of the Portfolio. The counterparty risk associated with the Swap is set out in more detail at "*Certain Investment Risks – Counterparty Risk"*. The restrictions on cash collateral as set out in the "*Efficient Portfolio Management*" section of this Prospectus shall apply. Where cash collateral is re-invested it will be subject to the same risks as direct investments as set out in the "*Certain Investment Risks*" section of this Prospectus. For example, futures on equity indices may be used to hedge against market risk or gain exposure to the underlying markets, options on exchange-traded equities and equity indices may be used to hedge against the movements or gain exposure to a

particular market or financial instrument, equity warrants may be used to gain exposure to a particular market or security, forward currency contracts may be used for hedging purposes, funded total return swaps and unfunded total return swaps on equities may be used for hedging purposes as well as for gaining exposure to an underlying equity asset. Please see the "*Portfolio Specific Information – Use of Financial Derivative Instruments by Man GLG Portfolios – Total Return Swaps" section of this Prospectus*". Funded total return swaps are total return swaps whereby an investor pays the full value or notional value of the agreed underlying reference asset on the date of entry into the total return swap. On maturity the investor receives back the notional value of the underlying reference asset (which may be greater or lesser than the original notional value). Unfunded total return swaps are total return swaps whereby an investor does not pay the full value or notional value of the agreed underlying reference asset on the date of entry into the total return swap, but instead pays a set percentage of its full value or notional value (known as margin). On maturity the investor; (i) receives the gain or pays the loss of the performance of the underlying reference asset; (ii) pays an interest rate payment which is equal to the funding cost of holding the underlying reference asset during the term of the total return swap; and (iii) receives back the margin amount.

Contracts for differences on equities may be used for hedging purposes as well as for gaining exposure to an underlying equity asset without the need for full capital expenditure and equity-linked notes and equity participatory notes may be used to gain exposure to equities. Typically, purchased index futures and purchased index call options may be used to increase market exposure, pending investment of subscriptions or other temporary cash positions, or to hedge against increases in the price of investments which the Investment Manager intends to purchase. Currency forwards may be used from time to time to hedge the Portfolio's exposure to currencies.

Typically, sold index futures and purchased index put options may be used as a hedge against anticipated falls in the market or the Portfolio's investments and to the extent that these derivatives are used for this purpose, this will be an alternative to, and not in addition to, the flexibility to retain up to 10% of the Portfolio's Net Asset Value in deposits, money market instruments and liquidity funds. As an alternative to investing in sold index futures and purchasing index put options, the Investment Manager has the flexibility to retain up to 10% of the Portfolio's Net Asset Value in deposits, short term money market instruments (such as bankers' acceptances, certificates of deposit, commercial paper and treasury bills) and permitted liquidity funds, where the Investment Managers considers such investment appropriate for capital preservation.

The Investment Manager may invest up to 10% of the Portfolio's Net Asset Value in UCITS or other collective investment schemes, subject to the restrictions set out in paragraph (iii) of the section of the Prospectus entitles "Investment Powers and Restrictions". Such collective investment schemes will be either exchange traded funds (which are typically open-ended investment funds or unit investment trusts, listed on a Recognised Market) or liquidity funds. Exchange traded funds may be used as an alternative to financial derivative instruments to gain exposure to any equity market index globally or a component of any equity market index more quickly than could be achieved by direct investment in the underlying securities of that index.

The Portfolio may gain direct exposure to global emerging markets, including Russia, by investing in equity securities as well as via investments in ADRs and GDRs, which are listed or traded on Recognised Markets. The Portfolio's investment in Russian-listed equities will not exceed 30% of its Net Asset Value.

Long Investment Strategy

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of the Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio.

Profile of a Typical Investor

Investment in the Portfolio is suitable for investors who can hold for the medium to long term and who are prepared to have a medium to high risk investment in their portfolio.

Base Currency: USD

Management Fee

The management fee in respect of this portfolio is outlined in the table below. Further information on how this fee is calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"I"**	**"DY"**	**"IX"**
Management Fee	1.50%	0.75%	1.50%	0.60%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG Global Emerging Markets Local Currency Rates

Investment Objective

Man GLG Global Emerging Markets Local Currency Rates' investment objective is to achieve a return over the long term primarily through investment in a portfolio of emerging markets local currency bonds, foreign exchange forwards and/or other derivatives (as described below).

Investment Policy

An investment in the UCITS should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

The Portfolio primarily invests in fixed income securities (eg bonds), directly, or indirectly via the use of derivatives (as described below) including currency forwards (including non-deliverable forwards). The fixed income securities are issued or guaranteed by governments, government agencies and supranational bodies of emerging markets or issued by companies which are based in or carry out the larger part of their business activities in emerging markets or which provide exposure to emerging markets. There is no limit on the Portfolio's Net Asset Value which may be invested in such emerging market securities or in non-investment grade securities. Please refer to the "*Certain Investment Risks – Market Risk"* and "*Certain Investment Risks – Emerging Markets and Frontier Markets"* section of this Prospectus for information in relation to the risks of investing in emerging markets.

In pursuing its investment objective, the Portfolio may use the derivative instruments set out below. The Portfolio typically aims to create returns through long exposure to positive returns in the investments specified herein, however, it may also seek to apply a long/short investment strategy through the use of "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests, however, it is intended to typically maintain a net long portfolio weighting.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio.

It is not intended that the Fund will have a specific focus in terms of industry, sector or market capitalisation. The Fund may invest in a limited number of investments, which can increase the volatility of performance.

The Portfolio may seek to replicate exposure to emerging market bonds by investing in currency forwards and interest rate swaps (for example by exposing the Portfolio to cash flows under the swap or forward contract equivalent to receiving bond coupon payments made by emerging market bonds) with the remaining cash in the Portfolio being invested in US treasury bills or in emerging markets hard currency denominated bonds or other liquid assets as set out below. In addition, the Portfolio may take currency positions in US Dollar, Euro, Japanese Yen or Israeli Shekel in order to reduce risk. The Portfolio may also seek to achieve its investment objective by trading in global currencies and purchasing money market instruments as outlined below.

The Portfolio may invest principally in the financial derivative instruments set out below.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include depositary receipts. The emerging market securities in which the Portfolio invest may be listed or traded on Recognised Markets in developed markets and/or may be issued by issuers domiciled in developed markets which provide emerging markets exposure.

The Investment Manager's investment universe is comprised of emerging market fixed income securities and currency forwards (including non-deliverable forwards) and interest rate swaps on

emerging market countries. The Investment Manager may, however, in its discretion, invest in fixed income securities of issuers of other countries which are developed markets where the Investment Manager believes that these markets should be considered as emerging markets (for example where the Investment Manager believes that a particular country exhibits characteristics of emerging markets such as low levels of income or an undeveloped market) without generally being recognised as such. The Investment Manager will select investments from the investment universe based on three factors: (i) the evaluation of the fundamental quality of the asset being purchased (such as credit quality, evolution of the balance of payments of countries and other economic factors, including inflation rates and monetary policy); (ii) degree of attractiveness of the asset valuation (through analysing anticipated returns of potential investments, including comparison of the spreads, currency valuations and levels of local interest rates); and (iii) the number of market participants invested in such assets.

Although the primary focus will be on emerging market fixed income investment, the Portfolio may also seek to achieve its investment objective by trading in global currencies and purchasing money market instruments (including treasury bills, certificates of deposit, commercial paper and bankers acceptances). These instruments may be used for hedging purposes, in the event that the Portfolio wishes to reduce exposure, or for investment purposes, in the event that the Portfolio wishes to increase exposure, to a particular country, sector or specific risk. There is no limit to the extent to which the Portfolio may be invested in money market instruments. The selection of such opportunities is based on fundamental and valuation factors as well as market and investor sentiment which the Investment Manager monitors consistently. The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes. The Portfolio may hold ancillary liquid assets.

Where the Investment Manager believes that it is in the best interests of the Portfolio, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents, liquid government debt instruments and money market instruments (as outlined above) denominated in US Dollars or other developed market currencies. The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

In pursuing its investment objective, the Portfolio may use derivative instruments such as options (including currency options), swaps (including credit default swaps, interest rate swaps and recovery rate swaps1), futures (including currency and interest rate futures), swaptions and currency forward contracts (including non-deliverable forwards). These instruments may be used for hedging purposes and/or investment purposes. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Futures contracts may be used to hedge against currency or interest rate risk or to gain exposure to a particular risk type. Options and forward contracts may be used to hedge or to achieve exposure to a change in the value of a currency. Swaptions may be used to hedge or achieve exposure to changes in the level of interest rates.

Long-Short Investment Strategy

As disclosed above, the Portfolio typically aims to create returns through long exposure to the assets mentioned, however, it may also seek to apply a long/short investment strategy and may take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of forwards, futures, options and swaps (as referenced below). The Portfolio’s market exposure may vary in time and typically range from between 70% to 150% for long positions and 0% to 50% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

1. In the event of default debt securities normally have a claim with some level of seniority or security on the assets of the issuing company. However, at the time of default amounts and timings of any such payments from the bankruptcy or restructuring process are uncertain. The use of recovery rate swap allows these to be fixed and known in advance of any default.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 200% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on bonds and fixed income instruments. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives. The Portfolio will utilise a "Relative VAR" approach which aims to ensure that the value-at-risk of the Portfolio shall be no greater than twice the value-at-risk of the JP Morgan Government Bond Index – Emerging Markets Global Diversified. The Value-at-Risk of the Portfolio is an estimation of the maximum loss which the Portfolio may incur over a 20 day (one month) holding period and a return historical observation period of at least 1 year using a one tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Relative VaR approach on a daily basis. The reference portfolio, the JP Morgan Government Bond Index – Emerging Markets Global Diversified, broadly represents the intended characteristics of the Portfolio with regard to potential investments, currency, maturity, country and credit ratings. The Investment Manager may alter the reference portfolio from time to time to any other benchmark which the Investment Manager determines, in its sole discretion, is generally representative of the securities in which the Portfolio will invest. Shareholders will not be notified in advance of any change in the reference portfolio where this does not result in a material change to the risk profile of the Portfolio. However, such change will be notified to Shareholders in the periodic reports of the Portfolio following such change.

Profile of the Typical Investor

Investment in the Portfolio is suitable for investors seeking long-term capital growth with an investment horizon of at least five years.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at www.man.com, for the most recent SRRI.

Base Currency: USD

Management and Performance Fees

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.35%	1.60%	0.60%
Performance Fee	N/A	N/A	N/A
Benchmark Return	N/A	N/A	N/A

Dealing Terms

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

Man GLG Global Emerging Markets Bond

Investment Objective

Man GLG Global Emerging Markets Bond's investment objective is to achieve a return in all market conditions, primarily through investment in emerging market fixed income securities directly, or indirectly via the use of derivatives (as described below).

Investment Policy

An investment in the UCITS should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

The Portfolio will invest primarily in a diversified portfolio of fixed income securities (e.g. bonds) either directly, or indirectly via the use of derivatives (as described below). The fixed income securities will either be issued by companies which provide exposure to emerging markets or which have their registered office in emerging markets around the world or be issued or guaranteed by governments, government agencies and supranational bodies in emerging markets. There is no limit on the extent Portfolio's Net Asset Value may be invested in such emerging market securities or non-investment grade securities. Please refer to the "*Certain Investment Risks – Market Risk"* and "*Certain Investment Risks – Emerging Markets and Frontier Markets"* section of this Prospectus for information in relation to the risks of investing in emerging markets.

In pursuing its investment objective, the Portfolio may use the derivative instruments set out below. The Portfolio typically aims to create returns through long exposure to positive returns in the investments specified herein, however, it may also seek to apply a long/short investment strategy through the use of "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests, however, it is intended to typically maintain a net long portfolio weighting.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio.

It is not intended that the Fund will have a specific focus in terms of industry, sector or market capitalisation.

In addition to the above, to the extent that the Portfolio is not invested in emerging markets, the Portfolio may invest in fixed-income securities (e.g. bonds) listed or traded in Recognised Markets worldwide.The bonds in which the Portfolio may invest include convertible bonds (which may embed derivatives and/or leverage).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include depositary receipts. The emerging market securities in which the Portfolio invest may be listed or traded on Recognised Markets in developed markets and/or may be issued by issuers domiciled in developed markets which provide emerging markets exposure.

The Investment Manager's investment universe is comprised of emerging market fixed income securities and currency forwards (including non-deliverable forwards) and credit default swaps on emerging market countries. The Investment Manager may, however, in its discretion, invest in fixed income securities of issuers of other countries which are developed markets where the Investment Manager believes that these markets should be considered as emerging markets (for example where the Investment Manager believes that a particular country exhibits characteristics of emerging markets such as low levels of income or an undeveloped market) without generally being categorised as such. The Investment Manager will select investments from the investment universe based on three factors: (i) the evaluation of the fundamental quality of the asset being purchased (such as credit quality,

evolution of the balance of payments of countries and other economic factors, including inflation rates and monetary policy); (ii) degree of attractiveness of the asset valuation (through analysing anticipated returns of potential investments, including comparison of the spreads, currency valuations and levels of local interest rates); and (iii) the number of market participants invested in such assets.

The Portfolio may invest up to 25% of its net assets in securities issued by or guaranteed by a single sovereign issuer with a non-investment grade credit rating. This is due to the fact that the Portfolio's reference benchmark, the JP Morgan "Emerging Markets Bond Index Global (EMBI Global)", may contain sovereign issuers that may have a non-investment grade rating. The Investment Manager may decide to invest in a specific non-investment grade sovereign issuer and / or to overweight (in relation to the reference benchmark) a particular non-investment grade sovereign issuer.

Although the primary focus will be on emerging market fixed income investment, the Portfolio may also seek to achieve its investment objective by trading in global currencies and purchasing money market instruments (including treasury bills, certificates of deposit, commercial paper and bankers acceptances). These instruments may be used for hedging purposes, in the event that the Portfolio wishes to reduce exposure, or for investment purposes, in the event that the Portfolio wishes to increase exposure, to a particular country, sector or specific risk. The selection of such opportunities is based on fundamental and valuation factors as well as market and investor sentiment which the Investment Manager monitors consistently. The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes. The Portfolio may hold ancillary liquid assets.

Furthermore, where the Investment Manager believes that it is in the best interests of the Portfolio, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

In pursuing its investment objective, the Portfolio may use derivative instruments such as options (including currency options), futures (including currency and interest rate futures), swaps (including credit default swaps, interest rate swaps and recovery rate swaps[1]), swaptions and currency forward contracts (including non-deliverable forwards). These instruments may be used for hedging purposes and/or investment purposes. Swaps in respect of a single security or an index may be used to achieve a profit as well as to hedge existing long positions. A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default. Futures contracts may be used to hedge against currency or interest rate risk or to gain exposure to a particular risk type. Options and forward contracts may be used to hedge or to achieve exposure to a change in the value of a currency. Swaptions may be used to hedge or achieve exposure to changes in the level of interest rates.

Long-Short Investment Strategy

As disclosed above, the Portfolio may seek to apply a long/short investment strategy and may take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of forwards, futures, options and swaps (as referenced below). The Portfolio's market exposure may vary in time and typically range from between 70% to 150% for long positions and 0% to 50% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

1. In the event of default debt securities normally have a claim with some level of seniority or security on the assets of the issuing company. However, at the time of default amounts and timings of any such payments from the bankruptcy or restructuring process are uncertain. The use of recovery rate swap allows these to be fixed and known in advance of any default.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 150% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on bonds and fixed income instruments. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives. The Portfolio will utilise a "Relative VAR" approach which aims to ensure that the value-at-risk of the Portfolio shall be no greater than twice the value-at-risk of the JP Morgan "Emerging Market Bond Index Global (EMBI Global)". The Value-at-Risk of the Portfolio is an estimation of the maximum loss which the Portfolio may incur over a 20 day (one month) holding period and a return historical observation period of at least 1 year using a one tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Relative VaR approach on a daily basis. The reference portfolio, the JP Morgan "Emerging Market Bond Index Global (EMBI Global)", broadly represents the intended characteristics of the Portfolio with regard to potential investments, currency, maturity, country and credit ratings. The Investment Manager may alter the reference portfolio from time to time to any other benchmark which the Investment Manager determines, in its sole discretion, is generally representative of the securities in which the Portfolio will invest. Shareholders will not be notified in advance of any change in the reference portfolio where this does not result in a material change to the risk profile of the Portfolio. However, such change will be notified to Shareholders in the periodic reports of the Portfolio following such change.

Profile of the typical investor

Investment in the Portfolio is suitable for investors seeking medium to long-term capital growth with an investment horizon of three to five years.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 4. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at www.man.com, for the most recent SRRI.

Base Currency: USD

Management and Performance Fees

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.25%	1.50%	0.50%
Performance Fee	N/A	N/A	N/A
Benchmark Return	N/A	N/A	N/A

Dealing Terms

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

CHANGE IN INVESTMENT OBJECTIVES OR POLICIES

The Directors will only change the investment objective or implement a material change to the investment policies of a Portfolio with the approval of an Ordinary Resolution of the relevant Shareholders. In the event of a change of investment objective and/or a material change in the investment policy of a Portfolio, a reasonable notification period will be provided by the Company to enable Shareholders to redeem their Shares prior to the implementation of such changes.

THE COMPANY

The Company is an investment company with variable capital and with segregated liability between sub-funds, incorporated in Ireland under registration number 252520 on 1 August 1996 and is authorised by the Central Bank as a UCITS pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended. The sole object of the Company, as set out in Clause 2 of the Memorandum and Articles of Association, is the collective investment in transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public, operating on the principle of risk spreading in accordance with the UCITS Regulations. Authorisation by the Central Bank does not constitute a warranty by the Central Bank as to the creditworthiness or financial standing of the Company and the Central Bank shall not be liable by virtue of that authorisation or by reason of its exercise of the functions conferred on it by the UCITS Regulations for any default of the Company. Authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.

The Company has been structured as an umbrella fund which means that different Portfolios of assets may be created from time to time by the Directors with the prior approval of the Central Bank. Each Portfolio will be represented by different series of Shares and will be invested in accordance with the investment objective and policies applicable to such Portfolio. Shares of any particular series may be divided into different Classes to accommodate different subscription and/or redemption charges and/or fee arrangements and the Directors may, on prior notice to and upon clearance in advance by the Central Bank, create new Classes of Shares on such terms as the Company may from time to time determine. Pursuant to Irish law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Portfolios. However, there can be no categorical assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Portfolios will be necessarily upheld.

The Company is promoted by GLG Partners LP, details of which are included in the section entitled "The Investment Manager".

The Directors are responsible for managing the business affairs of the Company. Under the Articles, the Directors have delegated certain of their powers, duties, discretions and/or functions to the Manager which has in turn delegated (i) the management of the assets and investments of the Company to the Investment Manager; (ii) the day-to-day administration of the Company's affairs (including the calculation of the Net Asset Value and the Net Asset Value per Share, Shareholder registration and transfer agency services and distribution and related services) to the Administrator and (iii) the marketing, distribution and sale of Shares to the Distributor.

The Directors and alternate directors are listed below with their principal occupations. None of the Directors has entered into a service contract with the Company nor is any such contract proposed and none of the Directors is an executive of the Company. The Company has granted indemnities to the Directors in respect of any loss or damages which they may suffer save where this results from the Directors' fraud, negligence or wilful default. The Articles do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The address of the Directors is the registered office of the Company.

Directors

Bronwyn Wright (Irish) is a former Citigroup Managing Director having worked in Capital Markets and Banking, where she was Head of Securities and Fund Services for Citi Ireland with responsibility for the management, growth and strategic direction of the securities and fund services business which included funds, custody, security finance and global agency and trust. Due to her role in managing, leading and growing Citi's European fiduciary business, Ms Wright has extensive knowledge of regulatory requirements and best market practice in the UK, Luxembourg, Jersey and Ireland. She has sat and chaired the boards of the applicable legal vehicles for the fiduciary businesses in each jurisdiction. Due to her engagement in due diligence exercises, she also understands the Nordics and Asia. Ms Wright holds a degree in Economics and Politics as well as a Masters degree in Economics

from University College Dublin. Ms Wright is past chairperson of the Irish Funds Industry Association committee for Trustee Services. She is a former lecturer for the Institute of Bankers in the Certificate and Diploma in Mutual Funds. She is co-author of the Institute of Bankers Diploma in Legal and Regulatory Studies. She has written numerous industry articles, chaired and participated in industry seminars in Europe and the US. She was on an Executive Committee for the DIT School of Accounting and Finance.

Ronan Daly (British citizen, Irish resident) is a director of a number of investment funds. Mr. Daly qualified as a solicitor in England and Wales in 1992 and as a barrister and attorney in Bermuda in 1995. Mr. Daly is the co-founder of Centaur Fund Services Limited and previously held senior roles at Citi Fund Services, BISYS, Hemisphere Management and The Bank of Bermuda Limited from 1994 to 2008. Mr. Daly was educated at The University of Manchester and The College of Law, London. He worked at London law firm, Berwin Leighton, from 1989 to 1993. Mr. Daly has spoken at many conferences and written extensively on the funds industry. He was involved in the IOSCO report on Principles for the Valuation of Hedge Fund Portfolios and the AIMA reports on Sound Practice for Hedge Fund Valuations and Alternative Fund Directors. Mr. Daly is a British citizen and is resident in Ireland.

John Morton (British) John Morton, is a qualified solicitor and a member of the Law Society of England and Wales. He has previously worked as a corporate solicitor at the in-house firm Cameron McKenna LLP prior to joining Morgan Grenfell Asset Management team as in-house counsel in 1994. In 2000, he joined Société Générale Asset Management UK (SGAM UK) as Head of Legal and his role was subsequently expanded in 2003 to include responsibility for Compliance. Following the take-over of SGAM UK in 2009 by GLG Partners Mr Morton took over responsibility for provision of legal advice for a wide range of regulated funds and products before assuming his current role in January 2013 as Head of UCITS and GLG Products within the Legal Department of Man Group plc.

Eric Fortier (Canadian citizen, US resident) acts as an independent non-executive director and consultant to the funds industry. Mr Fortier has over thirty years' experience in the asset management industry, including trading experience. Mr Fortier, from 2008 until 2010, acted as a hedge fund consultant providing advice to the Investment Manager into aspects of the Canadian financial and securities markets and acted from 2006 to 2008 as a finder and freelance marketer of Montreal based HR Strategies' HRS Holdings and HRS Canadian Opportunities Fund. From 1994 to 2001, he was vice-president of Greenwich Capital Markets in Greenwich, Connecticut, managing Greenwich Capital Markets' OTC bond option market making activities for U.S. Treasury and Agency securities. Mr Fortier's other experience includes positions from 1989 to 1992 as vice-president of Bankers Trust Company based in Montreal, Canada and New York responsible for government derivatives market-making, proprietary trading and risk positioning as part of their Global Trading department and from 1986 to 1989 as an associate with Goldman Sachs, US Treasury Bond Options in New York. Mr Fortier graduated from Concordia University, Montreal with a Bachelor of Commerce (B.Comm, High Distinction) in Finance and International Business in 1982 and was awarded a Masters of Business Administration in Finance from the University of Chicago, Graduate School of Business in 1986. Mr Fortier is a director of a number of other companies including funds managed or advised by the Manager and the Investment Manager.

The Company Secretary is Matsack Trust Limited whose registered office is at 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

None of the Directors have had any unspent convictions in relation to indictable offences, been involved in any bankruptcies, receiverships, liquidations, administrations, voluntary arrangements of such person or any company or partnership where such person was a director with an executive function or partner at the time of or within the 12 months preceding such event, nor have had any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) nor has any director ever been disqualified by a court from acting in the management or conduct of the affairs of any company.

THE INVESTMENT MANAGER

Information in relation to Numeric Investors LLC, the Investment Manager in respect of the Man Numeric Portfolios, is set out in the "Management and Administration – The Investment Manager" section of the Man Numeric Supplement.

GLG Partners Asset Management Limited has appointed GLG Partners LP (referred to in this section as "**GLG LP**") as investment manager to the Company responsible for providing discretionary investment management and advisory services in respect of the Man GLG Portfolios.

GLG LP is a limited partnership registered under the Limited Partnerships Act 1907 of England and Wales. GLG LP is authorised and regulated by the FCA and is engaged in providing an in-depth investment advice and execution service to select institutions and high net worth individuals worldwide, specialising in discretionary asset management. As at 31 December 2015, GLG LP had funds under management in excess of USD 17 billion.

GLG LP is an indirect wholly-owned subsidiary of Man Group plc ("**Man Group**"). On 14 October 2010, Man Group and GLG Partners, Inc. ("**GPI**") announced the closing of the acquisition by Man Group of GPI and its subsidiaries, including the Manager and GLG LP (the "**Acquisition**"). Man Group is traded on the London Stock Exchange. As part of the Acquisition, on 14 October 2010, GPI delisted its common stock, warrants and units from the New York Stock Exchange, and began the process of de-registering with the US Securities and Exchange Commission.

Man Group, through its investment management subsidiaries (collectively, "**Man**"), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of 31 March 2015 with the combined business, Man has around USD 78.1 billion of assets under management.

GLG LP may also establish an advisory committee for the purpose of advising GLG LP from time to time on issues relating to the provision of investment advice or investment management services by GLG LP to its clients, including the Company. Any such advisory committee will comprise individuals who are principals of, employees of or consultants to GLG LP considered by GLG LP to have relevant sectoral or specialist expertise. GLG LP will continue to have responsibility for the management of the Company's assets and, while GLG LP will consider advice received from the advisory committee, it will continue to have sole responsibility for determining whether such advice should be accepted or implemented by the Company.

The Amended and Restated Investment Management Agreement dated 29 May 2009 between the Manager and GLG LP (as amended and/or restated from time to time, the "Investment Management Agreement") provides that in the absence of negligence, wilful default, fraud or bad faith, neither GLG LP nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Investment Management Agreement, in no circumstances shall GLG LP be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Investment Management Agreement. The Manager is obliged under the Investment Management Agreement to indemnify GLG LP from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by GLG LP in connection with the performance of its duties and/or the exercise of its powers under the Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the Investment Management Agreement, GLG LP is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Investment Management Agreement and provided further that GLG LP shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of GLG LP. GLG LP will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are

delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The appointment of GLG LP under the Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company.

The Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the Agreement or commit persistent breaches of the Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Investment Management Agreement may also be terminated forthwith upon termination of the Management Agreement.

THE MANAGER

The Manager of the Company is GLG Partners Asset Management Limited which was incorporated in Ireland as a private limited liability company on 17 June 1996 under registration number 250493. The authorised share capital of the Manager is EUR1,499,750 and the issued and paid up share capital of the Manager is EUR138,888.75. The Manager is an indirect wholly-owned subsidiary of Man Group. The Manager is engaged in the business of providing management and administrative services to collective investment schemes and also acts as manager to GLG Global Convertible Fund plc, Man GLG Global Opportunity plc, GLG Investments IV plc, GLG Investments VI plc, GLG Investments VII plc and GLG Investments Umbrella QIF plc. The Secretary of the Manager is Matsack Trust Limited.

Under the Amended and Restated Management Agreement between the Company and the Manager dated 29 May 2009 (as amended and/or restated from time to time, the "**Management Agreement**"), the Manager will provide or procure the provision of management, administration, accounting, registration, transfer agency, distribution and investment management or advisory services to or for the benefit of the Company. Either party may terminate the Management Agreement at any time on thirty (30) days' notice in writing to the other party, provided that the Company shall not serve a notice of termination unless the holders of not less than 50% of the outstanding issued shares of the Company have previously voted in favour of the termination of the Management Agreement at a general meeting of the Company convened for such purpose. Either party may terminate the Management Agreement immediately in the event of the other party (i) committing any material breach, or persistent breaches, of the Management Agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) being incapable of performing its duties or obligations under the Management Agreement; (iii) being unable to pay its debts as they fall due or otherwise becoming insolvent or entering into any composition or arrangement with or for the benefit of its creditors of any class thereof; (iv) being the subject of any petition for the appointment of an examiner or similar officer to it; (v) having a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) being the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party, or (vii) being the subject of a court order for its winding up. The Company can terminate the Management Agreement at any time by notice in writing to the Manager in the event that the Manager's tax certificate under Section 446 of the Taxes Consolidation Act 1997 is revoked or that notice of intention to revoke such tax certificate is received by the Manager or if the Manager is otherwise no longer permitted by the Central Bank to perform its duties or exercise its powers under the Management Agreement.

The Management Agreement provides that in the absence of negligence, wilful default, fraud or bad faith, the Manager shall not be liable for any loss or damage arising out of the performance of its obligations and duties under the Management Agreement. The Manager shall not be liable for special, indirect or consequential damages, or for lost profits or loss of business arising out of or in connection with the performance or non-performance of its duties, or the exercise of its powers, under the Management Agreement. The Management Agreement provides further that the Company shall indemnify the Manager (and each of its directors, officers and agents) from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Manager arising out of or in connection with the performance of its duties and/or the exercise of its powers under the Management Agreement (including, without limitation, the delegation of any or all of its duties and powers to the Administrator, the Distributor and/or the Investment Manager) in the absence of negligence, wilful default, fraud or bad faith by the Manager in relation thereto.

The Directors of the Manager are Mr John Morton, (details of whom are set out under the section entitled "The Company"), Ms Victoria Parry, Mr Michael Jackson, Ms Aine O'Connell and Mr Jonathan Eliot, details of whom are set out below.

Michael Jackson (Irish) is managing partner of Matheson, the legal advisors to the Company as to matters of Irish law. He joined Matheson in September 1991 following graduation from University College Cork with a Bachelor of Civil Laws Degree. In 1994 Mr Jackson worked in the investment funds department of a leading international law firm based in the United States returning to Matheson

in October 1994. Between September 1998 and January 1999 he was seconded to the private client services division of a major international investment firm based in London. Mr Jackson returned to Matheson in January 1999 and was admitted to partnership in January 2000. He was head of the Asset Management and Investment Funds Group until his appointment as Managing Partner in 2016. He is a member of the Incorporated Law Society of Ireland. He is also a member of the Irish Financial Services Centre Funds Group. Mr Jackson was a member of the Primary Market Committee and Funds Listing Committee of the Irish Stock Exchange and is a former member of the Council and the former Chairman of the Irish Funds Industry Association.

Victoria Parry (British citizen, Irish resident) was Global Head of Product Legal for Man Group plc until April 2013 and now acts as an independent non-executive director and consultant to the funds industry. Prior to the merger of Man Group plc with GLG Partners in 2010, she was Senior Legal Counsel for the Investment Manager. Ms Parry joined Lehman Brothers International (Europe) in April 1996 where she was Legal Counsel with responsibility for inter alia the activities of the GLG Partners division and left Lehman Brothers in September 2000 upon the establishment of the Investment Manager. Prior to joining Lehman Brothers in 1996 Ms Parry practised as a solicitor with a leading London based firm of solicitors. Ms Parry graduated from University College Cardiff, with a LLB (Hons) in 1986. Ms Parry is a solicitor and a member of the Law Society of England and Wales. Ms Parry is a director of a number of other companies including funds managed or advised by the Manager and the Investment Manager.

Áine O'Connell (Irish) is a financial consultant. Upon receiving a Bachelor of Commerce Degree from University College Dublin, she joined PricewaterhouseCoopers where she qualified as a chartered accountant in 1992. In 1995 she was appointed general manager at BNY Fund Management (Ireland) Ltd. From 1998, she was Head of Client Servicing and Product Development of AIB/BNY Fund Management, becoming a Director in 2001. Since leaving AIB/BNY in 2002, she has worked as a financial consultant in Dublin specialising in banking and fund administration.

Jonathan Eliot (British) is the Chief Risk Officer of Man Group plc, a position he has held since the start of 2011, overseeing the risk profile of the firm, and of the funds managed by Man Group plc on behalf of investors. He joined Man from Barclays Bank where he was Group Head of Market Risk, with overall responsibility for control of market risk across investment, commercial and retail bank divisions. Prior to this, he worked for Deutsche Bank as firm-wide head of Interest Rate Risk Management. He started his career with JP Morgan, where he spent 14 years, working initially in quantitative research and then trading and structuring hybrid and exotic rate derivatives for clients in London, Tokyo and Singapore. Jonathan holds an MA in Mathematics and Management Studies from Queens' College, Cambridge.

REMUNERATION POLICIES AND PRACTICES

The Manager is subject to remuneration policies, procedures and practices (together, the "Remuneration Policy"). The Remuneration Policy is consistent with and promotes sound and effective risk management. It is designed not to encourage risk-taking which is inconsistent with the risk profile of the Portfolios. The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Manager, the Company and the Portfolios, and includes measures to avoid conflicts of interest. The Remuneration Policy applies to staff whose professional activities have a material impact on the risk profile of the Manager or the Portfolios, and ensures that no individual will be involved in determining or approving their own remuneration. The Remuneration Policy will be reviewed annually.

Details of the up-to-date Remuneration Policy, including a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee (if any) are available via www.man.com/gpam-remuneration-policy. The Remuneration Policy will be made available for inspection and a paper copy may be obtained, free of charge, at the registered office of the Company.

FUND ADMINISTRATION

The Manager has appointed BNY Mellon Fund Services (Ireland) DAC to act as administrator, registrar and transfer agent of the Company with responsibility for performing the day to day administration of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share of each Portfolio.

The Administrator is a private limited company incorporated in Ireland on 31 May 1994 and is engaged in the provision of fund administration, accounting, registration, transfer agency and related shareholders services to collective investment schemes and investment funds. The Administrator is authorised by the Central Bank under the Investment Intermediaries Act 1995.

The Administration Agreement between the Manager and the Administrator dated 6 January 1997, as amended, shall continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party and may be terminated by either party immediately by notice in writing to the other party (the "Defaulting Party") if the other party shall at any time during the continuance of the Agreement (i) commit any material breach of the Agreement which is either incapable of remedy or has not been remedied within thirty (30) days of the other party serving notice upon the Defaulting Party requiring it to remedy same; (ii) be unable to pay its debts as they fall due or otherwise become insolvent or enter into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iii) be the subject of any petition for the appointment of an examiner or similar officer to it; (iv) have a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (v) be the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party; (vi) be the subject of a court order for its winding up. The Manager may terminate the Administration Agreement immediately if the Administrator receives notice of intention to revoke the tax certificate issued to it under Section 446 of the Taxes Consolidation Act 1997 (the "Tax Certificate"), or has the Tax Certificate revoked or is otherwise no longer permitted to perform its obligations under applicable law.

In the absence of negligence, wilful default or fraud, the Administrator will not be liable for any loss arising as a result of the performance by the Administrator of its obligations and duties under the Administration Agreement. The Manager has agreed to indemnify the Administrator against losses suffered by the Administrator in the proper performance of its obligations and duties under the Agreement, except for losses arising out of the negligence, wilful default or fraud of the Administrator in the performance of its obligations and duties under the Agreement.

In addition to the services provided by the Administrator to the Company, the Company has also appointed the relevant Investment Manager to provide in respect of the Portfolios which it manages certain additional administrative services including provision and support for portfolio management and risk systems to enable the Company's operation, validation of position, price and profit and loss information on a daily basis; production of daily profit and loss analysis and performance attribution, reconciliation and validation of Net Asset Value in conjunction with the Administrator; daily reconciliation of cash and positions for all of the Company's holdings; provision of operational support to the Company, including trade booking, settlement, trade matching etc.; management of corporate actions on behalf of the Company; OTC servicing including the review and tracking of documentation, reconciliation and facilitation of settlement; and provision of services in connection with treasury and stock loans to the Company to enable efficient funding and settlement of transactions. Pursuant to the relevant Administrative Services Agreement, the relevant Investment Manager may also, with the consent of the Manager, delegate some or all of these duties and responsibilities to a third party.

THE DEPOSITARY

The Company has appointed BNY Mellon Trust Company (Ireland) Limited to act as the depositary of the Company's assets pursuant to the Depositary Agreement. The Depositary is a private limited liability company incorporated in Ireland on 13th October 1994. The principal activity of the Depositary is to act as the depositary of the assets of collective investment schemes. The Depositary is authorised by the Central Bank under the Investment Intermediaries Act, 1995.

The duty of the Depositary is to provide safekeeping, oversight and asset verification services in respect of the assets of the Company and each Sub-Fund in accordance with the provisions of the UCITS Regulations. The Depositary will also provide cash monitoring services in respect of each Sub-Fund's cash flows and subscriptions.

The Depositary will be obliged, inter alia, to ensure that the sale, issue, repurchase and cancellation of Shares in the Company is carried out in accordance with the UCITS Regulations and the Articles of Association. The Depositary will carry out the instructions of the Company, unless they conflict with the UCITS Regulations or the Articles. The Depositary is also obliged to enquire into the conduct of the Company in each financial year and report thereon to Shareholders.

Under the Depositary Agreement, the Depositary has power to delegate the whole or any part of its depositary functions, however, its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Depositary has delegated its safe-keeping duties in respect of financial instruments in custody to The Bank of New York Mellon SA/NV and/or The Bank of New York Mellon. The list of sub delegates appointed by The Bank of New York Mellon SA/NV or The Bank of New York Mellon is set out in Appendix V hereto. The use of particular sub delegates will depend on the markets in which the Company invests.

Potential conflicts of interest affecting the Depositary and its delegates may arise from time to time, including, without limitation, where the Depositary or a delegate has an interest in the outcome of a service or an activity provided to the Company, or a transaction carried out on behalf of the Company, which is distinct from the Company's interest, or where the Depositary or a delegate has an interest in the outcome of a service or activity provided to another client or group of clients which is in conflict with the Company's interests. From time to time conflicts may also arise between the Depositary and its delegates or affiliates, such as where an appointed delegate is an affiliated group company and is providing a product or service to the Company and has a financial or business interest in such product or service. The Depositary maintains a conflict of interest policy to address such conflicts.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the Company, applicable law, and its conflicts of interest policy. Up-to-date information regarding the duties of the Depositary, any conflicts of interest that may arise and the Depositary's delegation arrangements will be made available to investors by the Company on request.

In respect of the loss of a financial instrument held in custody by the Depositary or its delegate, the Depositary shall replace the financial instrument held in custody or pay its value to the Company without undue delay, unless the Depositary can prove that the loss resulted from an external event, beyond the reasonable control of the Depositary, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Other than in respect of the loss of a financial instrument held in custody, the Depositary will also be liable for any losses suffered by the Company or the Shareholders as a result of the Depositary's negligence or its intentional failure to properly fulfil its obligations under the UCITS requirements. The Depositary Agreement provides for the indemnification of the Depositary for losses suffered in the proper performance of its duties under the Depositary Agreement subject to exclusions in the case of the Depositary's negligence or its intentional failure to properly fulfil its obligations under the UCITS requirements. Under the UCITS Regulations, the Depositary is obliged to enquire into the conduct of the Company in each financial year and to report thereon to the Shareholders stating whether in the Depositary's opinion the Company has been managed in accordance with the limitations imposed on the investing and borrowing powers of the Company and Depositary described in this Prospectus and

in all other respects in accordance with the Memorandum and Articles of Association of the Company and the UCITS Regulations and, if it has not been so managed, in what respects it has not been so managed and the steps which the Depositary has taken to rectify the situation.

The Depositary Agreement shall continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party provided that such termination shall only take effect upon the appointment of a successor with the approval of the Central Bank. In addition, either party may terminate the Depositary Agreement at any time (i) upon or after the other party going into liquidation, except voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party, which approval shall not be unreasonably withheld; (ii) if the other party is unable to pay its debts within the meaning of Section 570 of the Companies Act 2014 of Ireland; (iii) in the event of the appointment of a receiver over any of the assets of the other party; (iv) if an examiner is appointed to the other party or if some event having an equivalent effect occurs; or (v) if the other party commits any material breach of its obligations under the Depositary Agreement and fails to correct the breach within thirty (30) days of the receipt of a notice served by the other party requiring it to do so. The Company may terminate the Depositary Agreement at any time if the Depositary ceases to be authorised under applicable law to carry out its functions pursuant to the Depositary Agreement.

The Depositary is a wholly-owned indirect subsidiary of The Bank of New York Mellon Corporation.. BNY Mellon is a global financial services company focused on helping clients manage and service their financial assets, operating in 35 countries and serving more than 100 markets. BNY Mellon is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. As at 30 September 2015, it had US$28.5 trillion in assets under custody and administration and US$1.6 trillion in assets under management.

THE DISTRIBUTOR

The Manager has appointed Man Investments AG ("**MIAG**") as non-exclusive distributor in relation to the distribution and sale of Shares in the Portfolios.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, (the "**MIAG Distribution Agreement**") MIAG has agreed to distribute Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. MIAG has agreed to indemnify the Company for loss arising from a breach by MIAG of these obligations, save where MIAG has relied (without negligence, bad faith, wilful default or fraud) on legal advice received from the legal advisers to the Company.

Under the MIAG Distribution Agreement, MIAG (and its directors, officers, employees and agents) shall not be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by MIAG of its duties unless such loss or damage arose out of or in connection with the negligence, wilful default, fraud or bad faith of or by MIAG in the performance of its duties or of any sub-distributor or agent appointed by MIAG under the MIAG Distribution Agreement. The Manager shall indemnify MIAG (and its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal and professional fees and expenses arising therefrom or incidental thereto) which may be made or brought against or directly or indirectly suffered or incurred by MIAG (or any of its directors, officers, employees or agents) arising out of or in connection with the performance of its obligations and duties under the MIAG Distribution Agreement, in the absence of any such negligence, wilful default, fraud or bad faith.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager for any in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party's assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party's jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG's appointment in relation to the Portfolios, upon the termination of the Management Agreement.

The Manager has appointed GLG Partners LP as non-exclusive Distributor in relation to the distribution and sale of Shares in the Man GLG Portfolios. Under the Distribution Agreement dated 18 September 2000 between the Manager and GLG LP, GLG LP has agreed to use all reasonable endeavours to procure subscribers for Shares and to advise the Company of actions which would be advantageous to the Company in selling the Shares.

GLG LP is obliged to carry out its duties in accordance with applicable laws. GLG LP has agreed to indemnify the Company for loss arising from a breach by GLG LP of these obligations, save where

GLG LP has relied (without negligence, bad faith, wilful default or fraud) on legal advice received from the legal advisers to the Company.

Under the Distribution Agreement, GLG LP (and its directors, officers, employees and agents) shall not be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by GLG LP of its duties unless such loss or damage arose out of or in connection with the negligence, wilful default, fraud or bad faith of or by that GLG LP in the performance of its duties or of any sub-distributor or agent appointed by GLG LP under the Distribution Agreement. The Manager shall indemnify GLG LP (and its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal and professional fees and expenses arising therefrom or incidental thereto) which may be made or brought against or directly or indirectly suffered or incurred by GLG LP (or any of its directors, officers, employees or agents) arising out of or in connection with the performance of its obligations and duties under the Distribution Agreement, in the absence of any such negligence, wilful default, fraud or bad faith.

The Distribution Agreement will continue in force for a period of three (3) years from 18 September 2000 (the "Commencement Date"), and for each successive one (1) year period commencing on each anniversary of the Commencement Date, unless terminated earlier by either party immediately by notice in writing to the other party if the other party shall at any time (i) commit any material breach of the Distribution Agreement or commit persistent breaches of the Distribution Agreement which is or are either incapable of remedying or have not been remedied within thirty (30) days of the terminating party serving notice upon the other party requiring it to remedy same; (ii) become incapable of performing its obligations or duties under the Distribution Agreement; (iii) become unable to pay its debts as they fall due or otherwise becoming insolvent or entering into any composition or arrangement with or for the benefit for its creditors or any class thereof; (iv) be the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer appointed to it or in respect of its affairs or assets; (v) have a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) be the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party; or (vii) be the subject of a resolution or a court order for its winding up.

Local regulations in EEA Member States may, from time to time, require the appointment of paying agents, correspondent banks and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries will be appointed in accordance with the requirements of the Central Bank.

The Manager may appoint additional distributors in respect of the distribution and sale of the Shares from time to time. Such appointments shall be in accordance with the requirements of the Central Bank.

MANAGEMENT AND PERFORMANCE FEES

Information in relation to the management and performance fees payable in respect of the Man Numeric Portfolios is set out in the "Fees and Expenses – Management Fees" section of the Man Numeric Supplement.

The Manager shall be entitled to the management fees in respect of the various Share Class types as outlined for each Man GLG Portfolio in the "*Investment Objective and Policies – Investment Objectives and Policies of the Man GLG Portfolios*" section. These fees will be payable out of the assets of the relevant Man GLG Portfolio. The amount of the management fee shall be determined by the category of the investor as referenced in the Naming Convention. Investors investing in "D" Share Classes will generally have a higher management fee and/or lower minimum subscription amount. Investors investing in "I" Share Classes will generally have a lower management fee and a higher minimum subscription amount than Share Classes with the "D" designation. Investors investing in "X" Share Classes will generally have a lower management fee and a higher minimum subscription amount than Share Classes with the "D" or "I" designation.

Management Fees

The management fees set out in the "*Fund Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" section above in respect of each Class of Shares shall be calculated by the Administrator and accrue at each Valuation Point and be payable monthly in arrears at a rate of 1/12 of the rate set out in the table above in respect of such Class of Shares of the average Net Asset Value of such Class of Shares for the relevant month.

Performance Fees

No performance fees shall be payable in respect of Portfolios, save for Man GLG Global Convertibles, which is subject to the performance fees set forth below.

In relation to all Share Classes in that Porfolio, a performance fee payable in respect of each Class equal to 20% of the aggregate appreciation in value on each investor's Shares in that Class over the amount of the investor's benchmark return for those Shares (as specified in the table above). The manner in which the appreciation in value of the Shares and the investor's benchmark return are calculated for these purposes is described in more detail below. The calculation of the performance fees is verified by the Depositary.

Performance fees are accrued at each Valuation Point and are payable semi-annually in arrears and calculated by the Administrator as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending 31 December in each year (each a "Calculation Date") provided however, that if a Share is redeemed at any time other than at a Calculation Date, any performance fee that has been accrued in respect of the redeemed Share will crystallise and be paid by the Company to the Manager as soon as possible at the beginning of the month immediately following the month in which such redemption takes place.

For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, a Share was issued subsequent to the preceding Calculation Date, the performance period for that Share shall commence on the date of issue of that Share and end on the Calculation Date as at which the performance fee is to be calculated. Finally, if a Share was redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for that Share shall commence on the Business Day following: (i) the immediately preceding Calculation Date or (ii) the date of the issuance of the Share, as applicable and end on the date on which that Share is redeemed.

The appreciation in the Net Asset Value in respect of each investor's Class of Shares in the Class "DL USD" Shares, Class "DL H CHF" Shares, Class "DL H JPY" Shares, Class "DL H EUR" Shares, Class "IL USD" Shares, Class "IL H CHF" Shares, Class "IL H EUR" Shares, Class "IL H JPY" Shares, Class "DL H GBP" Shares, Class "IL H GBP" Shares, Class "IL H GBP Dist" Shares, Class "DL H GBP Dist" Shares and DL H EUR Dist" Shares, (the "**LIBOR/EURIBOR Benchmark Shares**") shall be calculated as at each Calculation Date by deducting the "Reference NAV" for those Shares in the applicable Class from the "Closing NAV" of those Shares for that performance period.

The appreciation in the Net Asset Value in respect of each investor's Class "IM USD" Shares, Class "IM H CHF" Shares, Class "IM H EUR" Shares, Class "IM H GBP" Shares, Class "IM H GBP Dist" Shares, Class "IM H JPY" Shares, Class "DM USD" Shares, Class "DM H CHF" Shares, Class "DM H EUR" Shares, Class "DM H GBP" Shares, Class "DM H GBP Dist" Shares and Class "DM H JPY" Shares (the "**Index Benchmark Shares**") shall be calculated as at each Calculation Date by deducting the "Benchmark NAV" for those Shares in the applicable Class from the "Closing NAV" of those Shares provided that, any such appreciation, expressed for these purposes as a percentage of the "Benchmark NAV" on such Calculation Date, shall be limited to the amount by which such appreciation exceeds the "Threshold Percentage".

The primary difference between the LIBOR/EURIBOR Benchmark Shares and the Index Benchmark Shares is that the performance fee for LIBOR/EURIBOR Benchmark Shares shall be calculated by reference to outperformance of USD LIBOR, GBP LIBOR, EURIBOR, CHF LIBOR or JPY LIBOR, as relevant, whereas the performance fee for the Index Benchmark Shares shall be calculated by reference to outperformance of the Thomson Reuters Global Convertible Bond Index, as described in further detail below.

The "**Reference NAV**" for each Class of LIBOR/EURIBOR Benchmark Shares shall be the higher of the last Net Asset Value per Share of the relevant Class as at which a performance fee was payable in respect of that Share or, in the case of such Class of LIBOR/EURIBOR Benchmark Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share of the relevant Class at which those LIBOR/EURIBOR Benchmark Shares were issued.

The "**Closing NAV**" shall be the Net Asset Value per Share of the relevant Class at the Calculation Date as at which the calculation is being made before accrual of the performance fee, except that in respect of an investor who redeems in that performance period, the Closing NAV shall be the Net Asset Value per Share of the relevant Class at the date of redemption, before accrual of the performance fee.

The "**Benchmark NAV**" shall be the investor's benchmark return for the relevant Class of Index Benchmark Shares, as described below, as at each Calculation Date except that in respect of an investor who redeems Index Benchmark Shares in that performance period other than as at a Calculation Date, the Benchmark NAV shall be the investor's benchmark return for the relevant class of such Index Benchmark Shares as at the date of redemption.

The "**Threshold Percentage**" shall be equal to the sum of (i) the most recent Closing NAV less (ii) the most recent Benchmark NAV, expressed as a percentage of the Benchmark NAV, which resulted in a Performance Fee being payable with respect to the relevant Class of Index Benchmark Shares. Until the first Calculation Date on which the Closing NAV is greater than the Benchmark NAV, or the date of redemption in the case of Shares redeemed during a Calculation Period, the Threshold Percentage shall be zero.

As further described below, calculating the performance fee on a Share-by-Share basis is done in order to maintain a single Net Asset Value per Share within each Class. As of each Calculation Date, the aggregate amount of appreciation in the Net Asset Value with respect to all Shares within a Class for the relevant performance period is determined. With respect to the LIBOR/EURIBOR Benchmark Shares, a performance fee equal to 20% of such aggregate amount of appreciation over the amount of the investors benchmark return for those Shares is charged to such Class of LIBOR/EURIBOR Benchmark Shares as a whole. With respect to the Index Benchmark Shares, a performance fee equal to 20% of such aggregate amount of appreciation over the Threshold Percentage (calculated as described above) is charged to such Class of Index Benchmark Shares as a whole. This means that, where a performance fee is payable in respect of a Class, the Net Asset Value per Share of all Shares

in that Class is reduced equally to reflect the payment of the per Share average of the aggregate performance fee for the Class as a whole and not the individual performance of those Shares during the relevant performance period. Accordingly, it is possible that the Net Asset Value of Shares in a Class held by a Shareholder may reflect the payment of a performance fee even though the Net Asset Value of such Shares experienced no appreciation or even depreciated during the relevant period. Since the Net Asset Value per Share of all Shares within each Class is reduced to reflect the payment of the performance fee attributable to such Class, it is also possible that the Net Asset Value of Shares held by a Shareholder may bear a disproportionate amount of the performance fee in relation to the actual appreciation that such Shares experienced during the relevant period. However, the performance fee attributable to a Share that is redeemed at any time other than at a Calculation Date shall be calculated using the Closing NAV of such Share (before accrual of the performance fee) as of the end of the Dealing Day on which such Share is redeemed. Accordingly, when a Share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such Share could be different from the performance fee that would be payable if such Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such Share would not get the benefit of, or suffer the disadvantage of, the allocation of the performance fee across the Class as a whole.

The investor's benchmark return shall be calculated as follows:

(i) the investor's benchmark return applicable to the Class "DL USD" Shares and Class "IL USD" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date (together with subscriptions received during the performance period) been invested at the commencement of the performance period at the average rate of three month USD LIBOR (calculated as described below) set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year;

(ii) the investor's benchmark return applicable to the Class "DL H EUR" Shares, Class "IL H EUR" Shares and "DL H EUR Dist" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date (together with subscriptions received during the performance period) been invested at the commencement of the performance period at the average rate of three month EURIBOR (calculated as described below) set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year;

(iii) the investor's benchmark return applicable to the Class "DL H GBP" Shares, Class "IL H GBP Dist" Shares and Class "DL H GBP Dist." Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date (together with subscriptions received during the performance period) been invested at the commencement of the performance period at the average rate of three month GBP LIBOR (calculated as described below) set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year.

(iv) the investor's benchmark return applicable to the Class "DL H JPY" Shares and Class "IL H JPY" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date (together with subscriptions received during the performance period) been invested at the commencement of the performance period at the average rate of three month JPY LIBOR (calculated as described below) set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year.

(v) the investor's benchmark return applicable to the Class "DL H CHF" Shares and Class "IL H CHF" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date (together with subscriptions received during the performance period) been invested at the commencement of the performance period at the average rate of three month CHF LIBOR (calculated as described below) set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year.

(vi) the investor's benchmark return applicable to the Class "IM USD" Shares and Class "DM USD" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to either:

(a) the Net Asset Value of the investor's Shares in Class "IM USD" Shares and Class "DM USD" Shares at the preceding Calculation Date at which a performance fee was payable; or

(b) in the case of Class "IM USD" Shares and Class "DM USD" Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued;

together with subscriptions received during the performance period, been invested in the Global Focus Hedged Sub-Index (USD Hedged) of the Thomson Reuters Global Convertible Bond Index, as described in further detail below as applicable at the date of the investor's investment in the Portfolio.

In the event that the performance of the Class "IM USD" Shares and Class "DM USD" Shares does not exceed that of the investor's benchmark return for a performance period, no performance fee shall be payable in respect of such Class until any underperformance of the investor's benchmark return has been recovered.

(vii) the investor's benchmark return applicable to the Class "IM H GBP" Shares, "Class IM H GBP Dist" Shares Class, "DM H GBP" Shares and Class "DM H GBP Dist" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to either:

(a) the Net Asset Value of the investor's Shares in Class "IM H GBP" Shares, "Class IM H GBP Dist" Shares, Class "DM H GBP" Shares and Class "DM H GBP Dist" Shares at the preceding Calculation Date at which a performance fee was payable; or

(b) in the case of Class "IM H GBP" Shares, "Class IM H GBP Dist" Shares, Class "DM H GBP" Shares and Class "DM H GBP Dist" Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued;

together with subscriptions received during the performance period, been invested in the Global Focus Hedged Sub-Index (GBP Hedged) of the Thomson Reuters Global Convertible Bond Index, as described in further detail below as applicable at the date of the investor's investment in the Portfolio.

In the event that the performance of the Class "IM H GBP" Shares, "Class IM H GBP Dist" Shares, Class "DM H GBP" Shares and Class "DM H GBP Dist" Shares does not exceed that of the investor's benchmark return for a performance period, no performance fee shall be payable in respect of such Class until any underperformance of the investor's benchmark return has been recovered.

(viii) the investor's benchmark return applicable to the Class "IM H CHF" Shares and Class "DM H CHF" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to either:

(a) the Net Asset Value of the investor's Shares in Class "IM H CHF" Shares and Class and "DM H CHF" Shares at the preceding Calculation Date at which a performance fee was payable; or

(b) in the case of Class "IM H CHF" Shares and Class "DM H CHF" Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued;

together with subscriptions received during the performance period, been invested in the Global Focus Hedged Sub-Index (CHF Hedged) of the Thomson Reuters Global Convertible Bond Index as applicable at the date of the investor's investment in the Portfolio.

In the event that the performance of the Class "IM H CHF" Shares and Class "DM H CHF" Shares does not exceed that of the investor's benchmark return for a performance period, no performance fee shall be payable in respect of such Class until any underperformance of the investor's benchmark return has been recovered.

(ix) the investor's benchmark return applicable to the "Class IM H JPY" Shares and Class "DM H JPY" Shares in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to either:

(a) the Net Asset Value of the investor's Shares in "Class IM H JPY" Shares and Class "DM H JPY" Shares at the preceding Calculation Date at which a performance fee was payable; or

(b) in the case of "Class IM H JPY" Shares and Class "DM H JPY" Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued;

together with subscriptions received during the performance period, been invested in the Global Focus Hedged Sub-Index (JPY Hedged) of the Thomson Reuters Global Convertible Bond Index, as described in further detail below as applicable at the date of the investor's investment in the Portfolio.

In the event that the performance of the "Class IM H JPY" Shares and Class "DM H JPY" Shares does not exceed that of the investor's benchmark return for a performance period, no performance fee shall be payable in respect of such Class until any underperformance of the investor's benchmark return has been recovered.

(x) the investor's benchmark return to the Class "IM H EUR" Shares Class and "DM H EUR" Shares in any performance period shall be the aggregate nominal return which would have accrued in that performance period had a sum equal in value to either:

(a) the Net Asset Value of the investor's Shares in Class "IM H EUR" Shares Class and "DM H EUR" Shares at the preceding Calculation Date at which a performance fee was payable; or

(b) in the case of Class "IM H EUR" Shares Class and "DM H EUR" Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued;

together with subscriptions received during the performance period, been invested in the Global Focus Hedged Sub-Index (EUR Hedged) of the Thomson Reuters Global

Convertible Bond Index, as described in further detail below as applicable at the date of the investor's investment in the Portfolio.

In the event that the performance of Class "IM H EUR" Shares Class and "DM H EUR" Shares does not exceed that of the investor's benchmark return for a performance period, no performance fee shall be payable in respect of such Class until any underperformance of the investor's benchmark return has been recovered.

The Thomson Reuters Global Convertible Bond Index is an independent index, created by UBS Investment Bank, acquired by Thomson Reuters and managed by a third party, Mace Advisers. It serves to represent the liquid convertible bond market and is subject to a quarterly reselection process which looks at a number of factors to determine if an issue qualifies for inclusion in the index. The Global Focus Hedged Sub-Index is a subset of the main index which is comprised of issues considered to be balanced convertible bonds. The construction of the sub-index is determined by a monthly review process which considers a set of parameters which define an issue to be balanced or not. These parameters include if the issue is preferred or regular, the level of premium, the price, market capitalisation and region.

General Information

In the case of the "Available Shares" which have yet to commence trading and which are subject to a performance fee, the first calculation period following the issue of such Shares will run from the end of the relevant Initial Offer Period, or such later date at which they may be issued in accordance with the provisions of this Prospectus, to the next following Calculation Date. The Reference NAV in respect of such Available Shares shall be the relevant Initial Offer Price.

"USD LIBOR" shall be calculated as follows:

With respect to each calendar quarter, USD LIBOR will be determined by the Administrator on the first Dealing Day in each calendar quarter (the "LIBOR Determination Date") in accordance with the following provisions:

(1) the rate of interest published or reported by Bloomberg (by reference to the screen page currently designated as "BBAM" on that service) or such other service as may be nominated by Intercontinental Exchange Benchmark Administration Ltd as the information vendor for the purpose of displaying Intercontinental Exchange Benchmark Administration Ltd Interest Settlement Rates for USD deposits on the LIBOR Determination Date as being the rate of interest offered in the London interbank market for three-month USD deposits; or

(2) if the rate referred to in (1) above is unavailable on the LIBOR Determination Date, the arithmetic mean (rounded upwards, if necessary, to the next highest 1/32 of one per cent.) of the quotations by the principal London offices of each of Citibank, N.A., Credit Lyonnais and National Westminster Bank PLC or, in the event that any of such banks becomes unable or unwilling to continue to act as a reference bank, such other leading bank in the London interbank market as may be appointed to act as such in its place by the Investment Manager (the above named banks and/or such other banks appointed for such purpose herein referred to as the "Reference Banks") given to the Investment Manager for offers of three-month USD deposits to leading banks in such amount in the London interbank market on the LIBOR Determination Date; or

(3) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, less than all but at least two of the Reference Banks provide such offered quotations to the Investment Manager, LIBOR for the next calendar quarter shall be determined as in (2) above on the basis of the offered quotations of those Reference Banks providing such quotations; or

(4) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, only one or none of the Reference Banks provides the Investment Manager with such offered quotations, LIBOR for the next calendar quarter shall be such three-month rate of interest as the Investment Manager considers to be representative of the rates at which three-month

USD deposits, as appropriate, in such amount are offered by leading banks in the London interbank market on such LIBOR Determination Date; and

(5) if on any LIBOR Determination Date the Investment Manager is required but is unable to determine LIBOR in the manner provided in sub-paragraph (4) above, then LIBOR for the next calendar quarter shall be LIBOR in effect on the most recent preceding LIBOR Determination Date.

If the LIBOR Determination Date would otherwise fall on a Business Day that is not a day on which dealings in deposits in USD are transacted in the London interbank market, then the LIBOR Determination Date shall be the day immediately preceding that Business Day that is itself a Business Day on which dealings in deposits in USD are transacted in the London interbank market.

"CHF LIBOR" shall be calculated as follows:

With respect to each calendar quarter, CHF LIBOR will be determined by the Administrator on the first Dealing Day in each calendar quarter (the "LIBOR Determination Date") in accordance with the following provisions:

(1) the rate of interest published or reported by Bloomberg (by reference to the screen page currently designated as "BBAM" on that service or such other service as may be nominated by Intercontinental Exchange Benchmark Administration Ltd as the information vendor for the purpose of displaying Intercontinental Exchange Benchmark Administration Ltd Interest Settlement Rates for CHF deposits on the LIBOR Determination Date as being the rate of interest offered in the London interbank market for three-month CHF deposits; or

(2) if the rate referred to in (1) above is unavailable on the LIBOR Determination Date, the arithmetic mean (rounded upwards, if necessary, to the next highest 1/32 of one per cent.) of the quotations by the principal London offices of each of Citibank, N.A., Credit Lyonnais and National Westminster Bank PLC or, in the event that any of such banks becomes unable or unwilling to continue to act as a reference bank, such other leading bank in the London interbank market as may be appointed to act as such in its place by the Investment Manager (the above named banks and/or such other banks appointed for such purpose herein referred to as the "Reference Banks") given to the Investment Manager for offers of three-month CHF deposits to leading banks in such amount in the London interbank market on the LIBOR Determination Date; or

(3) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, less than all but at least two of the Reference Banks provide such offered quotations to the Investment Manager, LIBOR for the next calendar quarter shall be determined as in (2) above on the basis of the offered quotations of those Reference Banks providing such quotations; or

(4) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, only one or none of the Reference Banks provides the Investment Manager with such offered quotations, LIBOR for the next calendar quarter shall be such three-month rate of interest as the Investment Manager considers to be representative of the rates at which three-month CHF deposits, as appropriate, in such amount are offered by leading banks in the London interbank market on such LIBOR Determination Date; and

(5) if on any LIBOR Determination Date the Investment Manager is required but is unable to determine LIBOR in the manner provided in sub-paragraph (4) above, then LIBOR for the next calendar quarter shall be LIBOR in effect on the most recent preceding LIBOR Determination Date.

If the LIBOR Determination Date would otherwise fall on a Business Day that is not a day on which dealings in deposits in CHF are transacted in the London interbank market, then the LIBOR Determination Date shall be the day immediately preceding that Business Day that is itself a Business Day on which dealings in deposits in CHF are transacted in the London interbank market.

"EURIBOR" shall be calculated as follows:

With respect to each calendar quarter EURIBOR (Actual/360) will be determined on the first Dealing Day in each calendar quarter (the "EURIBOR Determination Date") in accordance with the following provisions:

(1) the rate of interest published or reported by Bloomberg (by reference to the screen page currently designated as "EBF" on that service) or such other service as may be nominated by the European Banking Federation as the information vendor for the purpose of displaying European Banking Federation Interest Rates for EUR deposits on the EURIBOR Determination Date as being the rate of interest offered in the Euro-Zone interbank market for three-month EUR deposits on a 360 day basis; or

(2) if the rate referred to in (1) above is unavailable on the EURIBOR Determination Date, the arithmetic mean (rounded upwards, if necessary, to the next highest 1/32 of one per cent.) of the rates at which three month deposits are offered in EUR by the Reference Banks to prime banks in the Euro-Zone inter market at 11.00 a.m. Brussels time or the EURIBOR Determination Date or, in the event that any of such banks becomes unable or unwilling to continue to act as a reference bank, such other leading bank in the Euro-Zone interbank market as may be appointed to act as such in its place by the Investment Manager given to the Investment Manager for offers of three-month EUR deposits to leading banks in such amount in the Euro-Zone interbank market on the EURIBOR Determination Date; or

(3) if on any EURIBOR Determination Date on which the rate referred to in (1) above is unavailable, less than all but at least two of the Reference Banks provide such offered quotations to the Investment Manager, EURIBOR for the next calendar quarter shall be determined as in (2) above on the basis of the offered quotations of those Reference Banks providing such quotations; or

(4) if on any EURIBOR Determination Date on which the rate referred to in (1) above is unavailable, only one or none of the Reference Banks provides the Investment Manager with such offered quotations, EURIBOR for the next calendar quarter shall be such three-month rate of interest as the Investment Manager considers to be representative of the rates at which three-month EUR deposits, as appropriate, in such amount are offered by leading banks in the London interbank market on such EURIBOR Determination Date; or

(5) if on any EURIBOR Determination Date the Investment Manager is required but is unable to determine EURIBOR in the manner provided in sub-paragraph (4) above, then EURIBOR for the next calendar quarter shall be EURIBOR in effect on the most recent preceding EURIBOR Determination Date; and

(6) for the purposes of this definition:

"Reference Banks" means four major banks in the Euro-Zone interbank market selected by the Investment Manager; and

"Euro-Zone" means the region comprised of EU Member States that adopt the single currency with the EC Treaty.

If the EURIBOR Determination Date would otherwise fall on a Business Day that is not a day on which dealings in deposits in EUR are transacted in the Euro-Zone interbank market, then the EURIBOR Determination Date shall be the day immediately preceding that Business Day that is itself a Business Day on which dealings in deposits in EUR are transacted in the Euro-Zone interbank market.

"GBP LIBOR" shall be calculated as follows:

With respect to each calendar quarter, GBP LIBOR will be determined by the Administrator on the first Dealing Day in each calendar quarter (the "LIBOR Determination Date") in accordance with the following provisions:

(1) the rate of interest published or reported by Bloomberg (by reference to the screen page currently designated as "BBAM" on that service or such other service as may be nominated by

Intercontinental Exchange Benchmark Administration Ltd as the information vendor for the purpose of displaying Intercontinental Exchange Benchmark Administration Ltd Interest Settlement Rates for GBP deposits on the LIBOR Determination Date as being the rate of interest offered in the London interbank market for three-month GBP deposits; or

(2) if the rate referred to in (1) above is unavailable on the LIBOR Determination Date, the arithmetic mean (rounded upwards, if necessary, to the next highest 1/32 of one per cent.) of the quotations by the principal London offices of each of Citibank, N.A., Credit Lyonnais and National Westminster Bank PLC or, in the event that any of such banks becomes unable or unwilling to continue to act as a reference bank, such other leading bank in the London interbank market as may be appointed to act as such in its place by the Investment Manager (the above named banks and/or such other banks appointed for such purpose herein referred to as the "Reference Banks") given to the Investment Manager for offers of three-month GBP deposits to leading banks in such amount in the London interbank market on the LIBOR Determination Date; or

(3) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, less than all but at least two of the Reference Banks provide such offered quotations to the Investment Manager, LIBOR for the next calendar quarter shall be determined as in (2) above on the basis of the offered quotations of those Reference Banks providing such quotations; or

(4) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, only one or none of the Reference Banks provides the Investment Manager with such offered quotations, LIBOR for the next calendar quarter shall be such three-month rate of interest as the Investment Manager considers to be representative of the rates at which three-month GBP deposits, as appropriate, in such amount are offered by leading banks in the London interbank market on such LIBOR Determination Date; and

(5) if on any LIBOR Determination Date the Investment Manager is required but is unable to determine LIBOR in the manner provided in sub-paragraph (4) above, then LIBOR for the next calendar quarter shall be LIBOR in effect on the most recent preceding LIBOR Determination Date.

If the LIBOR Determination Date would otherwise fall on a Business Day that is not a day on which dealings in deposits in GBP are transacted in the London interbank market, then the LIBOR Determination Date shall be the day immediately preceding that Business Day that is itself a Business Day on which dealings in deposits in GBP are transacted in the London interbank market.

"JPY LIBOR" shall be calculated as follows:

With respect to each calendar quarter, JPY LIBOR will be determined by the Administrator on the first Dealing Day in each calendar quarter (the "LIBOR Determination Date") in accordance with the following provisions:

(1) the rate of interest published or reported by Bloomberg (by reference to the screen page currently designated as "BBAM" on that service or such other service as may be nominated by Intercontinental Exchange Benchmark Administration Ltd as the information vendor for the purpose of displaying Intercontinental Exchange Benchmark Administration Ltd Interest Settlement Rates for JPY deposits on the LIBOR Determination Date as being the rate of interest offered in the London interbank market for three-month JPY deposits; or

(2) if the rate referred to in (1) above is unavailable on the LIBOR Determination Date, the arithmetic mean (rounded upwards, if necessary, to the next highest 1/32 of one per cent.) of the quotations by the principal London offices of each of Citibank, N.A., Credit Lyonnais and National Westminster Bank PLC or, in the event that any of such banks becomes unable or unwilling to continue to act as a reference bank, such other leading bank in the London interbank market as may be appointed to act as such in its place by the Investment Manager (the above named banks and/or such other banks appointed for such purpose herein referred to as the "Reference Banks") given to the Investment Manager for offers of three-month JPY

deposits to leading banks in such amount in the London interbank market on the LIBOR Determination Date; or

(3) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, less than all but at least two of the Reference Banks provide such offered quotations to the Investment Manager, LIBOR for the next calendar quarter shall be determined as in (2) above on the basis of the offered quotations of those Reference Banks providing such quotations; or

(4) if on any LIBOR Determination Date on which the rate referred to in (1) above is unavailable, only one or none of the Reference Banks provides the Investment Manager with such offered quotations, LIBOR for the next calendar quarter shall be such three-month rate of interest as the Investment Manager considers to be representative of the rates at which three-month JPY deposits, as appropriate, in such amount are offered by leading banks in the London interbank market on such LIBOR Determination Date; and

(5) if on any LIBOR Determination Date the Investment Manager is required but is unable to determine LIBOR in the manner provided in sub-paragraph (4) above, then LIBOR for the next calendar quarter shall be LIBOR in effect on the most recent preceding LIBOR Determination Date.

If the LIBOR Determination Date would otherwise fall on a Business Day that is not a day on which dealings in deposits in JPY are transacted in the London interbank market, then the LIBOR Determination Date shall be the day immediately preceding that Business Day that is itself a Business Day on which dealings in deposits in JPY are transacted in the London interbank market.

Rebates and out-of-pocket expenses

Without prejudice to the above, the Manager may from time to time and at its sole discretion and out of its own resources decide to rebate to some or all Shareholders or to intermediaries, part or all of the management and performance fees. Any such rebates may be applied in paying up additional Shares to be issued to the Shareholder. Such Shares shall be issued to the Shareholders at their Net Asset Value.

The Manager shall also be entitled to reimbursement of all out-of-pocket expenses incurred for the benefit of the Company including expenses incurred by the Investment Manager, the Administrator and/or by the Distributor and charged to it. The Manager will pay the fees of the Investment Manager out of its management and performance fees and the Investment Manager will pay the Investment Advisers (if any) out of its fees.

Dilution Levy

As at the date of this Prospectus, a dilution levy applies in respect of Man NewSmith Global Equity Alpha. The dilution levy may be applied to any dealings in Man NewSmith Global Equity Alpha. Where applied and based on the expected level of transactions in Man NewSmith Global Equity Alpha the estimated rate of any dilution levy is not expected to exceed 1.5%.

A Portfolio may suffer dilution (reduction) in the value of its property as a result of the costs incurred in dealing in its underlying investments and of any spread between the buying and selling prices of these investments. As dilution is directly related to the inflows and outflows in respect of the relevant Portfolio, it is not possible to predict accurately whether dilution will occur at any point in time and consequently it is also not possible to predict accurately how frequently the Manager will need to make a dilution levy to mitigate the effects of dilution.

In calculating the subscription or redemption price for Man NewSmith Global Equity Alpha the Manager may on any Dealing Day when there are net subscriptions or redemptions, adjust (as relevant) the subscription or redemption price by adding or deducting an anti-dilution levy to cover dealing costs and to preserve the value of the underlying assets of the Portfolio and any such dilution levy will be shown in addition to the subscription or redemption price.

In cases where a dilution levy is made the value of the capital of the property of Man NewSmith Global Equity Alpha will not be adversely affected by dilution. If charged, the dilution levy will be shown in addition to (but not part of) the price of Shares on their issue by the Company and as a deduction to (but not part of) the price of their Shares on their cancellation or redemption by the Company. The dilution levy will either be paid into the Man NewSmith Global Equity Alpha in the case of an issue of shares by the Company or retained in the Portfolio in the case of a cancellation or redemption of Shares by the Company.

The need to charge a dilution levy will depend on the volume of net subscriptions or redemptions, as described below. The Manager may charge a discretionary dilution levy on any net subscription or net redemption of Shares if, in its opinion, the existing Shareholders (for subscriptions) or continuing Shareholders (for redemptions) might otherwise materially be adversely affected. A dilution levy must be imposed only in a manner that, so far as practicable, is fair to all Shareholders or potential Shareholders.

The dilution levy will be applied in order to cover dealing costs and to preserve the value of the underlying assets of the Portfolio. In particular, the dilution levy may be charged in the following circumstances:

(a) on Man NewSmith Global Equity Alpha experiencing large levels of net subscriptions (i.e. subscriptions less redemptions) relative to its size; or

(b) on Man NewSmith Global Equity Alpha experiencing large levels of net redemptions (i.e. redemptions less subscriptions) relative to its size.

ADMINISTRATION AND DEPOSITARY FEES

The following information relates to the Man GLG Portfolios. The corresponding information in relation to the Man Numeric Portfolios in set out in the Man Numeric Supplement in the section titled "*Fees and Expenses – Administration and Depositary Fees".*

The Company incurs the following additional costs, charges, fees and expenses (together, the "Costs") which relate to the administration of each Portfolio:

- Costs for administration services provided to the Company which includes fees paid to the Administrator and may include services provided by other entities outside of the Man Group ("**Administration Costs**" described below); and
- Costs for administrative support services oversight provided by GLG LP or its delegates pursuant to the Administrative Services Agreement ("**Administrative Support Services**" described below).

The Company will be subject to an annual "Administration Fee" of 0.30% of the Net Asset Value of each Portfolio to cover the Administration Costs and Administrative Support Services. The Administration Fee shall accrue on a daily basis and shall be payable monthly in arrears on the last Business Day of each month at a rate of 1/12 of 0.30% of the average Net Asset Value of the relevant Portfolio in the relevant month.

A part of the Administration Fee relating to the Administration Costs will be paid by the Company to the Manager (for on-payment as applicable to entities outside of the Man Group) and the remainder of the Administration Fee will be paid by the Company to GLG LP or its delegates for Administrative Services.

In addition, the Company will incur costs which may include but are not limited to: fund registrations, expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, professional fees (including the Auditors and the legal advisors) and tax reporting services ("**Other Expenses**"). Other Expenses will be charged to each Portfolio in addition to the Administration Fee. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense can be allocated to all Portfolios *pro rata* to the value of the net assets of the Relevant Portfolio.

The Company will also reimburse the Manager out of the assets of the Company for reasonable out-of-pocket expenses incurred by the Administrator and GLG LP. The Manager will be responsible for reimbursing the Administrator and GLG LP for these expenses.GLG LP or its delegates may waive or rebate to an individual Portfolio a portion or all of what it receives from the Administration Fee for its provision of the Administrative Support Services. GLG LP or its delegates may also choose to reimburse the Company for all or part of the Administration Costs and/or all or part of the Other Expenses incurred by a Portfolio.

The Administration Costs may include but are not limited to:

- Fund administration costs, including fund valuation services, as well as transfer agency and client services
- Middle office costs including all relevant position and cash reconciliation processes, cash management and other verification procedures
- Additional independent valuation services where applicable
- Investor trade processing and order routing systems
- Regulatory reporting
- Relevant middle and back office software and systems
- Industry data feeds
- Investment trade matching services
- SWIFT or similar messaging services
- Membership of relevant industry, rating and classification bodies
- Investor mailing and associated costs

The Administrative Support Services may include but are not limited to:

- provision and support for portfolio management and risk systems to enable the Company's operation, validation of position, price and profit and loss information on a daily basis;
- Production of daily profit and loss analysis and performance attribution;
- Reconciliation and validation of Net Asset Value in conjunction with the Administrator;
- Daily reconciliation of cash and positions for all of the Company's holdings;
- Provision of operational support to the Company;
- OTC servicing including the review and tracking of documentation;
- Reconciliation and facilitation of settlement; and
- Provision of services in connection with treasury and stock loans to the Company to enable efficient funding and settlement of transactions.

Depositary Fee

The Company will pay the Depositary a depositary fee which will not exceed 0.04% per annum of the Net Asset Value of the relevant Portfolio together with value added tax, if any, applicable to such fees.

The Company will also reimburse the Depositary out of the assets of the relevant Portfolio for reasonable out-of-pocket expenses incurred by the Depositary and for fees (which will not exceed normal commercial rates) and reasonable out-of-pocket expenses of any sub-depositary appointed by the Depositary and will be liable for transaction charges. The fees and expenses of the Depositary shall accrue on a daily basis and shall be payable monthly in arrears.

LOCAL INTERMEDIARIES

Local regulations in EEA Member States may, from time to time, require the appointment of paying agents and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries shall be appointed in accordance with the requirements of the Central Bank.

The fees of any such intermediate entity will be at normal commercial rates and will be borne by the Manager out of its management fee or by the Shareholders who will avail of the services provided by such agent. In certain circumstances such fees may be borne by the Company out of the assets of the relevant Portfolio or Portfolios. Where the fee is based on the Net Asset Value of the Portfolio, all

Shareholders may avail of the services provided by the local intermediary or the fee will be payable only out of the Net Asset Value attributable to the Class/Classes of the Portfolio in respect of which Shareholders are entitled to avail of such services.

Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via such an intermediary entity rather than directly to or from the Depositary (e.g. a sub-distributor or agent in the local jurisdiction) will bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor.

As at the date hereof, the Company has appointed the following entities as local intermediaries in respect of the Man GLG Portfolios:

BNP Paribas Securities Services, Milan Branch
Via Ansperto, 5
20123 Milan
Italy

Société Générale
29 boulevard Haussmann,
75009, Paris
France

BHF Bank Aktiengesellschaft
Bockenheimer Landstrasse 10
60323, Frankfurt am Main
Germany

Raiffeisen Bank International AG.
Am Stadtpark 9
A-1030 Vienna
Republic of Austria

Skandinaviska Enskilda Banken AB (publ) through its entity Custody Services, SEB Merchant Banking
Sergels Torg 2
SE-106 40 Stockholm
Sweden

Nordea Bank Danmark A/S
Strandgade 3
DK-0900 Copenhagen C
Denmark.

The Bank of New York Mellon (Luxembourg) S.A.
2-4 rue Eugène Ruppert
L-2453 Luxembourg

Société Générale
29 boulevard Haussmann
75009 Paris
France

CACEIS Belgium (formerly Fund Administration Service & Technology Network Belgium S.A.)
Avenue du Port 86 C b320
B - 1000 Brussels
Belgium

Man Investments AG
Huobstrasse 3
8808 Pfäffikon SZ

Switzerland

Credit Suisse AG
Paradeplatz 8
8001 Zurich
Switzerland

SALES CHARGES

Upfront Sales Charges

Investors may be subject to an upfront sales charge of up to 5% of their proposed subscription, payable to the Manager in respect of any subscription for any Class of Shares.

The Manager may re-allow or pay all or a portion of any such sales charge to the Distributor and/or to any intermediaries, for services provided in connection with the solicitation of subscriptions or such other person as the Manager or the Distributor may determine, at their absolute discretion. Any applicable sales charge will be deducted from the subscribers' subscription payment for the purpose of determining the net amount available for investment in Shares. Alternatively, where agreed by the Manager and an intermediary and notified to a subscriber, the subscriber may submit the net amount subscription payment to the Company and forward the sales charge directly to the relevant intermediary.

The upfront sales charge is calculated prior to the addition of any dilution levy (as detailed above).

As at the date of this Prospectus, the Manager may only charge a sales charge in respect of subscriptions for Class D Shares.

DISTRIBUTORS' FEES

All of the fees payable to the Distributors will be paid by the Manager out of the up-front sales fees, management fees or performance fees received by the Manager from the Company. Accordingly, the up-front sales fees described above are paid to the Manager who will pay the fees of the Distributor.

The Manager may appoint additional distributors in respect of the distribution and sale of the Shares from time to time. The fees of any such distributors will be borne by the Manager out of its management fees, performance fees or out of the up-front sales fees received by the Manager.

SWITCHING BETWEEN PORTFOLIOS

There is no upfront sales fee payable on an exchange of Shares in, Man GLG Global Equity, Man GLG Global Convertibles, Man GLG European Equity, Man GLG Japan CoreAlpha Equity, Man GLG Global Sustain Equity, Man GLG MENA Equity or Man NewSmith Global Equity Alpha for Shares in any other Portfolio of the Company.

ESTABLISHMENT AND OPERATING EXPENSES

The Company's formation expenses were approximately USD100,000. As at the date of this Prospectus, these expenses have been fully amortised. To the extent that any such expenses were borne by the Manager and/or the Investment Manager they have been reimbursed by the Company.

The establishment expenses and amortisation period of each Man GLG Portfolio are set out in the table below. The corresponding information in relation to the Man Numeric Portfolios is set out in the "Fees and Expenses – Establishment Expenses" section of the Man Numeric Supplement.

Name of Fund	Formation Expenses	Amortisation Period	Fully Amortised
Man NewSmith Global Equity Alpha	EUR 50,000	36 months	No
Man GLG Global Emerging Markets Local	EUR 50,000	36 months	No

Currency Rates			
Man GLG Global Emerging Markets Bond	EUR 50,000	36 months	No

In each case the amortisation period commenced or will commence immediately upon the launch of the relevant Portfolio and the table above provides details of those Portfolios which have fully amortised their costs as at the date of this Prospectus.

The Manager and/or the Investment Manager may initially incur any or all of these estimated formation expenses on behalf of the Company, in which case they are entitled to be reimbursed by the Company.

In circumstances where the Directors believe that the organisational expenses shall not be material in the context of the overall net asset value of a Portfolio and that it may be fair and equitable that the initial Shareholders in a Portfolio should not bear all of the organisational costs, they may determine that the Portfolio will amortise its organisational costs over the first five years following launch of the relevant Portfolio. The Directors are satisfied that the approach to be adopted by the Company accords with market practice in Ireland and are satisfied that based on the information available to them, the amortisation costs are not likely to be material and the auditors' report is unlikely to be qualified in this regard.

The Company will also pay certain other costs and expenses incurred in its operation, including without limitation, withholding taxes that may arise on Investments, clearing and registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, insurance, interest, brokerage costs, promotional and marketing expenses and all professional and other fees and expenses in connection therewith and the cost of publication of the Net Asset Value of the Shares. Expenses will be allotted to the Portfolio or Portfolios to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense will normally be allocated to all Portfolios *pro rata* to the value of the net assets of the relevant Portfolio.

Under the Articles, the Directors are entitled to a fee in remuneration for their services at a rate to be determined from time to time by the Directors, but so that the aggregate amount of Directors' remuneration in any one year shall not exceed USD50,000 in respect of any Portfolio. The Directors and any alternate Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any other meetings in connection with the business of the Company.

The Manager may, at its discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Portfolio and/or the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive part of the management fee in respect of any particular payment period.

SUBSCRIPTIONS

The Directors are given authority to effect the issue of Shares of any series or Class in respect of a Portfolio and with the approval of the Central Bank to create new series or Classes of Shares on such terms as they may from time to time determine in relation to any Portfolio. Issues of Shares will be made with effect from a Dealing Day.

The table below sets out the information in relation to minimum initial subscriptions, minimum incremental subscriptions and minimum ongoing shareholding requirements of the Share Classes of the Company. For details on the specific Share Classes of the Man GLG Portfolios and their respective launch dates, please refer to the Website of the Company.

This information in relation to subscriptions relates solely to the Man GLG Portfolios. The corresponding information in relation to the Man Numeric Portfolios is set out in the "Subscriptions" section of the Man Numeric Supplement.

In addition, there are currently no shareholders in Man GLG UK Select Equity, Man GLG Global Sustain Equity and Man GLG Global Investment Grade Bond and these Portfolios are closed to further subscription.

	D		**I**		**IX**	
	Minimum Initial Subscription / Minimum Ongoing Subscription	**Minimum Incremental Subscription**	**Minimum Initial Subscription / Minimum Ongoing Subscription**	**Minimum Incremental Subscription**	**Minimum Initial Subscription / Minimum Ongoing Subscription**	**Minimum Incremental Subscription**
AUD	AUD 1,000	AUD 500	AUD 100,000	AUD 1,000	AUD 100,000,000	AUD 1,000
CHF	CHF 1,000	CHF 500	CHF 100,000	CHF 1,000	CHF 100,000,000	CHF 1,000
DKK	DKK 5,000	DKK 2,000	DKK 500,000	DKK 5,000	DKK 800,000,000	DKK 5,000
EUR	EUR 1,000	EUR 500	EUR 100,000	EUR 1,000	EUR 100,000,000	EUR 1,000
GBP	GBP 1,000	GBP 500	GBP 100,000	GBP 1,000	GBP 100,000,000	GBP 1,000
JPY	JPY 500,000	JPY 100,000	JPY 10,000,000	JPY 100,000	JPY 12,000,000,000	JPY 100,000
NOK	NOK 5,000	NOK 2,000	NOK 500,000	NOK 5,000	NOK 800,000,000	NOK 5,000
SEK	SEK 5,000	SEK 2,000	SEK 500,000	SEK 5,000	SEK 800,000,000	SEK 5,000
SGD	SGD 1,000	SGD 500	SGD 100,000	SGD 1,000	SGD 100,000,000	SGD 1,000
USD	USD 1,000	USD 500	USD 100,000	USD 1,000	USD 100,000,000	USD 1,000

The Share Classes which are listed above as having a minimum initial subscription and a minimum incremental subscription are hereinafter referred to as the "Available Shares". The Share Classes differ in terms of their currency denomination and in terms of the rate of fees to be applied to each in calculating the Net Asset Value per Share as described in this Prospectus.

The classes of Available Shares that are not shown on the Website of the Company as being listed on the ISE or as launched will be available for subscription as set out in the table below:

Currency of the Share class	**Initial offer price**

AUD	AUD 100
CHF	CHF 100
DKK	DKK 100
EUR	EUR 100
GBP	GBP 100
JPY	JPY 10,000
NOK	NOK 100
SEK	SEK 100
SGD	SGD 100
USD	USD 100

Unless otherwise stated on the Website of the Company, the initial offer period will start on the launch date of the Share class (as disclosed in the Key Investor Information Documents available on www.man.com) at 1pm (Irish time) and will close at 1pm (Irish time) on the Business Day following the launch date. All available Share Classes of the Man GLG Portfolios are listed on the Website of the Company. Please refer to the Website of the Company for the details relating to the available Share classes

In circumstances where a portfolio of any other collective investment scheme managed by the Investment Manager or another subsidiary of Man Group plc (the "Merging Portfolio") merges into a Portfolio of the Company (the "Receiving Portfolio"), the Directors may in their absolute discretion determine that the Initial Offer Price for Shares of the Receiving Portfolio shall be equal to the closing net asset value per share of the Merging Portfolio.

Thereafter, (and in the case of all other classes of Available Shares in the Company, from the date of this Prospectus) Shares will be subscribed for and will be issued at the Net Asset Value per Share as calculated in respect of that Dealing Day, together with any applicable subscription charges and any fiscal duties and charges incurred in connection with any change of securities for Shares.

Dealing Procedures

Each Business Day is both a Dealing Day and a Valuation Day for the Man GLG Portfolios. Application forms received prior to the Dealing Deadline in respect of a Dealing Day will receive shares at the Net Asset Value per share calculated for that Dealing Day's Valuation Point. The table below illustrates this process*:

Dealing Day	**Subscription Dealing Deadline***	**Valuation Point**	**Contract Note**	**Settlement**
Any Business Day	Trades received before 1:00 pm Irish Time will be included for that Dealing Day	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point on the Dealing Day.	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised.	Settlement proceeds must be received within three (3) Business Days of the Dealing Day.

* In exceptional circumstances, the Manager may from time to time permit applications after the Dealing Deadline, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented).

Please note that the above table is illustrative only. For further detail in relation to the dealing procedures for each Man GLG Portfolio, please see the "*Portfolio Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" section above. The corresponding information in

relation to the Man Numeric Portfolios is set out in the "*Subscriptions*" section of the Man Numeric Supplement.

Where the Application Form is sent by facsimile or any other form of electronic communication agreed in advance by the Administrator this must be accompanied by supporting documentation in relation to money laundering prevention checks and the original Application Form together with the original supporting documentation in relation to money laundering prevention checks must be sent by post immediately thereafter.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline (as set out above in "*Portfolio Specific Information – Investment Objective and Policies of Man GLG Portfolios*") or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Dealing Deadline will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day. Where the applicant is an existing Shareholder a Repeat Application Form may be used. The Repeat Application Form must be received no later than that relevant Dealing Deadline in respect of the relevant Dealing Day or such later time as the Manager may from time to time permit provided that applications will not be accepted after the Valuation Point. The Repeat Application Form may be submitted to the Administrator by facsimile or by any other form of electronic communication agreed in advance by the Administrator. Notwithstanding the above, the Administrator may, in its absolute discretion, process subscription/redemption requests on behalf of certain low risk investors (as determined by the Administrator) absent an original Application Form and original or original ink certified copies of anti-money laundering documentation. However, any amendments to an investor's payment instructions will only be effected on receipt of original documentation.

Settlement Procedures

In the case of all Share Classes of the Man GLG Portfolios, where the Distributor or the Administrator has received a duly completed Share Application Form in respect of such a Share Class in any Man GLG Portfolio by the Dealing Deadline, cleared subscription monies must be received within three (3) Business Days of the Dealing Day. In the event that subscription monies are not received by the Company before the Dealing Deadline, Shares will be provisionally allotted and the Company may (subject to the restrictions set out in the section titled "Borrowing Policy") temporarily borrow an amount equal to the subscription monies and invest such monies in accordance with the investment objectives and policies of the Company. Once the subscription monies are received the Company will use such subscription monies to repay the relevant borrowings and reserves the right to charge that investor interest on such outstanding subscription monies at normal commercial rates. In addition the Company reserves the right to cancel the provisional allotment of Shares in those circumstances. In addition, the investor shall indemnify the Company, the Distributor and the Administrator for any loss of any nature suffered as a result of the investor's failure to transmit the subscription monies in a timely fashion. In addition, the Company may redeem or sell all or part of a Shareholder's holding of Shares and use the proceeds to make good any loss suffered as a result of the investor's failure to transmit the subscription monies within the time set out in this Prospectus.

The minimum initial subscription for each Share Class of any Man GLG Portfolio will be as set out in the table above or, in the case of investors from certain jurisdictions, such higher amount as may be disclosed in the country supplement for those jurisdictions to ensure compliance with local regulatory requirements. The corresponding information in relation to the Man Numeric Portfolios is set out in the "Subscriptions" section of the Man Numeric Supplement.

The Directors may, in their absolute discretion, waive the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts. The Directors have waived the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts in respect of investors who are resident in any country where there is a regulatory restriction or prohibition on payment or receipt of commissions. The Directors have waived the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts for certain distribution platforms and other institutional relationships which, in the reasonable opinion of the Directors, have resulted in, or are likely to result in significant inflows into the Portfolios and which also

meet approved criteria set by the Directors. In addition, the Directors reserve the right, on notice to Shareholders, to impose a subscription cap in respect of a Portfolio. Distribution platforms may be exempted from such cap.

The Company may issue fractional Shares (rounded to the nearest one thousandth of a Share). If Shares in any of these Portfolios are issued in return for Investments, the Directors are entitled to add a charge in respect of any fiscal duties and charges incurred in connection with any permitted exchange of Investments for Shares.

Subscriptions for Shares in a class must be in the designated currency of said class unless the Directors otherwise agree to accept subscriptions in any freely convertible currency approved by the Administrator, in which case such subscriptions will be converted into the relevant currency available to the Administrator at prevailing exchange rates and the cost of conversion will be deducted from the subscription monies. Any credit interest accruing on subscription monies received prior to the deadline for receipt thereof shall be credited to the account of the relevant Man GLG Portfolio. Overdraft interest charged as a result of the late receipt of subscription monies will be debited to the account of the relevant Man GLG Portfolio at the discretion of the Directors.

Subscription for Share Classes should be made by electronic transfer to the accounts set out in the relevant Application Form.

A contract note will be sent to applicants within one Business Day of the publication of the Net Asset Value. The contract note will provide full details of the transaction and a Shareholder number which, together with the Shareholder's personal details, will be proof of identity. The Shareholder number should be used for all future dealings with the Company and the Administrator.

Any Shares purchased and settled by an applicant through Euroclear, Fundsettle or Clearstream, will be registered in the nominee name of that entity.

The Directors may issue Shares in exchange for Investments in which the Company is permitted to invest in accordance with the UCITS Regulations and the particular investment objective and policies of the relevant Man GLG Portfolio. No Shares may be issued in exchange for such Investments unless the Directors are satisfied that (i) the number of Shares issued in the relevant Man GLG Portfolio will not be more than the number which would have been issued for settlement in cash having valued the Investments to be exchanged in accordance with the valuation provisions set out in the Articles and summarised herein; and (ii) all fiscal duties and charges arising in connection with the vesting of such Investments in the Depositary for the account of the relevant Man GLG Portfolio are paid by the person to whom the Shares in such Man GLG Portfolio are to be issued or, at the discretion of the Directors, partly by such person and partly out of the assets of such Man GLG Portfolio, and the Depositary is satisfied that the terms of such exchange shall not materially prejudice the Shareholders in the relevant Man GLG Portfolio and that the Investments have been vested in the Depositary.

Shares are issued in registered, but uncertificated, form. Written confirmation of ownership will be sent to Shareholders within ten (10) days of registration. The uncertificated form enables the Company to deal with requests for redemption without undue delay. The number of Shares issued will be rounded to the nearest one thousandth of a Share and any surplus money will be credited to the Company. Shares purchased by investors in certain jurisdictions may be purchased on behalf of the underlying investors, pursuant to nominee arrangements (and subject to any applicable anti-money laundering requirements as set out below). In certain jurisdictions, the purchase of the Shares can be arranged through plans providing that the investor shall pay the subscription price through periodic instalments of a pre-arranged amount.

Measures aimed towards the prevention of money laundering may require a detailed verification of the applicant's identity. Depending on the circumstances of each application, a detailed verification might not be required where the application is made through a recognised intermediary. This exception will only apply if the intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations.

The Company, the Distributors, the Administrator and the Manager reserve the right to request such additional information and / or confirmations as are necessary to verify the identity of an applicant (ie a subscriber or a transferee) before an application can be processed. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Company (and the Administrator acting on behalf of the Company) may refuse to accept the application and all subscription monies, in which case any funds received may be returned without interest to the account from which they were debited. By way of example an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of his/her address such as a utility bill or bank statement and date of birth. In the case of corporate applicants this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors. The Distributors, the Administrator, the Manager and the Company shall be held harmless and indemnified against any loss arising where information which they have requested has not been provided by the applicant.

Shares will generally not be issued or transferred to any U.S. Person, except that the Directors may authorise the purchase by, or transfer of shares to, a Permitted U.S. Person provided that: (i) such purchase or transfer does not result in a violation of the Securities Act or the securities laws of any of the States of the U.S. (ii) such purchase or transfer will not require the Company or any Portfolio to register under the U.S. Company Act; and (iii) such purchase or transfer will not result in any adverse tax, regulatory or other consequences to the Company or the Shareholders and (iv) such issue or transfer will not cause the assets of a Portfolio to be treated as "plan assets" for the purposes of ERISA. Each applicant for Shares who is a U.S. Person will be required to provide such representations, warranties or documentation as may be required to ensure that these requirements are met prior to the issue of Shares.

Applications for Shares should be made in the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion above) to the Administrator. The address for the Administrator is shown below. Permitted U.S. Persons shall be required to complete a separate "Supplemental Application Form for U.S. Persons" which is available upon request. The Administrator or Company will disclose Shareholders' personal information to third parties where necessary or for legitimate business interests. This may include disclosure to third parties such as auditors and the Central Bank or agents of the Administrator who process the data for anti-money laundering purposes, or for compliance with Irish or foreign regulatory requirements. In addition, Shareholders' personal information will be processed and disclosed as outlined above and to the relevant Investment Manager and, where necessary, or in the Company's or the Administrator's legitimate interests, to any company in the Administrator's and/or the Investment Manager's group of companies or agents of the Administrator including companies situated in countries outside of the European Economic Area which may not have the same data protection laws as in Ireland.

Administrator

BNY Mellon Fund Services (Ireland) DAC
AIS Transfer Agency Team
Riverside Two
Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
Ireland

INVESTOR INQUIRIES
Telephone: +353 1 790 3554
Facsimile: +353 1 790 4096
Email: man.shareholderservicing@bnymellon.com

INVESTOR DEALING
Facsimile: + 353 1 790 4096
Email: mandealing@bnymellon.com *

* For placing of transactions via attachment only

The Company may charge a sales charge as specified under the section entitled “Fees and Expenses”.

Applications for Shares received during any period when the issue or valuation of Shares has been temporarily suspended in the circumstances described under the section entitled “Determination and Publication and Temporary Suspension of Net Asset Value”, will not be dealt with until dealings have recommenced. Such applications will be dealt with on the next Dealing Day after dealings have recommenced, unless such application has been withdrawn during the period of suspension of dealings.

The Directors reserve the right to reject an application for Shares for any reason in whole or in part at any time prior to acceptance, in which event the application monies or any balance thereof will be returned to the applicant by transfer to the applicant’s account or by post at the applicant’s cost and risk.

Operation of the Subscription and Redemption Collection Accounts

The Company has established individual collection accounts at a sub-fund level (the “Cash Collection Accounts”). All subscriptions into and redemptions and distributions due from the Portfolios will be paid into the relevant Cash Collection Accounts.

Pending the issue of Shares, and pending payment of redemption proceeds or distributions, such monies in the Cash Collection Account are assets of the relevant Portfolio, and the relevant investor will be an unsecured creditor of the Portfolio in respect of amounts paid by or due to it.

All subscriptions (including subscriptions received in advance of the issue of Shares) attributable to, and all redemptions, dividends or cash distributions payable from a Portfolio will be channelled and managed through that Portfolio’s Cash Collection Account. Redemptions and distributions, including blocked redemptions or distributions, will be held in the relevant Cash Collection Account until payment due date (or such later date as blocked payments are permitted to be paid), and will then be paid to the relevant or redeeming Shareholder.

The Cash Collection Accounts have been opened on behalf of each Portfolio with the relevant Bank set out in the Application Form. The Depositary will be responsible for safe-keeping and oversight of the monies in the Cash Collection Accounts. Monies in the Cash Collection Account will be taken into account in the calculation of the NAV, and assessing compliance with investment restrictions by the relevant Portfolio.

Where subscription monies are received in a Cash Collection Account without sufficient documentation to identify the investor, such monies shall be returned to the relevant investor within 5 days. Subscription monies received into an incorrect Cash Collection Account will be returned to the relevant investor within the same timescales. Failure to provide the necessary complete and accurate documentation, and or to make payment into the correct Cash Collection Account, is at the investor’s risk.

Investment Restrictions

The assets of each Portfolio will be invested in accordance with the investment restrictions contained in the UCITS Regulations and summarised below and such additional investment restrictions, if any, as may be adopted by the Directors for any Portfolio.

1 Permitted Investments

Investments of a UCITS are confined to:

1.1 Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.

1.2 Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.

1.3 Money market instruments other than those dealt on a regulated market.

1.4 Units of UCITS.

1.5 Units of non-UCITS.

1.6 Deposits with credit institutions.

1.7 Financial derivative instruments.

2 Investment Restrictions

2.1 A UCITS may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.

2.2 A UCITS may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1) within a year. This restriction will not apply in relation to investment by the UCITS in certain U.S. securities known as Rule 144A securities provided that:

- the securities are issued with an undertaking to register with the U.S. Securities and Exchanges Commission within one year of issue; and
- the securities are not illiquid securities i.e. they may be realised by the UCITS within seven days at the price, or approximately at the price, at which they are valued by the UCITS.

2.3 A UCITS may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.

2.4 The limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a UCITS invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the UCITS.

2.5 The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.

2.6 The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in 2.3.

2.7 A UCITS may not invest more than 20% of net assets in deposits made with the same credit institution.

Deposits with any one credit institution, other than

- a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein);
- a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or
- a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand

held as ancillary liquidity, must not exceed 10% of net assets.

This limit may be raised to 20% in the case of deposits made with the trustee/custodian.

2.8 The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5% of net assets.

This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand

2.9 Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:

- investments in transferable securities or money market instruments;
- deposits, and/or
- counterparty risk exposures arising from OTC derivatives transactions.

2.10 The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.

2.11 Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.

2.12 A UCITS may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.

The individual issuers must be listed in the prospectus and may be drawn from the following list:

OECD Governments, the Governments of Singapore, Brazil, China, India, Indonesia, Russia and South Africa (provided in each case that the relevant issues are investment grade), European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority.

In the case of a UCITS which has invested 100% of its net assets in this manner, such UCITS

must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.

3 Investment in Collective Investment Schemes ("CIS")

3.1 Each Portfolio may acquire units in CIS provided that no more than 10% of a Portfolio's net assets be invested, in aggregate, in the units of CIS.

3.2 The CIS are prohibited from investing more than 10 per cent of net assets in other open-ended CIS.

3.3 When a UCITS invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the UCITS investment in the units of such other CIS.

3.4 Where a commission (including a rebated commission) is received by the UCITS manager/investment manager/investment adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the UCITS.

4 Index Tracking UCITS

4.1 A UCITS may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the UCITS Regulations and is recognised by the Central Bank

4.2 The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

5 General Provisions

5.1 An investment company, or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

5.2 A UCITS may acquire no more than:
(i) 10% of the non-voting shares of any single issuing body;
(ii) 10% of the debt securities of any single issuing body;
(iii) 25% of the units of any single CIS;
(iv) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.

5.3 5.1 and 5.2 shall not be applicable to:

(i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;

(ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;

(iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;

(iv) shares held by a UCITS in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices

in that State, where under the legislation of that State such a holding represents the only way in which the UCITS can invest in the securities of issuing bodies of that State. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed.

(v) Shares held by an investment company or 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 their behalf.

5.4 UCITS need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.

5.5 The Central Bank may allow recently authorised UCITS to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.

5.6 If the limits laid down herein are exceeded for reasons beyond the control of a UCITS, or as a result of the exercise of subscription rights, the UCITS must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.

5.7 Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:

- transferable securities;
- money market instruments;
- units of CIS; or
- financial derivative instruments.

5.8 A UCITS may hold ancillary liquid assets.

6 Financial Derivative Instruments ('FDIs')

6.1 The UCITS global exposure (as prescribed in the UCITS Notices) relating to FDI must not exceed its total net asset value.

6.2 Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations/Guidance. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank UCITS Regulations.)

6.3 UCITS may invest in FDIs dealt in over-the-counter (OTC) provided that

- The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

6.4 Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.

Without limitation, the Directors, in accordance with the requirements of the Central Bank, may adopt additional investment restrictions to facilitate the distribution of Shares to the public in a particular jurisdiction. In addition, the investment restrictions set out above may be changed from time to time by the Directors in accordance with a change in the applicable law and regulations in any jurisdiction in which Shares are currently offered, provided that the assets of the Portfolio, at all times, will be invested in accordance with the restrictions on investments set out in the UCITS Regulations. In the

event of any such addition to, or change in, the investment restrictions applicable to a Portfolio, a reasonable notification period will be provided by the Company to enable Shareholders to redeem their Shares prior to implementation of these changes. The Company will not amend such investment restrictions except in accordance with the requirements of the Central Bank and of the Irish Stock Exchange (for as long as the Shares are listed on the Irish Stock Exchange).

The Company shall also comply with the restrictions of the Irish Stock Exchange for so long as the Shares are listed on the Irish Stock Exchange, provided that any such restrictions are in addition to and do not override any sections in the UCITS Regulations. None of the investment restrictions may be amended without the consent of the Central Bank and no material changes may be made without the agreement of the Shareholders by way of Ordinary Resolution.

EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations and described below.

Techniques and instruments which are used for the purpose of efficient portfolio management, including FDIs which are not used for direct investment purposes, shall be understood as a reference to techniques and instruments which fulfil the following criteria:

(i) they are economically appropriate in that they are realised in a cost effective way;

(ii) they are entered into for one or more of the following specific aims:

  (a) reduction of risk;

  (b) reduction of cost;

  (c) generation of additional capital or income for a Portfolio with an appropriate level of risk taking into account the risk profile of the Portfolio as described in this Prospectus, the risk diversification rules set out in the UCITS Regulations;

(iii) their risks are adequately captured by the risk management procedures implemented by the Manager, and

(iv) they cannot result in a change to a Portfolio's declared investment objective or add substantial supplementary risks in comparison to the general risk policy as described in its sales documents.

While the use of such techniques and instruments will be in the best interests of the Company, individual techniques may result in increased counterparty risk and potential conflicts of interest. Details of the proposed efficient portfolio management techniques and policies adopted by the Manager in relation to their use by the Portfolios are set out below. Details of the relevant risks are set out in the "Certain Investment Risks" section of this Prospectus.

Any revenues from efficient portfolio management techniques not received directly by the Company, net of direct and indirect operational costs and fees (which do not include hidden revenue), will be returned to the relevant Portfolio. To the extent that the Company engages in securities lending in respect of a Portfolio it may appoint a securities lending agent which may receive a fee in relation to its securities lending activities. Any such securities lending agent shall be unrelated to the Manager, however, such securities lending agent may be an affiliate of the Depositary. Any operational costs arising from such securities lending activities shall be borne by the securities lending agent out of its fee.

The Company will ensure, at all times, that the terms of the techniques and instruments used, including any investment of cash collateral, will not impact on its ability to meet with its redemption obligations.

The annual report of the Company will contain details of (i) the counterparty exposure obtained through Portfolio Investment Techniques, (ii) counterparties to the Portfolio Investment Techniques, (iii) the type and amount of collateral received by the Portfolios to reduce counterparty exposure and (iv) revenues arising from Portfolio Investment Techniques for the reporting period, together with direct and indirect costs and fees incurred.

The techniques and instruments referred to may be utilised by the Investment Manager with the aim of reducing risk or cost for a Portfolio or for the generation of additional income or capital for the Portfolio

with an appropriate level of risk. As a Portfolio may generally gain exposures by way of the techniques described below using only a fraction of the assets that would be needed to purchase the relevant securities directly, the remainder of the Portfolio's assets may be invested in other types of securities. The Investment Manager may therefore seek to achieve greater returns by utilising the techniques described below and investing a Portfolio's remaining assets in other types of securities to add excess return.

USE OF FINANCIAL DERIVATIVE INSTRUMENTS

The use of FDI (including without limitation, futures and options, exchange traded stock index contracts, exchange traded and non-exchange traded contracts for differences, total return swaps and credit default swaps) is permitted for efficient portfolio management purposes, subject to the general restrictions outlined under "Investment Restrictions" in the "Investment Objectives and Policies" section above. Although the Company may be leveraged as a result of its use of FDI, the risk management process in respect of the Company aims to ensure that on any day the value-at-risk of the Portfolio will be no greater than the limits set out in the "Investment Objective and Policies" section. This process is described in detail in the statement of risk management procedures of the Company.

The Company may, for the purposes of efficient portfolio management, enter into put and call options, spot and forward contracts, financial futures, repurchase and reverse repurchase agreements and securities lending agreements.

A Portfolio may also from time to time make use of exchange traded stock index and other futures contracts for the purpose of efficient portfolio management to enable it to maintain the appropriate exposure to stock markets in accordance with the Investment Manager's recommended overall asset allocation. The use of exchange traded stock index and other futures contracts by the Company will be subject to the conditions and limits laid down by the Central Bank under the UCITS Regulations.

A Portfolio may also from time to time make use of non-exchange traded contracts for differences and total return swaps for the purpose of efficient portfolio management to enable it to reduce the cost of buying, selling and holding equity investments. A "contract for differences" is a contract intended to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in an index or other factor designated for that purpose in the contract. Where a Portfolio undertakes a "total return swap" in respect of equities, financial indices, bonds or commodity indices, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The Company has filed an approved risk management process with the Central Bank in relation to the use of FDI by the Company. The Company will only use FDIs which are included in the risk management process approved by the Central Bank. The Prospectus and risk management process will be updated if new categories of FDI are contemplated in the future.

To the extent that a Portfolio uses FDI, there may be a risk that the volatility of that Portfolio's Net Asset Value may increase. However, none of the Portfolios are expected to have an above average risk profile as a result of use of FDI and, although a Portfolio may be leveraged as a result of its use of FDI, the risk management process in respect of the Company aims to ensure that on any day the value-at-risk of the Portfolio will be no greater than the limits set out in the section headed "Investment Objective and Policies". Investors should refer to the section entitled "Investment Risks" for information in relation to the risks associated with the use of FDI.

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. In the event of any Portfolio proposing to use any types of FDI additional to those described above for efficient portfolio

management purposes, the Company will notify the Central Bank in advance and the risk management process shall be amended to reflect this intention.

WHEN ISSUED AND FORWARD COMMITMENT SECURITIES

A Portfolio may purchase securities on a "when-issued" basis and may purchase or sell securities on a "forward commitment" basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities take place at a later date. When-issued securities and forward commitments may be sold prior to the settlement date, but a Portfolio will usually enter into when-issued and forward commitments only with the intention of actually receiving or delivering the securities or to avoid currency risk, as the case may be. No income accrues on securities which have been purchased pursuant to a forward commitment or on a when-issued basis prior to delivery of the securities. If the Portfolio disposes of the right to acquire a when-issued security prior to its acquisition or disposes of its right to deliver or receive against a forward commitment, the Portfolio may incur a gain or loss. The use of when-issued and forward commitment securities is subject to the investment restrictions and the restrictions on use of FDI.

USE OF REPURCHASE/REVERSE REPURCHASE AGREEMENTS

A Portfolio may enter into repurchase agreements under which it acquires securities from a seller (for example, a bank or securities dealer) who agrees, at the time of sale, to repurchase the security at a mutually agreed-upon date (usually not more than seven days from the date of purchase) and price, thereby determining the yield to the relevant Portfolio during the term of the repurchase agreement. The resale price reflects the purchase price plus an agreed upon market rate of interest which is unrelated to the coupon rate or maturity of the purchased security. A Portfolio may enter into reverse repurchase agreements under which it sells a security and agrees to repurchase it at a mutually agreed upon date and price. An investment by a Portfolio in repurchase and reverse repurchase agreements shall be subject to the conditions and limits set out in the UCITS Regulations.

Subject to the UCITS Regulations, a Portfolio may enter into repurchase agreements and reverse repurchase agreements ("repo contracts") only in accordance with normal market practice. Repo contracts and securities lending transactions do not constitute borrowing or lending for the purposes of the UCITS Regulations 103 and 111. A Portfolio may lend its securities to brokers, dealers and other financial institutions.

The following applies to repo contracts and securities lending arrangements entered into in respect of the Company and reflects the requirements of the Central Bank and is subject to changes thereto:

(a) The Manager must have the right to terminate any securities lending arrangement which it has entered into at any time or demand the return of any or all of the securities loaned.

(b) Repo contracts, securities borrowing or securities lending do not constitute borrowing or lending for the purposes of the UCITS Regulations.

(c) Where repurchase agreements are entered into on behalf of the Company in respect of a Portfolio, the Company must be able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

(d) Where reverse repurchase agreements are entered into on behalf of the Company in respect of a Portfolio, the Company must be able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the Net Asset Value. Fixed-term reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

(e) Any interest or dividends paid on securities which are the subject of such securities lending arrangements shall accrue to the benefit of the relevant Portfolio.

MANAGEMENT OF COLLATERAL

Collateral obtained under a repo contract or securities lending arrangement or in respect of OTC FDIs ("Collateral") must at all times meet with the following criteria:

(i) **Liquidity:** Collateral (other than cash) must be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a robust price that is close to its pre-sale valuation. Collateral should comply with the provisions of Article 56 of the UCITS Directive;

(ii) **Valuation**: Collateral must be capable of being valued on a daily basis and assets that exhibit high price volatility shall not be accepted as Collateral unless suitably conservative haircuts are in place;

(iii) **Issuer credit quality**: Collateral must be of high quality. In making such a determination, the Manager shall ensure that: (i) where the issuer is subject to a credit rating by an agency registered and supervised by the European Securities and Markets Authority ("ESMA") that rating shall be taken into account by the Manager in the credit assessment process; and (ii) where an issuer is downgraded below the two highest short-term credit ratings from the credit rating agency referred to in (i) this shall result in a new credit assessment being conducted of the issuer without delay;;

(iv) **Correlation:** Collateral must be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty;

(v) **Diversification:**

(1) Subject to (2) below, collateral must be sufficiently diversified in terms of country, markets and issuers. Non-cash Collateral will be considered to be sufficiently diversified if the Portfolio receives from a counterparty a basket of Collateral with a maximum exposure to any one issuer of 20% of the Portfolio's net asset value. When the Portfolio is exposed to a variety of different counterparties, the various baskets of Collateral are aggregated to ensure exposure to a single issuer does not exceed 20% of net asset value.

(2) A Portfolio may be fully collateralised in different transferable securities and money market instrument issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Any such Portfolio should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Portfolio's Net Asset Value. A Portfolio is able to accept transferable securities and money market instruments issued or guaranteed by any EU Member State, its local authorities, non-EU Member States or public international body of which one or more EU Member States are members as collateral accounting for more than 20% of that Portfolio's Net Asset Value.

(vi) **Immediately Available:** Collateral must be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

All assets received in respect of a Portfolio in the context of efficient portfolio management techniques will be considered as Collateral for the purposes of the UCITS Regulations and will comply with the criteria above. Risks linked to the management of Collateral, including operational and legal risks, are identified and mitigated by risk management procedures employed by the Company.

Where there is a title transfer, the Collateral received will be held by the Depositary, or its agent. For other types of collateral arrangement the Collateral may be held by a third party depositary which is

subject to prudential supervision and which is unrelated and unconnected to the provider of the Collateral.

PERMITTED TYPES OF COLLATERAL

In accordance with the above criteria, it is proposed that a Portfolio will accept the following types of Collateral in respect of Portfolio Investment Techniques:

(i) cash;

(ii) government or other public securities;

(iii) certificates of deposit issued by an EU credit institution, a bank authorised in the remaining Member States of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein), a bank authorised by a signatory state, other than an EU Member State or a Member State of EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand ("Relevant Institutions");

(iv) bonds/commercial paper issued by Relevant Institutions or by non-bank issuers where the issue or the issuer are rated A1 or equivalent;

(v) letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Relevant Institutions; or

(vi) equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United States, Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

ACCEPTABLE COUNTERPARTIES

Where a counterparty to a repo contract or securities lending arrangement is subject to a credit rating by an agency registered and supervised by ESMA that rating shall be taken into account by the manager in the credit assessment.

REINVESTMENT OF COLLATERAL

Cash received as Collateral may not be invested or used other than as set out below:

(i) placed on deposit with, or invested in certificates of deposit (which mature in no more than 12 months) issued by, Relevant Institutions;

(ii) invested in high quality government bonds;

(iii) used for the purpose of reverse repurchase agreements provided that the transactions are with credit institutions subject to prudential supervision and the Portfolio is able to recall at any time the full amount of cash on an accrued basis; or

(iv) invested in short term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds.

Re-invested cash Collateral must be diversified in accordance with the diversification requirements applicable to non-cash Collateral. The Company must be satisfied, at all times, that any investment of cash Collateral will enable it to meet with its repayment obligations. Invested cash Collateral may not be placed on deposit with, or invested in securities issued by, the counterparty or a related entity.

Non-cash Collateral cannot be sold, pledged or re-invested.

STRESS TESTING POLICY

In the event that a Portfolio receives Collateral for at least 30% of its net assets, it will implement a stress testing policy to ensure that regular stress tests are carried out under normal and exceptional liquidity conditions in order to allow it to assess the liquidity risk attached to Collateral.

HAIRCUT POLICY

The Manager has implemented a haircut policy in respect of each class of assets received as Collateral. This policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the Collateral, the price volatility of the Collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. The value of the Collateral, adjusted in light of the haircut policy, shall equal or exceed, in value, at all times, the relevant counterparty exposure. The Manager shall ensure that each decision to apply or refrain from applying a haircut is documented.

EXPOSURE

The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques should be combined when calculating the counterparty risk limits set out in the section of the Prospectus entitled Investment Restrictions.

There are certain risks involved in efficient portfolio management activities and the management of collateral in relation to such activities, including the reinvestment of cash collateral. Please refer to the section of this Prospectus entitled “Certain Investment Risks” and “General – Conflicts of Interest” and, in particular but without limitation, the risk factors relating to “Repurchase and Reverse Repurchase Agreements” , “Futures and Options Contracts and Hedging Strategies” and “Counterparty Risk”. These risks may expose investors to an increased risk of loss.

The use of efficient portfolio management techniques may impact positively or negatively on the performance of a Portfolio.

CURRENCY TRANSACTIONS

The Base Currency of each Man GLG Portfolio is set out below.

Base Currency	**Portfolio**
USD	Man GLG Global Equity Man GLG Global Convertibles Man GLG MENA Equity Man GLG Global Investment Grade Bond Man NewSmith Global Equity Alpha Man GLG Global Emerging Markets Local Currency Rates Man GLG Global Emerging Markets Bond
EUR	Man GLG European Equity Man GLG Global Sustain Equity
GBP	Man GLG UK Select Equity
JPY	Man GLG Japan CoreAlpha Equity

The Base Currency of each Man Numeric Portfolio is set out in the “Investment Objective and Policies – Efficient Portfolio Management” section of the Man Numeric Supplement.

Each Portfolio may issue Share Classes denominated in a currency other than the Base Currency and details in respect of the currency of individual Share Classes are set out in the section titled “Subscriptions”.

Portfolio Hedging

Each Portfolio is permitted to invest in securities denominated in a currency other than the Base Currency of the Portfolio and the Investment Manager may seek to hedge its investments against currency fluctuations which are adverse to the Base Currency of the relevant Portfolio by entering into hedging arrangements.

Subject to the restrictions imposed on the use of FDI described above and by the UCITS Regulations, each Portfolio may enter into various currency transactions, ie, forward foreign currency contracts, currency swaps, foreign exchange options or foreign currency exchange to protect against uncertainty in future exchange rates or to alter the exposure characteristics of transferable securities held by the Portfolio. Forward foreign currency contracts are agreements to exchange one currency for another – for example, to exchange a certain amount of GBP for a certain amount of EUR – at a future date. The date (which may be any agreed-upon fixed number of days in the future), the amount of currency to be exchanged and the price at which the exchange will take place are negotiated and fixed for the term of the contract at the time that the contract is entered into. Under the UCITS Regulations, uncovered positions in currency derivatives are not permitted however the Company may enter into currency derivative instruments for investment and efficient portfolio management purposes which are covered by liquid financial instruments.

Any such currency transactions must be used in accordance with the investment objective and policies of the Portfolio.

A Portfolio may "cross-hedge" one foreign currency exposure by selling a related foreign currency into the Base Currency of that Portfolio. Also, in emerging or developing markets, local currencies are often expressed as a basket of major market currencies such as USD, EUR or JPY. A Portfolio may hedge out the exposure to currencies other than its Base Currency in the basket by selling a weighted average of those currencies forward into the Base Currency.

Share Class Hedging – General

A class of Shares may be designated in a currency other than the Base Currency of the relevant Portfolio. In such circumstances adverse exchange rate fluctuations between the Base Currency of a Portfolio and the relevant class currency may result in a decrease in return and/or a loss of capital for Shareholders. The Investment Manager may try to mitigate this risk by using any of the efficient portfolio management techniques and instruments, (including currency options and forward currency exchange contracts) set out herein, within the conditions and limits imposed by the Central Bank, to hedge the foreign currency exposure of such classes into the Base Currency of the relevant Portfolio.

In accordance with the Naming Convention, the Investment Manager will seek to hedge the foreign currency exposure of all Share classes which have a "H" appearing in the name.

In the case of Hedged Share Classes it may not always be possible to fully or accurately hedge all currency exposure back into the Base Currency of the relevant Portfolio and there is no guarantee that the exposure of the currency in which the Shares are denominated can be fully hedged against the Base Currency of the relevant Portfolio. While it is not the intention of the Investment Manager, over-hedged or under-hedged positions may arise due to factors outside the control of the Investment Manager. However, in no case will over-hedged positions be permitted to exceed 105% of the net asset value of the particular Share Class. Hedged positions will be kept under review to ensure that over-hedged positions do not exceed this limit and the Portfolio will ensure that positions materially in excess of 100% will not be carried forward from month to month.

Investors should be aware that, while foreign exchange hedging will protect Shareholders against a decline in the Base Currency against their class currency, this strategy may substantially limit Shareholders of the relevant hedged class from benefiting if the class currency falls against the Base Currency of the relevant Portfolio, and/or the currency/currencies in which the assets of the relevant Fund are denominated. In such circumstances, Shareholders of the hedged class may be exposed to fluctuations in the Net Asset Value per Shares reflecting the gains/loss on and the costs of the relevant financial instruments.

As foreign exchange hedging will be utilised for the benefit of a particular Share Class, its cost and related liabilities and/or benefits shall be for the account of that Share Class only. Accordingly, such costs and related liabilities and/or benefits will be reflected in the Net Asset Value per Share for Shares of any such class. Transactions will be clearly attributable to the relevant class and currency exposures of different currency classes may not be combined or offset and currency exposure of the of the Portfolio's investments may not be allocated to separate Share Classes.

Where there is more than one hedged class in a Portfolio denominated in the same currency (which is a currency other than the Base Currency of the relevant Portfolio) and it is intended to hedge the foreign currency exposure of such classes into the Base Currency of the relevant Fund the Investment Manager may aggregate the foreign exchange transactions entered into on behalf of such hedged classes and apportion the gains/loss on and the costs of the relevant financial instruments pro rata to each such hedged class in the relevant Portfolio.

Currency Exposure Share Classes

The Portfolios may offer currency exposure Share Classes ('Currency Exposure Share Classes'). In the case of Currency Exposure Share Classes, the Investment Manager will seek to provide investors with the currency risk associated with the underlying investments of the Portfolio, or of an appropriate benchmark. This currency risk will not be hedged.

For example, if the relevant Portfolio or benchmark is invested 50% in securities denominated in the Base Currency of the sub-fund (e.g. EUR) and 50% in securities denominated in JPY, then the Investment Manager will seek to provide the currency exposure associated with the JPY denominated securities. Shareholders will be exposed to rises or falls in the value of JPY against EUR. Currency Exposure Share Classes may therefore generate greater or lesser risk, depending on the Base Currency of the Share Class and the currencies of the underlying investments of the relevant Portfolio or benchmark.

In accordance with the Naming Convention, the Investment Manager will seek to offer currency exposure for all Share Classes which have a "C" appearing in the name.

Currency Exposure Share Classes may have a significant exposure to the Base Currency of the Portfolio (if the relevant Portfolio's underlying assets are denominated in the Base Currency of the Portfolio) or may have little or no exposure to the Base Currency of the Portfolio (if the relevant Portfolio's underlying assets are denominated in a different currency). It should be noted that the currency exposure of the Currency Exposure Share Classes will vary over time and that currency gains and losses and corresponding returns may be more volatile than the non-Currency Exposure Share Classes in the same Portfolio.

Accordingly, Shareholders must bear in mind that investing via Currency Exposure Share Classes will impact their investment if the Currency Exposure Share Class currency rises or falls against the currency in which some or all of the investments of the relevant Portfolios are denominated. The impact of currency movement could result in a Currency Exposure Share Class materially underperforming the non-Currency Exposure Share Classes and Currency Exposure Share Classes in different currencies in the same Portfolio.

CERTAIN INVESTMENT RISKS

Investment in the Company carries with it a degree of risk including, but not limited to, the risks referred to below. The investment risks described below are not purported to be exhaustive and potential investors should review this Prospectus in its entirety, and consult with their professional advisers, before making an application for Shares. Different risk considerations may apply to each Portfolio, and there can be no assurance that any Portfolio will achieve its investment objective. The Net Asset Value of Shares, and the income therefrom, may go down as well as up and investors may not get back the amount invested or any return on their investment.

Where there are different sales and redemption charges applying to Shares in any Portfolio, the difference at any one time between the sale and repurchase price of such Shares, taking into account such charging differentials, means that an investment in such a Portfolio should be viewed by an investor as a medium to long term investment.

There are certain investment risks which apply in relation to techniques and instruments which the Investment Manager may employ for efficient portfolio management purposes including, but not limited to, those described below. To the extent that the Investment Manager's expectations in employing such techniques and instruments are incorrect a Portfolio may suffer a substantial loss having an adverse effect on the Net Asset Value of the Shares.

The Company will, on request, provide supplementary information to Shareholders in a given Portfolio relating to any risk management methods to be employed by such Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

Operating History

The past performance of the Manager and the Investment Manager may not be construed as an indication of the future results of an investment in the Company. There can be no assurance that the Company will achieve its investment objective.

Business and Regulatory Risks

Legal, tax, and regulatory changes are likely to occur during the term of the Company and some of these changes may adversely affect the Company, perhaps materially. The financial services industry generally, and the activities of collective investment schemes and their managers, in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Company's exposure to potential liabilities and to legal, compliance, and other related costs. Increased regulatory oversight may also impose additional administrative burdens on the Investment Manager, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may direct the Investment Manager's time, attention, and resources from portfolio management activities. In addition, certain regulatory changes, including restrictions imposed, may be imposed by reference to the overall assets managed by the Investment Manager rather than solely in respect of the assets of the Company. In such circumstances, compliance by the Investment Manager with such restrictions may give rise to a conflict of interest.

In addition, securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The Central Bank, the FCA, other regulators, self-regulatory organizations, and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

In July 2010, the U.S. President signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which aims to reform various aspects of the U.S. financial markets. The Dodd-Frank Act covers a broad range of market participants including banks, non-banks, rating agencies, mortgage brokers, credit unions, insurance companies, payday lenders, broker-dealers, and

investment advisers. It is unknown at this time what effect the Dodd-Frank Act will have on the Company or the Investment Manager.

More generally, it is impossible to predict what, if any, changes in regulation applicable to the Company, the Investment Manager, the markets in which they trade and invest, or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on the Company could be substantial and adverse.

Investors should understand that the Company's business is dynamic and is expected to change over time. Therefore, the Company may be subject to new or additional regulatory constraints in the future. This Prospectus cannot address or anticipate every possible current or future regulation that may affect the Investment Manager, the Company, or their businesses. Such regulations may have a significant impact on the Shareholders or the operations of the Company, including, without limitation, restricting the types of investments the Company may make, preventing the Company from exercising its voting rights with regard to certain financial instruments, requiring the Company to disclose the identity of its investors, or otherwise. The Directors, in consultation with the Investment Manager, may cause a Portfolio to be subject to such regulations if it believes that an investment or business activity is in such Portfolio's interests, even if such regulations may have a detrimental effect on one or more Shareholders. Prospective Shareholders are encouraged to consult their own advisers regarding an investment in the Company.

Identity of Beneficial Ownership and Withholding on Certain Payments

The United States Hiring Incentives to Restore Employment Act (the "**HIRE Act**") was signed into US law in March 2010 creating a new withholding regime referred to as the Foreign Account Tax Compliance Act ("**FATCA**").

In order for a Portfolio to avoid U.S. withholding under FATCA (i.e. a tax of thirty per cent (30%) on certain payments including eventually payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the Portfolio generally will be required to register with the U.S. Internal Revenue Service ("**IRS**") by 25 April 2014 and agree to identify and report certain of its direct and indirect US account holders (including debt holders and equity holders). If a Portfolio is subject to rules under an Intergovernmental Agreement ("**IGA**"), the Portfolio may implement these FATCA provisions under local law and information may be provided to the local authorities who will then provide it on to the IRS.

Investors in a Portfolio will be required to provide to the Portfolio information which identifies any direct and indirect U.S. ownership as well as information that may certify other FATCA compliance or non-US status. The Portfolio will be required to provide information on its direct and indirect U.S. investors as defined by the FATCA regulations, to the IRS or to the local tax authority of the Portfolio, who may share this information with the IRS. Such information may include, inter alia, the name, address and taxpayer identification number of certain U.S. persons that own, directly or indirectly, an interest in the Portfolio, as well as certain other information relating to such interest, including amounts paid or credited by the Portfolio to such investor.

A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the IRC will generally be required to register with the IRS by 25 April 2014 and agree to identify certain of its own direct and indirect U.S. account holders (including debt holders or equity holders). If the non-U.S. investor is subject to rules under an IGA, the non-U.S. investor will implement these FATCA provisions under local law and information may be provided to the local authorities who will then provide on to the IRS. A non-U.S. investor who fails to provide requested information to the Portfolio register and agree to identify such account holders (as applicable), may be subject to the thirty per cent (30%) withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Portfolio and the Directors may take any action in relation to an investor's Shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information gave rise to the withholding.

In addition to the provisions described above, certain other jurisdictions outside of the United States have indicated that they may introduce similar legislation to FATCA which could have a comparable effect on the Company. The Directors may take similar action in relation to an investor's Shares or

redemption proceeds to ensure that any withholding under such similar legislation is economically borne by the relevant investor whose failure to provide the necessary information gave rise to the withholding.

Shareholders should consult their own tax advisers regarding the possible implications of these rules on their investments in a Portfolio.

Company is not Registered Under the US Company Act

The Company neither is required nor intends to register as an investment company under the US Company Act and, accordingly, the provisions of the US Company Act (which provide certain safeguards to investors) will not be applicable. Therefore, Shareholders do not have the benefits of the protections afforded by such registration and regulations.

FATCA

The Company will require Shareholders to certify information relating to their status for FATCA purposes and to provide other forms, documentation and information in relation to their FATCA status. The Company may be unable to comply with its FATCA obligations if Shareholders do not provide the required certifications or information. In such circumstances, the Company could become subject to US FATCA withholding tax in respect of its US source income if the US Internal Revenue Service specifically identified the Company as being a 'non-participating financial institution' for FATCA purposes. Any such US FATCA withholding tax would negatively impact the financial performance of the Company and all Shareholders may be adversely affected in such circumstances.

Misconduct of Personnel of the Investment Manager and of Third Party Service Providers

The Company relies on a substantial number of personnel of the Investment Manager and its affiliates, counterparties and other service providers. Accordingly, risks associated with errors by such personnel are inherent in the business and operations of the Company. Misconduct by such personnel could cause significant losses to the Company and may include binding the Company to transactions that are not properly authorized, that present unacceptable risks or that conceal unsuccessful trading activities (which may result in unknown and unmanaged risks or losses). Losses could also result from misconduct by such personnel, including, for example, failing to recognize trades and misappropriating assets. In addition, such personnel may improperly use or disclose confidential information. Any misconduct by such personnel could result in litigation or serious financial harm to the Company, including limiting the Company's business prospects or future marketing activities. Although the Investment Manager has adopted measures to prevent and detect misconduct of its personnel and transact with reliable counterparties and third party service providers, such measures may not be effective in all cases.

Investment and Repatriation Restrictions

Some emerging countries have laws and regulations that currently preclude direct foreign investment in the securities of their companies. However, indirect foreign investment in the securities of companies listed and traded on the stock exchanges in these countries is permitted by certain emerging countries through investment funds which have been specifically authorised. Subject to provisions of its investment policy and of the UCITS Regulations, a Portfolio may invest in these investment funds. If a Portfolio invests in such investment funds, the investors will bear not only the expenses of such Portfolio, but also will indirectly bear similar expenses of the underlying investment funds. In addition to the foregoing investment restrictions, prior governmental approval for foreign investments may be required under certain circumstances in some emerging countries.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. A Portfolio could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on securities held by such Portfolio or gains from the disposition of such securities.

Swap Agreements

A Portfolio may enter into swap agreements, including total return swaps. These agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, asset classes or market factors. Depending on their structure, swap agreements may increase or decrease a Portfolio's exposure to, for example, equity securities. Swap agreements can take many different forms and are known by a variety of names. Whether a Portfolio's use of swap agreements will be successful will depend on the Investment Manager's ability to select appropriate transactions for such Portfolio. Swap transactions may be highly illiquid and may increase or decrease the volatility of such Portfolio's portfolio. Moreover, a Portfolio bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. A Portfolio will also bear the risk of loss related to swap agreements, for example, for breaches of such agreements or the failure of such Portfolio to post or maintain required collateral. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect a Portfolio's ability to realise amounts to be received under such transactions.

A Portfolio may also from time to time make use of total return swaps for the purpose of efficient portfolio management to enable it to reduce the cost of buying, selling and holding equity investments. Where a Portfolio undertakes a "total return swap" in respect of equities, financial indices, bonds or commodity indices, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

Off-Exchange Transactions

A Portfolio may enter into off-exchange transactions. Off-exchange contracts are not currently regulated and such contracts are not guaranteed by an exchange or clearing house. Consequently, trading in these contracts is subject to more risks than future or options trading on regulated exchanges, including, but not limited to, the risk that a counterparty will default on an obligation. Off-exchange transactions are also subject to legal risks, such as the legal incapacity of a counterparty to enter into a particular contract or the declaration of a class of contracts as being illegal or unenforceable.

Risks of Clearing Houses, Counterparties or Exchange Insolvency

The liquidity of a secondary market in derivatives is subject to the risk of trading halts, suspensions, exchange or clearing house equipment failures, government intervention, insolvency of a brokerage firm, clearing house or exchange or other disruptions of normal trading activity.

Effect of Substantial Redemptions

Where Shareholders redeem their Shares in amounts which exceed the amount of cash or other liquid assets immediately available to fund such redemptions, a Portfolio may be required to liquidate additional assets to fund the redemption costs incurred. Several factors make substantial redemptions a risk factor for Shareholders. A Portfolio pursues a variety of investment strategies that take time to develop and implement. A Portfolio may not be able to readily dispose of such securities and, in some cases, may be prohibited by contractual or regulatory restrictions from disposing of such securities for a period of time. Substantial redemptions could be triggered by a number of events, including, for example, investment performance, changes in prevailing interest rates and financial market performance, transfer of investments to other funds with different fee rate arrangement, significant change in personnel or management of the Investment Manager, removal or replacement of the Investment Manager as the investment manager of a Portfolio , investor reaction to redemptions from other accounts managed by the Investment Manager or its affiliates ("Other Accounts"), legal or regulatory issues that investors perceive to have a bearing on a Portfolio or the Investment Manager, or other factors. Actions taken to meet substantial redemption requests from a Portfolio (as well as similar actions taken simultaneously in Other Accounts) could result in prices of securities held by a

Portfolio decreasing and in Company expenses increasing (e.g., transaction costs and the costs of terminating agreements). A Portfolio may be forced to sell its more liquid positions which may cause an imbalance in the portfolio that could adversely affect the remaining Shareholders. Substantial redemptions could also significantly restrict a Portfolio's ability to operate or manage its investment positions within its portfolio, including without limitation, obtain financing or derivatives counterparties needed for its investment and trading strategies, which would have a further material adverse effect on a Portfolio's performance.

Reliance on Third Party Service Providers

The Company has no employees and the Directors have been appointed on a non-executive basis. The Company is therefore reliant upon the performance of third party service providers for their executive functions. In particular the Manager, the Investment Manager and the Administrator will be performing services which are integral to the operation of the Company. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, including in circumstances where the service provider has breached the terms of its contract, could have a materially detrimental impact upon the operations of the Company.

The success of the Company is largely dependent upon the Investment Manager's skill as an investment manager and there can be no assurance that the Investment Manager or the individuals employed by the Investment Manager will remain willing or able to provide advice to, and trade on behalf of, the Company or that its trading will be profitable in the future.

Lack of Negotiation

The Investment Manager, the Distributor and the Manager have a common ownership structure and therefore the agreements between those parties have not been negotiated in the way in which agreements between arm's length parties may have been negotiated.

Risks of Investments in Securities Generally

An investment in the Company involves risks, including the risk that the entire amount invested may be lost. A Portfolio invests in and actively trades securities and other financial instruments using investment techniques with certain risk characteristics, including, without limitation, risks arising from the volatility of the equity markets, the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a Portfolio's investment objective will be achieved.

Investment Selection

The Investment Manager may select investments on the basis of information and data filed by the issuers of such securities with various regulatory bodies or made directly available to the Investment Manager by the issuers of the securities and other instruments or through sources other than the issuers. Although the Investment Manager evaluates all such information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, the Investment Manager is not in a position to confirm the completeness, genuineness or accuracy of such information and data.

Competition; Availability of Investments

Certain markets in which a Portfolio may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns. There can be no assurance that the Investment Manager will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organised to make such investments, which may result in increased competition to a Portfolio in obtaining suitable investments.

Operational Risk

The Company depends on the Investment Manager and its affiliates to develop appropriate systems and procedures to control operational risk. These systems and procedures may not account for every actual or potential disruption of the Company's operations. The Company's business is dynamic and complex. As a result, certain operational risks are intrinsic to the Company's operations, especially given the volume, diversity and complexity of transactions that the Company is expected to enter into daily. The Company's business is highly dependent on the ability of the Investment Manager and its affiliates to process, on a daily basis, transactions across numerous and diverse markets. Consequently, the Company relies heavily on the Investment Manager's financial, accounting and other data processing systems. The ability of such systems to accommodate an increasing volume, diversity and complexity of transactions could also constrain the ability of the Company to properly manage its portfolio. Systemic failures in the systems employed by the Investment Manager, the Depositary, the Administrator, and/or counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. These and other similar disruptions in operations may cause a Portfolio to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage.

Breaches in information technology security

The Investment Manager and Administrator maintain global information technology systems, consisting of infrastructure, applications and communications networks to support the Company's, as well as their own, business activities. These systems could be subject to security breaches such as 'cyber-crime' resulting in theft, a disruption in the ability to close out positions and the disclosure or corruption of sensitive and confidential information. Security breaches may also result in misappropriation of assets and could create significant financial and/or legal exposure for the Company. The Investment Manager and the Administrator seek to mitigate attacks on their own systems but will not be able to control directly the risks to third-party systems to which it may connect. Any breach in security of the Investment Manager's or Administrator's systems could have a material adverse effect on the Investment Manager or the Administrator and may cause the Company to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage.

Hedging Transactions

The Investment Manager is not required to attempt to hedge portfolio positions in a Portfolio. Furthermore, the Investment Manager may not anticipate a particular risk so as to hedge against it. A Portfolio may utilise a variety of financial instruments (including options and other derivatives), both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of a Portfolio's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealised gains in the value of a Portfolio's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in a Portfolio's portfolio; (v) hedge the interest rate or currency exchange rate on any of a Portfolio's liabilities or assets; (vi) protect against any increase in the price of any securities a Portfolio anticipates purchasing at a later date; or (vii) for any other reason that the Investment Manager deems appropriate.

The success of the Investment Manager's hedging strategy is subject to the Investment Manager's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the instances when the Investment Manager hedges portfolio positions in a Portfolio is also subject to the Investment Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Portfolio may enter into certain hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a Portfolio than if they had not engaged in any such hedging transactions. For a variety of reasons, the Investment Manager may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings

being hedged. Such imperfect correlation may prevent a Portfolio from achieving the intended hedge or expose a Portfolio to risk of loss. The successful utilisation of hedging and risk management transactions requires skills complementary to those needed in the selection of a Portfolio's portfolio holdings.

Contingent Liabilities

Under certain circumstances, a Portfolio may establish reserves and holdbacks for estimated accrued expenses, liabilities and contingencies which could reduce the amount of a distribution upon redemption.

Fraud

Of paramount concern for any investment is the possibility of material misrepresentation or omission on the part of a counterparty. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying an investment. The Investment Manager will rely upon the accuracy and completeness of representations made by counterparties to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Company may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Assumption of Business, Terrorism and Catastrophe Risks

Opportunities involving the assumption by a Portfolio of various risks relating to particular assets, markets or events may be considered from time to time. A Portfolio's Portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events and events that could adversely affect the health or life expectancy of people. These risks of loss can be substantial, could greatly exceed all income or other gains, if any, received by a Portfolio in assuming these risks and, depending on the size of the loss, could adversely affect the return of such Portfolio.

Current Market Conditions and Governmental Actions

The fixed income, equity, commodity and currency markets of the world have been marked by extreme uncertainty and volatility in recent years. Beginning in the fourth quarter of 2008, world financial markets experienced extraordinary market conditions, including, among other things, extreme losses and volatility in securities markets and the failure of credit markets to function. These events have largely been attributed to the combination of a real estate bubble and the securitization and deregulation of real estate mortgages in a way that made the risks of mortgage-backed securities difficult to assess. In reaction to these events, regulators in the UK and several other countries undertook unprecedented regulatory actions. Today, such regulators continue to consider and implement additional measures to stabilize and encourage growth in global financial markets. Nevertheless, it is uncertain whether the regulatory actions taken by regulators or any other regulatory actions will be able to prevent further losses and volatility in securities markets, or stimulate the credit markets.

The Company may be materially and adversely affected by the foregoing events, or by similar or other events in the future. In the long term, there may be significant new regulations that could limit the Company's activities and investment opportunities or change the functioning of capital markets, and there is the possibility the severe worldwide economic downturn could continue for a period of years. Consequently, the Company may not be capable of, or successful at, preserving the value of its assets, generating positive investment returns or effectively managing its risks.

Futures and Options Contracts and Hedging Strategies

Each Portfolio may use futures and options for efficient portfolio management and to attempt to hedge or reduce the overall risk of its investments. A Portfolio's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including: (i) dependence on the Investment Manager's ability to predict movements in

the price of securities being hedged and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies in the relevant Portfolio; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty (see “Counterparty Risk” below); (v) the degree of leverage inherent in futures trading, i.e., the low margin deposits normally required in futures trading means that futures trading may be highly leveraged; and (vi) possible impediments to effective portfolio management or the ability to meet repurchase requests or other short-term obligations because of the percentage of a Portfolio’s assets segregated to cover its obligations. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the Company.

Counterparty Risk

The Company will be exposed to credit risk on the counterparties with which it trades in relation to futures and option contracts and contracts for differences and total return swaps that are not traded on a recognised exchange. Such instruments are not afforded the same protections as may apply to participants trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. Non-exchange traded futures and options are agreements specifically tailored to the needs of an individual investor which enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the specific company or firm involved in the transaction rather than a recognised exchange and accordingly the insolvency, bankruptcy or default of a counterparty with which the Company trades such options or contracts for difference could result in substantial losses to the Company.

The participants in "over-the-counter" or "interdealer" markets are typically not subject to the regulatory oversight to which members of "exchange-based" markets are subject. The lack of oversight of over-the-counter markets may expose the Company to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Company to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the Net Asset Value of the relevant Portfolio being less than if the Portfolio had not entered into the transaction.

If one or more of the Company's counterparties were to become insolvent or the subject of liquidation proceedings, there exists the risk that the recovery of the Company's securities and other assets from such counterparty will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, the Company may use counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Company's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the Company and its assets. Investors should assume that the insolvency of any counterparty would result in a loss to the Company, which could be material.

Generally, the Company will not be restricted from dealing with any particular counterparties. The Investment Manager's evaluation of the creditworthiness of their counterparties may not prove sufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of the Company's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Company.

Regardless of the measures that the Company may implement to reduce counterparty credit risk there can be no assurance that a counterparty will not default or that the Company will not sustain losses on

the transactions as a result. The Company will, however, ensure that it will not exceed the amount specified in the Investment Restrictions section as the maximum credit risk on any single such counterparty for as long as the Shares are listed on the Irish Stock Exchange.

Repurchase and Reverse Repurchase Agreements

In the event of the insolvency, bankruptcy or default of the seller under a repurchase agreement, the Company may experience both delays in liquidating the underlying securities and losses, including the possible decline in the value of securities, during the period while it seeks to enforce its rights thereto, possible sub-normal level of income and lack of access to income during the period and expenses in enforcing its rights.

Market Risk

The Investments of each Portfolio are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that appreciation will occur. Each Portfolio will endeavour to maintain a diversified portfolio of Investments in accordance with the UCITS Regulations so as to reduce risk but the price of the Shares can go down as well as up and investors may not realise their initial investment.

Each Portfolio may invest to a limited extent in non-OECD countries. Investing in underdeveloped countries, generally involves special risks. The value of investments in particular countries may be affected by a number of factors including changes in currency rates, exchange control regulations, expropriation or nationalisation of a company's assets, taxes, delays in settlement of transactions, changes in governmental economic or monetary policies or other political and economic factors. There may also be additional risks attendant to holding securities in sub-depositaries located in developing or emerging market countries.

Investments in emerging market countries may involve further risks in addition to those identified above for investments in international securities. Economies in emerging market countries generally are dependent heavily upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries in which they trade. There may be a lack of liquidity for emerging market securities; interest rates and relevant currency exchange rates may be more volatile; sovereign limitations on these investments may be more likely to be imposed; there may be significant balance of payment deficits; and their economies and markets may respond in a more volatile manner to economic changes than those of developed countries.

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require the Company to accept greater custodial risks than in developed countries in order to invest in such countries. Shareholders should note that settlement mechanisms in emerging market countries are generally less developed and reliable than those in more developed countries and that this, therefore, increases the risk of settlement default, which could result in substantial losses for the Company in respect to its investments in emerging market countries. In addition, the legal infrastructure and accounting, auditing and reporting standards in emerging market countries in which the Company may invest may not provide the same degree of information to investors as would generally apply in more developed markets. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed markets.

Investment in securities listed on Russian exchanges is subject to heightened risks. Political and economic instability may occur and is likely to have a greater impact on the securities markets and the economy in Russia. Foreign investment is affected by repatriation and currency convertibility. Adverse government policies and taxation laws may also have an impact on the Company's investments. The legal and regulatory environment is sometimes uncertain and the standards of corporate governance, accounting, auditing and reporting standards may not provide the same degree of investor information and protection as would apply in more developed markets. Furthermore, the

settlement, clearing, registration and custody procedures may be underdeveloped which increases the risk of error, fraud or default.

Political and/or Regulatory Risks

The value of the assets of each Portfolio may be affected by uncertainties such as international political developments, changes in government policies, taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in applicable laws and regulations.

Foreign taxes

The Company may be liable to taxes (including withholding taxes) in countries other than Ireland on income earned and capital gains arising on its investments. The Company may not be able to benefit from a reduction in the rate of such foreign tax by virtue of the double taxation treaties between Ireland and other countries. The Company may not, therefore, be able to reclaim any foreign withholding tax suffered by it in particular countries. If this position changes and the Company obtains a repayment of foreign tax in respect of a Portfolio, the Net Asset Value of the Portfolio will not be restated and the benefit will be allocated to the then-existing Shareholders in the Portfolio rateably at the time of repayment.

Local Intermediaries

Local regulations in EEA Member States may require the appointment of paying agents, correspondent banks and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries shall be appointed in accordance with the requirements of the Central Bank. Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via such an intermediary entity rather than directly to or from the Depositary (e.g. a sub-distributor or agent in the local jurisdiction) will bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor.

Currency Risk

The Net Asset Value of each Portfolio will be computed in the Base Currency of such Portfolio whereas the Investments held for the account of such Portfolio may be acquired in other currencies. The value of the Investments of each such Portfolio, which may be designated in any currency, may rise and fall due to exchange rate fluctuations in respect of the relevant currencies against the Base Currency. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital. It may not be possible or practicable to successfully hedge against the consequent currency risk exposure in all circumstances. A Class of Shares may also be designated in a currency other than the Base Currency of the relevant Portfolio.

Fixed Income Securities

Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The fixed-income securities in which each Portfolio may well invest are interest rate sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. The performance of each Portfolio will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilise appropriate strategies to maximise returns, while attempting to minimise the associated risks to investment capital.

Lower Rated Securities

Lower rated or unrated securities may have a higher yield than securities rated "A1" or better by Moody's or "A" or better by S&P but are more likely to react to developments affecting market and

credit risk than such higher rated securities, which primarily react to movements in the general level of interest rates. Lower rated or unrated securities are generally subject to a greater default risk than such higher rated securities.

Settlement Risks

The Company will also be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments. Shareholders should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for the Company in respect to investments in emerging markets. Shareholders should also note that the securities of small capitalisation companies as well as the securities of companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets and this may result in fluctuations in the price of the Shares.

Depository Receipts

Portfolios may purchase sponsored or unsponsored ADRs, EDRs and GDRs (collectively "Depositary Receipts") typically issued by a bank or trust company which evidence ownership of underlying securities issued by a corporation. Generally, Depositary Receipts in registered form are designed for use in the U.S. securities market and Depositary Receipts in bearer form are designed for use in securities markets outside the U.S. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. Depositary Receipts may be issued pursuant to sponsored or unsponsored programs. In sponsored programs, an issuer has made arrangements to have its securities trade in the form of Depositary Receipts. In unsponsored programs, the issuer may not be directly involved in the creation of the program. Although regulatory requirements with respect to sponsored and unsponsored programs are generally similar, in some cases it may be easier to obtain financial information from an issuer that has participated in the creation of a sponsored program. Accordingly, there may be less information available regarding issuers of securities underlying unsponsored programs and there may not be a correlation between such information and the market value of the Depositary Receipts.

Performance Fee

The performance fees payable in respect of any Portfolio and described under "Fees and Expenses" are based on the Net Asset Value per Share of a Class within the relevant Portfolio which includes net realised and net unrealised gains and losses as at each Calculation Date. Accordingly, a performance fee could be paid on unrealised gains which may never be realised.

Performance compensation arrangements may create an incentive for the Manager and/or the Investment Manager to make investments that are riskier or more speculative than would be the case in the absence of such compensation. The performance compensation may also result in substantially higher payments to the Manager and, in turn, the Investment Manager than alternative compensatory arrangements with other investment managers.

The performance fee attributable to the Shares is subject to additional risks as set forth in this Prospectus under the heading "Fees and Expenses – Management and Performance Fees".

Effect of Dilution Levy

Where a dilution levy is imposed, an investor who realises his Shares after a short period may not (even with a rise in the value of the relevant investments) realise the amount originally invested. The Shares therefore should be viewed as medium to long-term investments.

Company's Liabilities

Pursuant to Irish law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Portfolios. However, there can be no

categorical assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Portfolios will necessarily be upheld.

Emerging Markets and Frontier Markets

Some of the Portfolios may invest in investments in various markets, some of which may be considered as "emerging markets" or "frontier markets". Many emerging markets or frontier markets are developing both economically and politically and may have relatively unstable governments and economies based on only a few commodities or industries. Many emerging market or frontier markets countries do not have firmly established product markets and companies may lack depth of management or may be vulnerable to political or economic developments such as nationalisation of key industries. Investments in companies and other entities in emerging markets or frontier markets and investments in emerging market or frontier market sovereign debt may involve a high degree of risk and may be speculative. The Investment Manager considers that frontier markets are similar to emerging markets. However, they have smaller and fewer companies, fewer investors and less trading than emerging markets. There is also less regulation, information on companies and transparency in frontier markets. It is generally expected that frontier markets will be the next generation of emerging markets.

Risks include: (i) greater risk of expropriation, confiscatory taxation, nationalisation, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) the relatively small current size of some of the markets for securities and other investments in emerging markets issuers and the current relatively low volume of trading, resulting in lack of liquidity and in price volatility; (iii) certain national policies which may restrict a Portfolio's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; (iv) the absence of developed legal structures governing private or foreign investment and private property; (v) the potential for higher rates of inflation or hyper-inflation; (vi) currency risk and the imposition, extension or continuation of foreign exchange controls; (vii) interest rate risk; (viii) credit risk; (ix) lower levels of democratic accountability; (x) differences in accounting standards and auditing practices which may result in unreliable financial information; (xi) different corporate governance frameworks; (xii) lack of quality, timing and reliability of official data published by governments or government agencies; and (xiii) political instability due to government or military intervention in decision making, terrorism, civil unrest, extremism, hostilities between neighbouring countries and anti-western views.

The emerging markets or frontier markets risks described above increase counterparty risks for those Portfolios invested in these markets. In addition, investor risk aversion to emerging markets or frontier markets can have a significant adverse effect on the value and/or liquidity of investments made in or exposed to such markets and can accentuate any downward movement in the actual or anticipated value of such investments which is caused by any of the factors described above.

Emerging markets or frontier markets are characterised by a number of market imperfections, analysis of which requires long experience in the market and a range of complementary specialist skills. These inefficiencies include: (i) the effect of politics on sovereign risk and asset price dynamics; (ii) institutional imperfections in emerging markets, such as deficiencies in formal bureaucracies and historical or cultural norms of behaviour at the level of individual economic factors; (iii) the fact that asset classes in emerging markets are still developing and the information driving markets is a small proportion of the available information, and underlying development and sovereign risk fundamentals may take days, months and sometimes years to impact asset prices; (iv) liquidity imperfections and the unpredictability of market concentration; and (v) information asymmetries, most typically the result of experience and local knowledge and the fact that some market participants have access to relevant market information that others do not. The Investment Manager will seek to take advantage of these market imperfections to achieve the investment objectives of the relevant Portfolios. It is not, however, guaranteed that it will be able to do so at any time.

In the recent past, the tax systems of some emerging markets or frontier markets countries have been marked by rapid change, which has sometimes occurred without warning and has been applied with retroactive effect. In these countries, a large national budget deficit often gives rise to an acute government need for tax revenues, while the condition of the economy has reduced the ability of potential taxpayers to meet their tax obligations. In some cases, there is widespread non-compliance

with tax laws, insufficient personnel to deal with the problem and inconsistent enforcement of the laws by the inexperienced tax inspectors.

In addition, the market practices in relation to settlement of securities transactions and custody of assets may not be as developed as in developed countries, increasing the risk of conducting transactions in those countries.

Derivative Instruments Generally

Each Portfolio may enter into swaps and other derivative instruments, such as credit derivatives. These swaps, options and other derivative instruments are subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty (see "Counterparty Risk" above), legal risk, and operations risk. These instruments may produce an unusually or unexpectedly high amount of losses. In addition, a Portfolio may, in the future, take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. A Portfolio may not use such other derivative instruments until the conditions for their use have been included in the Risk Management Process of the Company, and have been submitted to and approved by the Central Bank. Special risks may apply in the future that cannot be determined at this time. The regulatory and tax environment for derivative instruments in which the Portfolios may participate is evolving, and changes in the regulation or taxation of such securities may have a material adverse effect on the Portfolios.

A Portfolio may also use derivative instruments to take short positions in some investments. Should the value of such investments increase, it will have a negative impact on the Portfolio's value. In extreme market conditions, the Portfolio may be faced with theoretically unlimited losses. Such extreme market conditions could mean that Shareholders could, in certain circumstances, face minimal or no returns, or may even suffer a loss on their investments.

There is no assurance that the objectives of this strategy will be achieved, or specifically that the long positions will not decrease in value and the short positions will not increase in value, causing the fund losses on both components of the transaction. Many jurisdictions have recently imposed restrictions and reporting requirements on short selling. In particular, in autumn of 2008, the SEC temporarily suspended short selling on stocks of over 950 publicly traded companies while as a result of significant volatility in the financial markets in the summer of 2011, various jurisdictions imposed restrictions or prohibitions on short selling. These restrictions and reporting requirements may prevent the Company from successfully implementing its investment strategies, including, without limitation, as part of any long/short strategy or in connection with hedging its investments, and to achieving its investment objective and, even if it is able to achieve its investment objective, it may only be able to do so at significantly higher costs than in the absence of such regulations. In addition, reporting requirements relating to short selling may provide transparency to the fund's competitors as to its short positions, thereby having detrimental impact on the fund's returns.

Due Diligence Process

Before making investments, the Investment Manager will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Investment Manager may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisers, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Investment Manager will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the Investment Manager will carry out with respect to any investment opportunity may not reveal or highlight certain facts that could adversely affect the value of the investment.

Valuation methodologies for certain assets in the Portfolios can be subject to significant subjectivity

In calculating the Net Asset Values of a Portfolio in accordance with the valuation provisions set out in "Determination and Publication and Temporary Suspension of Net Asset Value" below, the Administrator may rely on methodologies for calculating the value of assets in which the Portfolios invest that third parties supply. Such methodologies are advisory only but are not verified in advance by any third party, and the nature of some of the Portfolios' investments is such that the methodologies may be subject to significant subjectivity and little verification or other due diligence and may not comply with generally accepted accounting practices or other valuation principles. Any allegation or finding that such methodologies are or have become, in whole or in part, incorrect or misleading could have an adverse effect on the valuation of the relevant Portfolios.

Risks associated with investments in high yield and distressed debt

A Portfolio may invest in obligors and issuers in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive problems, or in obligors and issuers that are involved in bankruptcy or reorganisation proceedings. Among the problems involved in investments in troubled obligors and issuers is the fact that it may frequently be difficult to obtain full information as to the conditions of such obligors and issuers. The market prices of such investments are also subject to abrupt and erratic market movements and significant price volatility, and the spread between the bid and offer prices of such investments may be greater than normally expected. It may take a number of years for the market price of such investments to reflect their intrinsic value. Some of the investments held by a Portfolio may not be widely traded, and depending on the investment profile of a particular Portfolio, that Portfolio's exposure to such investments may be substantial in relation to the market for those investments. In addition, there may be no recognised market for some of the investments held in a Portfolio, with the result that such investments are likely to be illiquid. As a result of these factors, the investment objectives of the relevant Portfolio may be more difficult to achieve.

Fluctuations in interest rates may significantly affect the returns derived from a Portfolio's investments

Fluctuations in interest rates may significantly affect the return derived from a Portfolio's investments, as well as the market values of, and the corresponding levels of gains or losses on, such investments.

Potential Illiquidity of Assets

A Portfolio may make investments or hold trading positions in markets that are volatile and which may become illiquid. Timely divestiture or sale of trading positions can be impaired by decreased trading volume, increased price volatility, concentrated trading positions, limitations on the ability to transfer positions in highly specialised or structured transactions to which it may be a party, and changes in industry and government regulations. It may be impossible or costly for the Portfolio to liquidate positions rapidly in order to meet margin calls, withdrawal requests or otherwise, particularly if there are other market participants seeking to dispose of similar assets at the same time or the relevant market is otherwise moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise.

Risk management activities may adversely affect the return on a Portfolio's investments

When managing its exposure to market risks, a Portfolio may from time to time use forward contracts, options, swaps, credit default swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments to limit exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. The success of any hedging or other derivative transactions generally will depend on the ability to correctly predict market changes, the degree of correlation between price movements of a derivative instrument, the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while a Portfolio may enter into a transaction in order to reduce exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases.

Non-execution of Trading Orders

The efficacy of investment and trading strategies depends largely on the ability to establish and maintain an overall market position in a combination of financial instruments. Trading orders may not be executed in a timely and efficient manner due to various circumstances, including systems failures or human error. In such event, a Portfolio might only be able to acquire some but not all of the components of the position, or if the overall position were to need adjustment, a Portfolio might not be able to make such adjustment. As a result, the Portfolio would not be able to achieve the market position selected by the Investment Manager and might incur a loss in liquidating its position.

Trading systems risks

The Company depends on the Investment Manager and its other service providers to develop and implement appropriate systems for the Company's trading activities. Further, the Company may rely extensively on computer programmes and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of the Company's activities. Certain of the Company's and the Investment Manager's operations interface will be dependent upon systems operated by third parties, including prime brokers, the Administrator, market counterparties and their sub-custodians and other service providers, and the Investment Manager may not be in a position to verify the risks or reliability of such third-party systems. These programmes or systems may be subject to certain limitations, including, but not limited to, those caused by computer "worms", viruses and power failures. The Company's operations may be highly dependent on each of these systems and the successful operation of such systems is often out of the Company's and Investment Manager's control. The failure of one or more systems or the inability of such systems to satisfy the Company's new or growing businesses could have a material adverse effect on the Company. For example, systems failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the ability of the Company to monitor its investment portfolio and risks.

There is a risk that algorithmic trading systems may not be able to adequately react to a market event without serious disruption. Further, trading algorithms may malfunction causing severe losses. While the Investment Manager has a "kill switch" to allow for human intervention to respond to significant system malfunctions, it cannot be guaranteed that losses will not occur in such circumstances.

Trade error risk

The complex trading programmes operated by the Investment Manager and the speed and volume of transactions invariably result in occasional trades being executed which, with the benefit of hindsight, were not required by the trading programme or occasional trades not being executed when they should have been. To the extent an error is caused by a counterparty, such as a broker, the Investment Manager generally attempts to recover any loss associated with such error from such counterparty. To the extent an error is caused by the Investment Manager, a formalised process is in place for the resolution of such errors, provided that during any time that the underlying assets of the Company are considered for purposes of ERISA or Section 4975 of the IRC to be plan assets, the Investment Manager will be liable for errors caused by a breach of fiduciary duties under ERISA. Given the volume, diversity and complexity of transactions executed by the Investment Manager on behalf of the Company, investors should assume that trading errors (and similar errors) will occur. If such errors result in gains to the Company, such gains will be retained by the Company.

Model and data risk

The Investment Manager may where relevant rely heavily on quantitative models (both proprietary models developed by the Investment Manager, and those supplied by third parties) (collectively "**Models**") and information and data both developed by the Investment Manager and those supplied by third parties (collectively "**Data**") rather than granting trade-by-trade discretion to the Investment Manager's investment professionals. Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (including, without limitation, for trading purposes and for purposes of determining the Net Asset Value of the Company), to provide risk management insights and to assist in hedging the Company's investments. Models and Data are known to have errors, omissions, imperfections and malfunctions (collectively, "**System Events**").

System Events in third-party Models are generally entirely outside of the control of the Investment Manager.

The Investment Manager seeks to reduce the incidence and impact of System Events through a certain degree of internal testing and real-time monitoring, and the use of independent safeguards in the overall portfolio management system and often, with respect to proprietary models, in the software code itself. Despite such testing, monitoring and independent safeguards, System Events will result in, among other things, the execution of unanticipated trades, the failure to execute anticipated trades, delays in the execution of anticipated trades, the failure to properly allocate trades, the failure to properly gather and organise available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s)—all of which may have materially negative effects on the Company and/or its returns.

The Investment Strategies of the Company are highly reliant on the gathering, cleaning, culling and analysis of large amounts of Data. Accordingly, Models rely heavily on appropriate Data inputs. However, it is not possible or practicable to factor all relevant, available Data into forecasts and/or trading decisions of the Models. The Investment Manager will use its discretion to determine what Data to gather with respect to each relevant Investment Strategy and what subset of that Data the Models take into account to produce forecasts which may have an impact on ultimate trading decisions. In addition, due to the automated nature of Data gathering, the volume and depth of Data available, the complexity and often manual nature of Data cleaning, and the fact that the substantial majority of Data comes from third-party sources, it is inevitable that not all desired and/or relevant Data will be available to, or processed by, the Investment Manager at all times. If incorrect Data is fed into even a well-founded Model, it may lead to a System Event subjecting the Company to loss. Further, even if Data is input correctly, "model prices" anticipated by the Data through the Models may differ substantially from market prices, especially for financial instruments with complex characteristics in which the Company may invest.

Where incorrect or incomplete Data is available, the Investment Manager may, and often will, continue to generate forecasts and make trading decisions based on the Data available to it. Additionally, the Investment Manager may determine that certain available Data, while potentially useful in generating forecasts and/or making trade decisions, is not cost effective to gather due to either the technology costs or third-party vendor costs and, in such cases, the Investment Manager will not utilise such Data. Shareholders should be aware that there is no guarantee that any specific Data or type of Data will be utilised in generating forecasts or making trading decisions with respect to the Models, nor is there any guarantee that the Data actually utilised in generating forecasts or making trading decisions underlying the Models will be (i) the most accurate data available or (ii) free of errors. Shareholders should assume that the Data set used in connection with the Models is limited and should understand that the foregoing risks associated with gathering, cleaning, culling and analysis of large amounts of Data are an inherent part of investing with a process-driven, systematic adviser such as the Investment Manager.

When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon expose the Company to potential losses. For example, by relying on Models and Data, the Investment Manager may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favourable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful and when determining the Net Asset Value of the Company, any valuations of the Company's investments that are based on valuation Models may prove to be incorrect. In addition, Models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. Furthermore, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), Models may produce unexpected results which may or may not be System Events.

Errors in Models and Data are often extremely difficult to detect, and, in the case of proprietary models and third-party models, the difficulty of detecting System Events may be exacerbated by the lack of design documents or specifications. Regardless of how difficult their detection appears in retrospect, some System Events will go undetected for long periods of time and some may never be detected. The degradation or impact caused by these System Events can compound over time. Finally, the Investment Manager will detect certain System Events that it chooses, in its sole discretion, not to

address or fix, and the third party software will lead to System Events known to the Investment Manager that it chooses, in its sole discretion, not to address or fix. The Investment Manager believes that the testing and monitoring performed on its models and third party models will enable the Investment Manager to identify and address those System Events that a prudent person managing a process-driven, systematic and computerized investment programme would identify and address by correcting the underlying issue(s) giving rise to the System Events or limiting the use of proprietary and third party models, generally or in a particular application. Shareholders should assume that System Events and their ensuing risks and impact are an inherent part of investing with a process-driven, systematic investment manager such as the Investment Manager. Accordingly, the Investment Manager does not expect to disclose discovered System Events to the Company or to Shareholders.

The Company will bear the risks associated with the reliance on Models and Data including that the Company will bear all losses related to System Events unless otherwise determined by the Investment Manager in accordance with its internal policies or as may be required by applicable law.

Obsolescence risk

The Company is unlikely to be successful in its quantitative trading strategies unless the assumptions underlying the Models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the Models do not reflect certain factors, and the Investment Manager does not successfully address such omission through its testing and evaluation and modify the Models accordingly, major losses may result, all of which will be borne by the Company. The Investment Manager will continue to test, evaluate and add new Models, which may lead to the Models being modified from time to time. Any modification of the Models or strategies will not be subject to any requirement that Shareholders receive notice of the change or that they consent to it. There can be no assurance as to the effects (positive or negative) of any modification to the Models or Investment Strategies on the Company's performance.

Crowding/convergence

There is significant competition among quantitatively-focused managers and the ability of the Investment Manager to deliver returns that have a low correlation with global aggregate equity markets and other hedge funds is dependent on its ability to employ Models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that the Investment Manager is not able to develop sufficiently differentiated Models, the Company's investment objective may not be met, irrespective of whether the Models are profitable in an absolute sense. In addition, to the extent that the Models come to resemble those employed by other managers, there is an increased risk that a market disruption may negatively affect predictive Models such as those employed by the Company, as such a disruption could accelerate reductions in liquidity or rapid re-pricing due to simultaneous trading across a number of funds utilising Models (or similar quantitatively focused investment strategies) in the marketplace.

Involuntary disclosure risk

The ability of the Investment Manager to achieve its investment goals for the Company is dependent in large part on its ability to develop and protect its models and proprietary research. The models and proprietary research and the Models and Data are largely protected by the Investment Manager through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, aggressive position-level public disclosure obligations (or disclosure obligations to exchanges or regulators with insufficient privacy safeguards) could lead to opportunities for competitors to reverse-engineer the Investment Manager's models, and thereby impair the relative or absolute performance of the Company.

Cash Collection Accounts

Subscriptions monies received in respect of a Portfolio in advance of the issue of Shares will be held in the Cash Collection Account in the name of the Portfolio and will be an asset of the relevant Portfolio. Investors will be unsecured creditors of such Portfolio with respect to the amount subscribed

until such Shares are issued, and will not benefit from any appreciation in the NAV of the Portfolio or any other shareholder rights (including dividend entitlement) until such time as Shares are issued. In the event of an insolvency of a Portfolio, there is no guarantee that the Portfolio or Company will have sufficient funds to pay unsecured creditors in full.

Payment by the Portfolio of redemption proceeds and dividends is subject to receipt by the Administrator of original subscription documents and compliance with all anti-money laundering procedures. Notwithstanding this, redeeming Shareholders will cease to be Shareholders, with regard to the redeemed Shares, from the relevant redemption date. Redeeming Shareholders and Shareholders entitled to distributions will, from the redemption or distribution date, as appropriate, be unsecured creditors of the Portfolio, and will not benefit from any appreciation in the NAV of the Portfolio or any other Shareholder rights (including further dividend entitlement), with respect to the redemption or distribution amount. In the event of an insolvency of the Portfolio during this period, there is no guarantee that the Portfolio will have sufficient funds to pay unsecured creditors in full. Redeeming Shareholders and Shareholders entitled to distributions should therefore ensure that any outstanding documentation and information is provided to the Administrator promptly. Failure to do so is at such Shareholder's own risk.

DIVIDENDS DISTRIBUTION POLICY

The Articles empower the Directors to declare dividends in respect of any Shares out of net income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses in respect of investments of the Company.

At the discretion of the Directors, dividends in respect of Shares in any Portfolio may be paid in a currency other than the currency of denomination of the relevant Class at the exchange rate applicable on the relevant distribution date. Any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend shall be forfeited and shall revert to the relevant Portfolio.

The dividend distribution policy in respect of the Man Numeric Portfolios is set out in the "Subscriptions – Dividends Distribution Policy of Available Shares" section of the Man Numeric Supplement.

It is the current intention of the Directors to declare and pay dividends out of income from underlying investments in respect of Man GLG Global Convertibles, Man GLG Global Equity, Man GLG European Equity, Man GLG Investment Grade Bond, Man GLG Japan CoreAlpha Equity, Man GLG MENA Equity, Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond for distributing Share Classes within these Portfolios (being those Share Classes which include "Dist" in the name of the Share Class). It is intended that dividends will be calculated using the accounting year-end Net Asset Value per Share and will be paid on or around 31 March in each year for Man GLG Global Convertibles, Man GLG Global Equity, Man GLG European Equity, Man GLG Japan CoreAlpha Equity, Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond. It is intended that dividends will be calculated using the calendar quarter end Net Asset Value per Share and will be paid on or around 28 February, 31 May, 31 August and 30 November in each year for Man GLG Investment Grade Bond and Man GLG MENA Equity.

Dividends will be paid by wire transfer in accordance with the bank account details nominated by the Shareholder on the Application Form within 14 days of the date of declaration of the dividends unless the Shareholder shall have elected that dividends otherwise payable in cash be automatically re-invested in further Shares in the Portfolio.

Save as set out above, there will be no dividend distributions in respect of Man GLG Global Convertibles, Man GLG Global Investment Grade Bond, Man GLG Global Equity, Man GLG European Equity, Man GLG Japan CoreAlpha Equity, Man GLG MENA Equity, Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond. Accordingly, income and capital gains arising in respect of all other Share Classes in these Portfolios will be re-invested in the relevant Portfolio and reflected in the Net Asset Value per Share.

There will be no dividend distributions in respect of Man GLG UK Select Equity, Man GLG Global Sustain Equity and Man NewSmith Global Equity Alpha. Accordingly, income and capital gains arising in respect of each of these Portfolios will be re-invested in the relevant Portfolio and reflected in the Net Asset Value per Share for the relevant Portfolio.

The dividend distribution policy in respect of any future Portfolios of the Company, together with details of method of payment of dividends and frequency of payments, will be specified in an updated version of this Prospectus or a supplement to the Prospectus reflecting the creation of the new Portfolio or Portfolios.

BORROWING POLICY AND LEVERAGE

Under the Articles, the Directors are empowered to exercise all of the borrowing powers of the Company, subject to any limitations under the UCITS Regulations, and to charge the assets of the Company as security for any such borrowings. Under the UCITS Regulations, the Company may not borrow money, grant loans or act as guarantor on behalf of third parties, except as follows: (i) foreign currency may be acquired by means of a back-to-back loan, and (ii) the Company may incur temporary borrowings for the account of any Portfolio in an amount not exceeding 10% of the net assets of the Portfolio, and the assets of the relevant Portfolio may be charged as security for such borrowings.

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Prospectus, the Company is not party to any pledge agreements in respect of the Man GLG Portfolios. Information relating to the pledge agreements into which the Company has entered in respect of the Man Numeric Portfolios (if any) shall be set out in the Man Numeric Supplement. In addition, the Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, any such leverage will be subject to the limit on value-at-risk as set out at pages 1 and 2 of this Prospectus and the limits specified for each Portfolio in the "*Portfolio Specific Information – Investment Objectives and Policies of Man GLG Portfolios*" section of the Prospectus in respect of leverage and long-short exposure.

DETERMINATION AND PUBLICATION AND TEMPORARY SUSPENSION OF NET ASSET VALUE

Determination and Publication of Net Asset Value

In respect of each of Man GLG Global Equity, Man GLG European Equity, Man GLG Global Convertibles, Man GLG Japan CoreAlpha Equity, Man GLG UK Select Equity, Man GLG Global Sustain Equity, Man GLG Global Investment Grade Bond, Man NewSmith Global Equity Alpha, Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond, the Directors have determined that the Net Asset Value shall be calculated on each Business Day, each Business Day shall be a Valuation Day and a Valuation Day shall be a Dealing Day.

The Net Asset Value of Man GLG MENA Equity shall be calculated on each Business Day with the exception of Friday. The Directors may in the future determine to calculate the Net Asset Value of that Portfolio on each Business Day. Shareholders will be given adequate notice of any such change and an opportunity to redeem their Shares.

The valuation policies and procedures relating to the Company seek to establish a consistent framework and methodology for the determination, validation, approval, regular monitoring and review of pricing all positions used in the determination of the Net Asset Value of the Portfolios. The Company is committed to maintaining standards for the valuation of assets consistent with best industry practices. A supplement detailing the Company's current valuation policy is available upon request.

The Directors have appointed an Independent Pricing Committee ("**IPC**") to undertake certain services concerning the valuation policies and procedures relating to the Company.

The IPC is an independent body set up to: (1) establish a pricing matrix (a table which lays out a pricing source for certain assets and liabilities) which the Directors have adopted for the Company and which is used by the Administrator to calculate the value of the assets and liabilities held by the Company; and (2) to establish the prices of any positions held in the Company that do not have an independently ascertainable value as per the pricing matrix. In addition, the IPC provides general governance and oversight of the valuation process.

Neither the Directors nor the Administrator, the Investment Manager or the Depositary shall be under any liability if a price reasonably believed by them to be the latest available price or, as the case may be, middle market quotation for the time being, may be found not to be such.

The Net Asset Value of a Portfolio shall be calculated by ascertaining the value of the assets of the Portfolio and deducting from such amount the liabilities of the Portfolio (which shall include all fees and expenses payable and/or accrued and/or estimated to be payable by the Company to the Manager, the Investment Manager, the Depositary and the Administrator). The Net Asset Value per Share in each Portfolio shall be calculated by dividing the Net Asset Value of the Portfolio by the number of Shares of the relevant Portfolio in issue, subject to such adjustments, if any, as may be necessary to reflect different fee arrangements, in respect of different Classes of Shares in the relevant Portfolios and shall be expressed in the denomination applicable to the relevant Share Class.

Investors should be aware that while holding Shares denominated in a currency other than the Base Currency of a Portfolio may protect investors from a decline in the value of the Base Currency against the currency in which their Shares are denominated, investors will not benefit if the currency in which their Shares are denominated appreciates against the Base Currency. The Investment Manager may hedge the foreign currency exposure of individual Share Classes against the Base Currency of a Portfolio, the currencies in which the assets of a Portfolio are denominated or against a currency ratio, and further details in respect of hedging transactions and their impact on individual Share Classes are set out in the section titled “Efficient Portfolio Management – Currency Transactions”.

The up-to-date Net Asset Value per Share shall be posted on Bloomberg (www.bloomberg.com) and/or such other newspapers or through such other media as the Directors may from time to time

determine, on each Business Day. The Net Asset Value per Share shall also be available from the Administrator at its offices at Guild House, Guild Street, IFSC, Dublin 1, Ireland.

In determining the value of the assets of any Portfolio, each Investment which is quoted, listed or traded on or under the rules of any Recognised Market shall be valued by reference to the price appearing to the Manager to be the last traded price, or (if bid and offer quotations are made) the latest available middle market quotation, on the relevant Recognised Market at the relevant Valuation Point. The value of any Investments listed, quoted or traded on a Recognised Market but acquired or traded at a premium or discount outside of or off the Recognised Market may be valued taking into account the level of premium or discount as of the date of valuation of the instrument and the Depositary must ensure that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the relevant asset. If the Investment is normally quoted, listed or traded on or under the rules of more than one Recognised Market, the relevant Recognised Market shall be that which the Manager determines provides the fairest criterion of value for the Investment. If prices for an Investment quoted, listed or traded on the relevant Recognised Market are not available as at the Valuation Point or are unrepresentative in the opinion of the Manager or its delegates, such Investment shall be valued at such value as shall be certified with care and good faith as the probable realisation value of the Investment by a competent professional person, firm or corporation (appointed for such purpose by the Manager or its delegates and approved for that purpose by the Depositary) or at such other value as the Manager (in consultation with the Investment Manager and the Administrator and with the approval of the Depositary) consider in the circumstances to be the probable realisation value of the Investment. None of the Directors, the Administrator, the Investment Manager, or the Depositary shall be under any liability if a price reasonably believed by them to be the latest available price or, as the case may be, middle market quotation for the time being, may be found not to be such.

The value of any Investment which is not normally quoted, listed or traded on or under the rules of a Recognised Market (including over-the-counter derivatives) shall be valued with care and in good faith at its probable realisation value as determined by the Manager, who are approved for such purpose by the Depositary, in consultation with the Investment Manager or by a competent person appointed for such purpose by the Manager and approved for such purpose by the Depositary.

Fixed income securities may be valued by reference to the valuation of the securities which are considered comparable in rating, yield, due date and other characteristics where reliable market quotations are not available, using a methodology which will be compiled by the Manager or its delegate.

Units or Shares in collective investment schemes which are not valued in accordance with the provisions above shall be valued on the basis of the latest available net asset value per unit as published by the collective investment scheme.

Cash deposits and similar investments shall be valued at their face value together with accrued interest unless in the opinion of the Manager (in consultation with the Investment Manager and the Depositary) any adjustment should be made to reflect the fair value thereof.

Derivative instruments including but not limited to exchange traded swaps, interest rate futures contracts and other financial futures and options contracts which are traded on a Recognised Market shall be valued by reference to the price appearing to the Manager to be the settlement price as of the relevant Valuation Point as determined by the relevant Recognised Market provided that where it is not the practice of the relevant Recognised Market to quote a settlement price, or if a settlement price is not available for any reason, such instruments shall be valued at their probable realisation value estimated with care and in good faith by a competent person appointed by the Manager and approved for that purpose by the Depositary

Over-the-counter ("OTC") derivatives will be valued either using the counterparty's valuation or an alternative valuation, including valuation by the Company or by an independent pricing vendor appointed by the Directors and approved for this purpose by the Depositary. OTC derivatives shall be valued at least daily. If using the counterparty's valuation, such valuation must be approved or verified on a weekly basis by a party independent of the counterparty (which may include the Company or a party related to the OTC counterparty provided that it is an independent unit within the same group

and which does not rely on the same pricing models employed by the counterparty) and approved by the Depositary. If using an alternative valuation, the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA. In the event that the Company opts to use an alternative valuation, the Company will use a competent person appointed by the Directors, approved for this purpose by the Depositary, or will use a valuation by any other means provided that the value is approved by the Depositary. All alternative valuations will be reconciled with the counterparty's valuation on at least a monthly basis. Any significant differences to the counterparty valuation will be promptly investigated and explained.

Forward foreign exchange and interest rate swap contracts may be valued in accordance with the provisions of the paragraph immediately above or, alternatively, by reference to freely available market quotations.

Where the investment policy of a Portfolio is primarily to invest in cash and high quality money market securities which have a remaining maturity of 397 days or less (or which have regular yield adjustments at least every 397 days or have a risk profile that corresponds to financial instruments with a maturity of up to 397 days), the Portfolio may be valued by using the amortised cost method of valuation whereby the relevant security is valued at its cost of acquisition adjusted for amortisation of premium or accretions of discount on the security. In addition, where any other Portfolio invests in securities which have a remaining maturity of three months or less and have no specific sensitivity to market parameters, including credit risk, such securities may also be valued by using the amortised cost method of valuation. The Manager, or its delegate, will review the valuation of such securities in accordance with the requirements of the Central Bank.

Notwithstanding the above provisions the Manager may, with the prior consent of the Depositary and in consultation with the Investment Manager, adjust the valuation of any Investment or permit some other method of valuation to be used if, having regard to currency, applicable rate of interest, maturity, marketability and/or such other considerations as it deems relevant,it considers that such adjustment is required to reflect more fairly the value thereof.

Values of assets expressed in a currency other than the Base Currency of the relevant Portfolio will be converted by the Administrator into the Base Currency of the relevant Portfolio at the latest available exchange rate at the Valuation Point.

In the absence of bad faith or manifest error, every decision taken by the Manager or any duly authorised person on behalf of the Company in calculating the Net Asset Value per Share or the Net Asset Value of a Portfolio, shall be final and binding on the Company and on present, past and future Shareholders.

Dividends, interest and capital gains (if any) which the Company receives with respect to its investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in certain countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company, the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

Notwithstanding any other provisions of these Articles, the Manager may determine that, in relation to any Portfolio, the value of the relevant Investments shall be calculated by reference to the bid price, where redemptions exceed subscriptions on that Business Day, or by reference to the offer price, where subscriptions exceed redemptions on that Business Day, for such Investments as at the Valuation Point. Any such policy shall be applied consistently in respect of a Portfolio and in respect of all Investments of that Portfolio.

Temporary Suspension of Net Asset Value

The Directors may at any time, with the approval of the Depositary, temporarily suspend the issue, valuation, sale, purchase, redemption or conversion of Shares during:

(a) any period when any Recognised Market on which a substantial portion of the Investments for the time being comprised in the relevant Portfolio are quoted, listed or dealt in is closed otherwise than for ordinary holidays, or during which dealings in any such Recognised Market are restricted or suspended;

(b) any period where, as a result of political, military, economic or monetary events or other circumstances beyond the control, responsibility and power of the Directors, the disposal or valuation of Investments for the time being comprised in the relevant Portfolio cannot, in the opinion of the Directors, be effected or completed normally or without prejudicing the interest of Shareholders;

(c) any breakdown in the means of communication normally employed in determining the value of any Investments for the time being comprised in the relevant Portfolio or during any period when for any other reason the value of Investments for the time being comprised in the relevant Portfolio cannot, in the opinion of the Directors, be promptly or accurately ascertained;

(d) any period when the Company is unable to repatriate funds for the purposes of making redemption payments or during which the realisation of Investments for the time being comprised in the relevant Portfolio, or the transfer or payment of funds involved in connection therewith cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange;

(e) any period after a notice convening a meeting of Shareholders for the purpose of dissolving the Company or terminating a Portfolio has been issued, up to and including the date of such meeting of Shareholders;

(f) any period during which dealings in a collective investment scheme in which the Portfolio has invested a significant portion of its assets are suspended;

(g) any period where the repurchase of Shares would, in the opinion of the Directors, result in a violation of applicable laws; or

(h) any period where the Directors determine that it is in the best interests of Shareholders to do so.

Notice of any such suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine in respect of any Portfolio, if in the opinion of the Directors, it is likely to exceed fourteen days, and shall be notified within the same Business Day to the Central Bank and without delay to the Irish Stock Exchange and the Shareholders. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible. Shareholders who have requested issue or redemption of Shares of any series or Class will have their subscription or redemption request dealt with on the first Dealing Day after the suspension has been lifted unless applications or redemption requests have been withdrawn prior to the lifting of the suspension.

Save where the determination of the Net Asset Value per Share has been temporarily suspended in the circumstances described above, the Net Asset Value per Share as of the most recent Valuation Day shall be made public at the office of the Administrator, on at least a fortnightly basis, and will be notified by the Administrator immediately upon calculation to the Irish Stock Exchange.

REDEMPTION, CONVERSION AND TRANSFERS OF SHARES

Redemption of Shares

The following information in relation to redemption of Shares relates solely to the Man GLG Portfolios. The corresponding information in respect of the Man Numeric Portfolios is set out in the "Redemption, Conversion and Transfer of Shares – Redemption of Shares" section of the Man Numeric Supplement.

Shareholders may request the Company to redeem their Shares in a Man GLG Portfolio on and with effect from any Dealing Day at a price based on the Net Asset Value per Share on such Dealing Day (subject to such adjustments, if any, as may be specified in respect of any Man GLG Portfolio including, without limitation, any adjustment required for Duties and Charges) in accordance with the redemption procedures specified below. If a redemption order reduces the Shareholding to below any minimum holding required in respect of a Man GLG Portfolio, such order will be treated as an order to redeem the entire Shareholding, unless the Directors otherwise determine.

The Shares in each Man GLG Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share on that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator, so as to arrive at the Administrator's address no later than the relevant Redemption Dealing Deadline (as set out below) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

The Valuation Point for each Man GLG Portfolio is 9:00 pm (Irish time).

Dealing Procedures

Each Business Day is both a Dealing Day and a Valuation Day for the Man GLG Portfolios. Please note the below table is illustrative only and the relevant dealing cut-off time for each Man GLG Portfolio is set out in the "*Portfolio Specific Information – Investment Objectives and Policies of the Man GLG Portfolios*" section above. Notwithstanding these deadlines, the Manager may, at its absolute discretion and upon prior notice to the relevant Shareholders, determine to impose an earlier or later deadline for the receipt of Redemption Request Forms in respect of the Company or any given Man GLG Portfolio or Class. In the case of earlier deadlines as referred to above, such deadlines will not fall before 12:00 p.m. (Irish time) at least five (5) Business Days prior to the relevant Dealing Day. In the case of later deadlines as referred to above, such later deadlines will not fall beyond the Valuation Point in respect of the relevant Dealing Day. Prior to placing their redemption request, Shareholders may contact the Administrator (contact details below) to confirm whether an earlier or later dealing deadline has been approved in respect of any Man GLG Portfolio of the Company. The table below illustrates this process:

Dealing Day	**Redemption Dealing Deadline***	**Valuation Point**	**Contract Note**	**Settlement**
Any Business Day	Trades received before 1:00 pm Irish time will be included for that Dealing Day	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point on the Dealing Day	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised	Redemption proceeds typically are expected to be paid within three (3) Business days but under certain circumstances can take longer.

*In exceptional circumstances, the Manager may from time to time permit redemptions after the Dealing Deadline, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented).

When a Share is redeemed at any time other than a Calculation Date: (i) the performance fee attributable to such a Share may be different from the performance fee that would be payable if such a Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such a Share may not receive either the possible benefit or disadvantage of the allocation of the performance fee across the Class as a whole as more fully described above under the heading "*Fees and Expenses – Management Fees*" and "*Fees and Expenses - Performance Fees*".

If outstanding redemption requests from all holders of Shares of a particular series on any Dealing Day total in aggregate more than 10% of all the Shares of such series in issue on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such excess number of Shares in issue in that series on that Dealing Day in respect of which redemption requests have been received as the Directors shall determine. If the Manager refuses to redeem Shares for this reason, the requests for redemption on such date shall be reduced rateably and the Shares to which each request relates which are not redeemed shall be redeemed on each subsequent Dealing Day in priority to any request received following that Dealing Day, provided that the Company shall not be obliged to redeem more than 10% of the number of Shares of a particular series outstanding on any Dealing Day, until all the Shares of the series or class to which the original request related have been redeemed.

The Company may redeem all of the Shares of any series or Class in issue if the Shareholders in that series or class pass a Special Resolution providing for such redemption at a general meeting of the holders of the Shares of that series or Class, or if the redemption of the Shares in that series or class is approved by a resolution in writing signed by all of the holders of the Shares in that series or class or if the Net Asset Value of the series or Class falls below such amount as specified below. Shares will be repurchased at the Net Asset Value per Share in respect of the relevant Dealing Day less such sums as the Directors in their absolute discretion may from time to time determine as an appropriate provision for duties and charges in relation to the realisation or cancellation of the Shares to be repurchased.

Redemption proceeds may, with the consent of the Shareholder concerned, be paid by in specie transfer of assets of the Company to such Shareholder. The assets to be transferred shall be selected at the discretion of the Directors, provided that any such distributions in specie will not materially prejudice the remaining or redeeming Shareholders and the allocation of assets is approved by the Depositary.

Subject as set out above, a Shareholder may redeem any or all of its Shares on any Dealing Day (except when dealings have been suspended in the circumstances described under "Determination and Publication and Temporary Suspension of Net Asset Value") at a price based on the Net Asset Value per Share as of the Valuation Point in respect of the relevant Dealing Day or, if the redemption request is received later than the time specified for receipt of a redemption request for value on that Dealing Day, at the Net Asset Value per Share as of the Valuation Point on the next succeeding Dealing Day.

Redemption requests should be made on a Redemption Request Form, which should be posted or sent by facsimile to the Administrator, or by any other form of electronic communication agreed in advance with the Administrator. No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with. Where a Shareholder instructs that redemption proceeds are to be paid to a different account to that previously specified by it, the original Redemption Request Form must be received by the Administrator before the proceeds will be paid. The address for the Administrator is shown below:

Administrator

BNY Mellon Fund Services (Ireland) DAC
AIS Transfer Agency Team
Riverside Two
Sir John Rogerson's Quay
Dublin 2
Ireland

INVESTOR INQUIRIES
Telephone: + 353 1 790 3554
Facsimile: + 353 1 790 4096
Email: man.shareholderservicing@bnymellon.com

INVESTOR DEALING
Facsimile: + 353 1 790 4096
Email: mandealing@bnymellon.com *
* For placing of transactions via attachment only

Redemption orders may not be withdrawn without the consent of the Company except when the redemption of Shares has been temporarily suspended in the circumstances described under the section entitled "Determination and Publication and Temporary Suspension of Net Asset Value".

Redemption proceeds will not be despatched in relation to a certificated Shareholding until a correctly renounced certificate has been received by or on behalf of the Company in respect of the relevant certificated Shares. In the case of a partial redemption of certificated Shares, a certificate in respect of the balance of Shares held after such redemption shall be despatched to the Shareholder within twenty-eight (28) days of the relevant Dealing Day.

Any amount payable to a Shareholder in connection with the redemption or repurchase of Shares may, with the consent of the Shareholder concerned, be paid by the transfer to such Shareholder of the assets of the Company in specie, provided that the nature of the assets and the type of assets to be transferred to each Shareholder shall be determined by the Directors on such basis as the Directors in their sole discretion shall deem equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary. For the foregoing purposes the value of assets shall be determined on the same basis as used in calculating the Redemption Price of the Shares being so repurchased. Where the Shareholder has requested the redemption of Shares representing 5% or more of the Net Asset Value of the relevant Man GLG Portfolio, the redemption proceeds may be paid in specie solely at the discretion of the Manager. An individual Shareholder may request that the assets be sold, at the Shareholder's expense, and determine to receive the cash proceeds instead.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day. Subject to the foregoing, the Company expects to pay redemption proceeds within three (3) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder's account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

The Company may redeem the Shares of any Shareholder whose holding in any Man GLG Portfolio falls below the minimum ongoing shareholding amount in respect of the relevant Share Class as set out in the table in the section headed "Subscriptions" above.

Holders of Shares in the Company are required to notify the Company immediately when, at any time following their initial subscription for Shares in the Company, they become U.S. Persons or Irish

Residents or cease to be Exempt Investors, or the Declaration made by or on their behalf is no longer valid. Shareholders are also required to notify the Company immediately in the event that they hold Shares for the account or benefit of U.S. Persons or Irish Residents or Irish Residents who cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid or where they hold Shares in the Company in breach of any law or regulation or otherwise in circumstances having or which may have any adverse regulatory, pecuniary, legal or material administrative disadvantage for the Company, the Portfolios or the Shareholders as a whole; or if the information contained on their application form for Shares is no longer correct.

Where the Directors become aware that a Shareholder in the Company (a) is a U.S. Person other than a Permitted U.S. Person; (b) is holding Shares in breach of any laws or requirements of any country or government authority or otherwise in circumstances (whether directly or indirectly) affecting such person or persons, and whether taken alone or in conjunction with any other persons connected or not, or any other circumstances appearing to the Directors to be relevant which, in the opinion of the Directors, might result in the Company or any Shareholder incurring liability to taxation or suffering any other pecuniary or regulatory disadvantage which the Company or Shareholder might not otherwise have incurred or suffered; or (c) where the holding of Shares by a Shareholder causes the assets of a Man GLG Portfolio to be treated as "plan assets" for the purposes of the US, Employee Retirement Income Security Act of 1974, as amended ("**ERISA**") the Directors may: (i) direct such Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares; or (ii) redeem the relevant Shares at the Net Asset Value of the Shares as at the Dealing Day immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Under the Articles, any person who becomes aware that he is holding Shares in contravention of any of the above provisions and who fails to transfer, or deliver for redemption, his Shares if so directed by the Directors pursuant to the above provisions or who fails to make the appropriate notification to the Company is obliged to indemnify and hold harmless each of the Directors, the Company, the Administrator, the Depositary, the Investment Manager and the Shareholders of the Company (each an "Indemnified Party") from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

The Articles permit the Company to redeem the Shares where during a period of six (6) years no acknowledgement has been received in respect of any Share certificate, contract note or other confirmation of ownership of the Shares sent to the Shareholder, and require the Company to hold the redemption monies in a separate interest bearing account.

The Company may also compulsorily redeem Shares in a Man GLG Portfolio in the following circumstances:

(1) if a redemption order would result in the Net Asset Value of the Shares held by a Shareholder falling below the minimum Shareholding amount set out in the table above, the Company may treat the redemption order as an order to redeem the entire shareholding;

(2) if at any time after the first anniversary of the first allotment of Shares the Net Asset Value of the Man GLG Portfolio falls below USD50,000,000 on any Valuation Day; and

(3) to ensure compliance with the percentage limitation on investment in each of the Man GLG Portfolios by Benefit Plan Investors as set out in the section entitled 'Limitation on Investments by Benefit Plan Investors' below.

Conversion of Shares

Except where dealings in Shares have been temporarily suspended in the circumstances described in this Prospectus, the Shareholders will be entitled to exchange any or all of their Shares of any series representing any Portfolio ("Original Class") for Shares of any other series in respect of any other Portfolio available for issue at that time ("New Class"). Conversion shall be effected by notice in writing to the Company in such form as the Directors may request or approve. The general provisions

and procedures relating to redemptions of Shares of the Original Class and subscriptions for Shares of the New Class will apply to any conversion of Shares, including the provisions in relation to anti-dilution levies. Accordingly, for these purposes, a conversion notice will be treated as a Redemption Request Form in respect of the Original Class and as an Application Form in respect of Shares of the New Class. The number of Shares of the New Class to be issued on conversion will be calculated in accordance with the following formula:

$$N = R \times \frac{(RP \times ER)}{SP}$$

where:

N = the number of Shares of the New Class to be issued;

R = the number of Shares of the Original Class to be converted;

ER = (i) in the case of conversion from and to Shares designated in the same currency, 1, and

(ii) in any other case, the currency conversion factor determined by the Directors as representing the effective rate of exchange for settlement at the relevant Valuation Point;

RP = Redemption Price per Share of the Original Class to be converted calculated as of the relevant Valuation Point; and

SP = the Subscription Price per Share for the New Class calculated as of the relevant Valuation Point.

When requesting the conversion of Shares as an initial investment in a Portfolio, Shareholders should ensure that the Net Asset Value of the Shares converted is equal to or exceeds any minimum holding limits (if any) for the relevant Portfolio. In the case of a conversion of a partial holding only, the value of the remaining holding must also be at least equal to any minimum holding limits for the relevant Portfolio. If the number of Shares of the New Class to be issued on conversion is not an integral number of Shares, the Company may issue fractional new Shares or return the surplus arising to the Shareholder seeking to convert the Shares of the Original Class.

On an exchange of Shares between Portfolios, such conversion charge (if any) as may be specified under “Fees and Expenses” may be charged and deducted from the Net Asset Value of the Shares of the Original Class to be converted, provided that any such conversion charge shall not exceed the amount of any initial sales charge imposed in relation to a subscription for Shares of the Original Class.

Transfers of Shares

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors in their absolute discretion from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed an Application Form (and, if applicable, a Supplemental Application Form for U.S. Persons) to the satisfaction of the Directors.

Shares are freely transferable except that the Directors may decline to register a transfer of Shares (a) if the transfer is in breach of U.S. securities laws; (b) if in the opinion of the Directors the transfer would be unlawful or result or be likely to result in any adverse regulatory, legal, taxation or material administrative disadvantage to the Company or the Shareholders as a whole; (c) in the absence of

satisfactory evidence of the transferee's identity; (d) where the Company is required to redeem appropriate or cancel such number of Shares as are required to meet the appropriate tax of the Shareholder on such transfer; (e) if such transfer would cause the assets of a Portfolio to be treated as "plan assets" for the purposes of ERISA; or (f) if such transfer is to any person or entity which is a U.S. Person or for the account of a U.S. Person. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of the transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed "Taxation" below.

TERMINATION OF PORTFOLIOS

The Company may terminate any Portfolio or class, and redeem all of the Shares of such Portfolio or Class, if:

(a) the Shareholders of the Portfolio or Class pass a Special Resolution to approve the redemption of all the Shares in the Portfolio or Class; or

(b) after the first anniversary of the first allotment of Shares in a Portfolio if the Net Asset Value of the relevant Portfolio falls below USD50,000,000 or the Net Asset Value of the Class falls below USD10,000,000; or

(c) the Depositary has served notice of its intention to retire under the terms of the Depositary Agreement (and has not revoked such notice) and no new depositary has been appointed by the Company with the approval of Central Bank within six months of the date of service of such notice.

TAXATION

The following is a summary of certain Irish tax consequences of the purchase, ownership and disposal of Shares. The summary does not purport to be a comprehensive description of all of the Irish tax considerations that may be relevant. The summary relates only to the position of persons who are the absolute beneficial owners of Shares and may not apply to certain other classes of persons.

The summary is based on Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this Prospectus (and is subject to any prospective or retroactive change). Potential investors in Shares should consult their own advisors as to the Irish or other tax consequences of the purchase, ownership and disposal of Shares.

Taxation of the Company

The Company intends to conduct its affairs so that it is Irish tax resident. On the basis that the Company is Irish tax resident, the Company qualifies as an 'investment undertaking' for Irish tax purposes and, consequently, is exempt from Irish corporation tax on its income and gains.

The Company will be obliged to account for Irish income tax to the Irish Revenue Commissioners if Shares are held by non-exempt Irish resident Shareholders (and in certain other circumstances), as described below. Explanations of the terms '*resident*' and '*ordinarily resident*' are set out at the end of this summary.

Taxation of non-Irish shareholders

Where a Shareholder is not resident (or ordinarily resident) in Ireland for Irish tax purposes, the Company will not deduct any Irish tax in respect of the Shareholder's Shares once the Declaration set out in the Application Form has been received by the Company confirming the Shareholder's non-resident status. The Declaration may be provided by an Intermediary who hold Shares on behalf of investors who are not resident (or ordinarily resident) in Ireland, provided that, to the best of the Intermediary's knowledge, the investors are not resident (or ordinarily resident) in Ireland. An explanation of the term '*Intermediary*' is set out at the end of this summary.

If this declaration is not received by the Company, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). The Company will also deduct Irish tax if the Company has information which reasonably suggests that a Shareholder's declaration is incorrect. A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company and holds the Shares through an Irish branch and in certain other limited circumstances. The Company must be informed if a Shareholder becomes Irish tax resident.

Generally, Shareholders who are not Irish tax resident will have no other Irish tax liability with respect to their Shares. However, if a Shareholder is a company which holds its Shares through an Irish branch or agency, the Shareholder may be liable to Irish corporation tax in respect of profits and gains arising in respect of the Shares (on a self-assessment basis).

Taxation of exempt Irish shareholders

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and falls within any of the categories listed in section 739D(6) TCA, the Company will not deduct Irish tax in respect of the Shareholder's Shares once the Declaration set out in the Application Form has been received by the Company confirming the Shareholder's exempt status.

The categories listed in section 739D(6) TCA can be summarised as follows:

1. Pension schemes (within the meaning of section 774, section 784 or section 785 TCA).

2. Companies carrying on life assurance business (within the meaning of section 706 TCA).

3. Investment undertakings (within the meaning of section 739B TCA).

4. Investment limited partnerships (within the meaning of section 739J TCA)

5. Special investment schemes (within the meaning of section 737 TCA).

6. Unauthorised unit trust schemes (to which section 731(5)(a) TCA applies).

7. Charities (within the meaning of section 739D(6)(f)(i) TCA).

8. Qualifying managing companies (within the meaning of section 734(1) TCA).

9. Specified companies (within the meaning of section 734(1) TCA).

10. Qualifying fund and savings managers (within the meaning of section 739D(6)(h) TCA).

11. Personal Retirement Savings Account (PRSA) administrators (within the meaning of section 739D(6)(i) TCA).

12. Irish credit unions (within the meaning of section 2 of the Credit Union Act 1997).

13. The National Asset Management Agency.

14. The National Pensions Reserve Fund Commission or a Commission investment vehicle.

15. Qualifying companies (within the meaning of section 110 TCA).

16. Any other person resident in Ireland who is permitted (whether by legislation or by the express concession of the Irish Revenue Commissioners) to hold Shares in the Company without requiring the Company to deduct or account for Irish tax.

Irish resident Shareholders who claim exempt status will be obliged to account for any Irish tax due in respect of Shares on a self-assessment basis.

If this declaration is not received by the Company in respect of a Shareholder, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company within the charge to Irish corporation tax and in certain other limited circumstances.

Taxation of other Irish shareholders

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and is not an 'exempt' Shareholder (see above), the Company will deduct Irish tax on distributions, redemptions and transfers and, additionally, on 'eighth anniversary' events, as described below.

Distributions by the Company

If the Company pays a distribution to a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the distribution. The amount of Irish tax deducted will be:

1. 25% of the distribution, where the distributions are paid to a Shareholder who is a company which has made the appropriate declaration for the 25% rate to apply; and

2. 41% of the distribution, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners.

Generally, a Shareholder will have no further Irish tax liability in respect of the distribution. However, if the Shareholder is a company for which the distribution is a trading receipt, the gross distribution (including the Irish tax deducted) will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

Redemption and Transfers of shares

If the Company redeems Shares held by a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the redemption payment made to the Shareholder. Similarly, if such an Irish resident Shareholder transfers (by sale or otherwise) an entitlement to Shares, the Company will account for Irish tax in respect of that transfer. The amount of Irish tax deducted or accounted for will be calculated by reference to the gain (if any) which has accrued to the Shareholder on the Shares being redeemed or transferred and will be equal to:

1. 25% of such gain, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and

2. 41% of the gain, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners. In the case of a transfer of Shares, to fund this Irish tax liability the Company may appropriate or cancel other Shares held by the Shareholder. This may result in further Irish tax becoming due.

Generally, a Shareholder will have no further Irish tax liability in respect of the redemption or transfer. However, if the Shareholder is a company for which the redemption or transfer payment is a trading receipt, the gross payment (including the Irish tax deducted) less the cost of acquiring the Shares will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

If Shares are not denominated in euro, a Shareholder may be liable (on a self-assessment basis) to Irish capital gains taxation on any currency gain arising on the redemption or transfer of the Shares.

Eighth Anniversary Events

If a non-exempt Irish resident Shareholder does not dispose of Shares within eight years of acquiring them, the Shareholder will be deemed for Irish tax purposes to have disposed of the Shares on the eighth anniversary of their acquisition (and any subsequent eighth anniversary). On such deemed disposal, the Company will account for Irish tax in respect of the increase in value (if any) of those Shares over that eight year period. The amount of Irish tax accounted for will be equal to:

1. 25% of such increase in value, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and

2. 41% of the increase in value, in all other cases.

The Company will pay this tax to the Irish Revenue Commissioners. To fund the Irish tax liability, the Company may appropriate or cancel Shares held by the Shareholder.

However, if less than 10% of the Shares (by value) in the Company are held by non-exempt Irish resident Shareholders, the Company may elect not to account for Irish tax on this deemed disposal. To claim this election, the Company must:

1. confirm to the Irish Revenue Commissioners, on an annual basis, that this 10% requirement is satisfied and provide the Irish Revenue Commissioners with details of any non-exempt Irish

resident Shareholders (including the value of their Shares and their Irish tax reference numbers); and

2. notify any non-exempt Irish resident Shareholders that the Company is electing to claim this exemption.

If the exemption is claimed by the Company, any non-exempt Irish resident Shareholders must pay to the Irish Revenue Commissioners on a self-assessment basis the Irish tax which would otherwise have been payable by the Company on the eighth anniversary (and any subsequent eighth anniversary).

Any Irish tax paid in respect of the increase in value of Shares over the eight year period may be set off on a proportionate basis against any future Irish tax which would otherwise be payable in respect of those Shares and any excess may be recovered on an ultimate disposal of the Shares.

Share exchanges

Where a Shareholder exchanges Shares on arm's length terms for other Shares in the Company or for Shares in another Portfolio of the Company and no payment is received by the Shareholder, the Company will not deduct Irish tax in respect of the exchange.

Stamp duty

No Irish stamp duty (or other Irish transfer tax) will apply to the issue, transfer or redemption of Shares. If a Shareholder receives a distribution *in specie* of assets from the Company, a charge to Irish stamp duty could potentially arise.

Gift and Inheritance tax

Irish capital acquisitions tax (at a rate of 33%) can apply to gifts or inheritances of Irish situate assets or where either the person from whom the gift or inheritance is taken is Irish domiciled, resident or ordinarily resident or the person taking the gift or inheritance is Irish resident or ordinarily resident.

The Shares could be treated as Irish situate assets because they have been issued by an Irish company. However, any gift or inheritance of Shares will be exempt from Irish gift or inheritance tax once:

1. the Shares are comprised in the gift or inheritance both at the date of the gift or inheritance and at the 'valuation date' (as defined for Irish capital acquisitions tax purposes);

2. the person from whom the gift or inheritance is taken is neither domiciled nor ordinarily resident in Ireland at the date of the disposition; and

3. the person taking the gift or inheritance is neither domiciled nor ordinarily resident in Ireland at the date of the gift or inheritance.

FATCA

Ireland has an intergovernmental agreement with the United States of America (the "**IIGA**") in relation to FATCA, of a type commonly known as a 'model 1' agreement. Ireland has also enacted regulations to introduce the provisions of the IIGA into Irish law. The Company intends to carry on its business in such a way as to ensure that it is treated as complying with FATCA, pursuant to the terms of the IIGA. Unless an exemption applies, the Company shall be required to register with the US Internal Revenue Service as a 'reporting financial institution' for FATCA purposes and report information to the Irish Revenue Commissioners relating to Shareholders who, for FATCA purposes, are specified US persons, non-participating financial institutions or passive non-financial foreign entities that are controlled by specified US persons. Exemptions from the obligation to register for FATCA purposes and from the obligation to report information for FATCA purposes are available only in limited circumstances. Any information reported by the Company to the Irish Revenue Commissioners will be

communicated to the US Internal Revenue Service pursuant to the IIGA. It is possible that the Irish Revenue Commissioners may also communicate this information to other tax authorities pursuant to the terms of any applicable double tax treaty, intergovernmental agreement or exchange of information regime.

The Company should generally not be subject to FATCA withholding tax in respect of its US source income for so long as it complies with its FATCA obligations. FATCA withholding tax would only be envisaged to arise on US source payments to the Company if the Company did not comply with its FATCA registration and reporting obligations and the US Internal Revenue Service specifically identified the Company as being a 'non-participating financial institution' for FATCA purposes.

Automatic reporting of Shareholder information to other tax authorities

The Council of the EU has recently adopted Directive 2014/107/EU, which amends Directive 2011/16/EU on administrative cooperation in the field of taxation. This 2014 Directive provides for the adoption of the regime known as the "Common Reporting Standard" proposed by the Organisation for Economic Co-operation and Development and will, once implemented into national law, generalise the automatic exchange of information within the European Union as of 1 January 2016. Under these measures, the Company may be required to report information relating to Shareholders, including the identity and residence of Shareholders, and income, sale or redemption proceeds received by Shareholders in respect of the Shares. This information may be shared with tax authorities in other EU member states and jurisdictions which implement the OECD Common Reporting Standard.

The OECD Common Reporting Standard will replace the previous European information reporting regime in respect of savings income under Directive 2003/48/EC (commonly known as the EU Savings Directive regime), which is to be repealed in Ireland with effect from 1 January 2017.

Meaning of terms

Meaning of 'Residence' for Companies

A company which has its central management and control in Ireland is tax resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which was incorporated in Ireland on or after 1 January 2015 is tax resident in Ireland except where the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

A company which does not have its central management and control in Ireland but which was incorporated before 1 January 2015 in Ireland is resident in Ireland except where:

1. the company (or a related company) carries on a trade in Ireland and either the company is ultimately controlled by persons resident in EU member states or in countries with which Ireland has a double tax treaty, or the company (or a related company) are quoted companies on a recognised stock exchange in the EU or in a tax treaty country; or

2. the company is regarded as not resident in Ireland under a double tax treaty between Ireland and another country.

Finally, a company that was incorporated in Ireland before 1 January 2015 will also be regarded as resident in Ireland if the company is (i) managed and controlled in a territory with which a double taxation agreement with Ireland is in force (a 'relevant territory'), and such management and control would have been sufficient, if exercised in Ireland, to make the company Irish tax resident; and (ii) the company would have been tax resident in that relevant territory under its laws had it been incorporated there; and (iii) the company would not otherwise be regarded by virtue of the law of any territory as resident in that territory for the purposes of tax.

Meaning of 'Residence' for Individuals

An individual will be regarded as being tax resident in Ireland for a calendar year if the individual:

1. spends 183 days or more in Ireland in that calendar year; or

2. has a combined presence of 280 days in Ireland, taking into account the number of days spent in Ireland in that calendar year together with the number of days spent in Ireland in the preceding year. Presence in Ireland by an individual of not more than 30 days in a calendar year will not be reckoned for the purposes of applying this 'two year' test.

An individual is treated as present in Ireland for a day if that individual is personally present in Ireland at any time during that day.

Meaning of 'ordinary residence' for individuals

The term 'ordinary residence' (as distinct from 'residence') relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity. An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which the individual is not resident. For example, an individual who is resident and ordinarily resident in Ireland in 2015 and departs Ireland in that year will remain ordinarily resident in Ireland up to the end of the tax year in 2018.

Meaning of 'intermediary'

An 'intermediary' means a person who:

1. carries on a business which consists of, or includes, the receipt of payments from a regulated investment undertaking resident in Ireland on behalf of other persons; or

2. holds units in such an investment undertaking on behalf of other persons.

UNITED STATES

CIRCULAR 230 NOTICE. The following notice is based on U.S. Treasury Regulations governing practice before the U.S. Internal Revenue Service: (1) any U.S. Federal tax advice contained herein, including any opinion of counsel referred to herein, is not intended or written to be used, and cannot be used by any Taxpayer, for the purpose of avoiding U.S. Federal tax penalties that may be imposed on the Taxpayer; (2) any such advice is written to support the promotion or marketing of the transactions described herein (or in any such opinion of counsel); and (3) each Taxpayer should seek advice based on the Taxpayer's particular circumstances from an independent tax adviser.

The discussion herein is for informational purposes only and is a discussion primarily of the U.S. tax consequences to prospective Shareholders who are tax-exempt investors. Each prospective Shareholder should consult its professional tax adviser with respect to the tax aspects of an investment in a Portfolio. Tax consequences may vary depending upon the particular status of a prospective Shareholder. In addition, special considerations (not discussed herein) may apply to persons who are not direct Shareholders in a Portfolio but who are deemed to own Shares as a result of the application of certain attribution rules.

Neither the Company nor any Portfolio has sought a ruling from the U.S. Internal Revenue Service (the "**Service**") or any other U.S. federal, state or local agency with respect to any of the tax issues affecting the Company or a Portfolio, and neither the Company nor any Portfolio has obtained an opinion of counsel with respect to any tax issues.

The following is a summary of certain potential U.S. federal tax consequences which may be relevant to prospective Shareholders. The discussion contained herein is not a full description of the complex tax rules involved and is based upon existing laws, judicial decisions and administrative regulations, rulings and practices, all of which are subject to change, retroactively as well as prospectively. A decision to invest in a Portfolio should be based upon an evaluation of the merits of the trading program, and not upon any anticipated U.S. tax benefits.

United States Tax Status
Each Portfolio intends to operate as a separate corporation for U.S. federal tax purposes. The remainder of the U.S. tax discussion herein assumes that each Portfolio will be treated as a separate corporation for U.S. federal tax purposes.

United States Trade or Business

Section 864(b)(2) of the United States Internal Revenue Code of 1986, as amended (the "IRC"), provides a safe harbor (the "Safe Harbor") applicable to a non-U.S. corporation (other than a dealer in securities) that engages in the US in trading securities (including contracts or options to buy or sell securities) for its own account pursuant to which such non- U.S. corporation will not be deemed to be engaged in a U.S. trade or business. The Safe Harbor also provides that a non- U.S. corporation (other than a dealer in commodities) that engages in the U.S. in trading commodities for its own account is not deemed to be engaged in a U.S. ES trade or business if "the commodities are of a kind customarily dealt in on an organized commodity exchange and if the transaction is of a kind customarily consummated at such place." Pursuant to proposed regulations, a non- U.S. taxpayer (other than a dealer in stocks, securities or derivatives) that effects transactions in the U.S. in derivatives (including (i) derivatives based upon stocks, securities, and certain commodities and currencies, and (ii) certain notional principal contracts based upon an interest rate, equity, or certain commodities and currencies) for its own account is not deemed to be engaged in a U.S. trade or business. Although the proposed regulations are not final, the Service has indicated in the preamble to the proposed regulations that for periods prior to the effective date of the proposed regulations, taxpayers may take any reasonable position with respect to the application of Section 864(b)(2) of the IRC to derivatives, and that a position consistent with the proposed regulations will be considered a reasonable position.

Each Portfolio intends to conduct its business in a manner so as to meet the requirements of the Safe Harbor. Based on the foregoing, a Portfolio's securities and commodities trading activities are not expected to constitute a U.S. trade or business and, except in the limited circumstances discussed below, a Portfolio is not expected to be subject to the regular U.S. income tax on any of its trading profits. However, if certain of a Portfolio's activities were determined not to be of the type described in the Safe Harbor, such Portfolio's activities may constitute a U.S. trade or business, in which case such Portfolio would be subject to U.S. income and branch profits tax on the income and gain from those activities.

Even if the Portfolio's securities trading activity does not constitute a U.S. trade or business, gains realised from the sale or disposition of stock or securities (other than debt instruments with no equity component) of US Real Property Holding Corporations (as defined in Section 897 of the IRC) ("USRPHCs"), including stock or securities of certain Real Estate Investment Trusts ("REITs"), will be generally subject to U.S. income tax on a net basis. However, a principal exception to this rule of taxation may apply if such USRPHC has a class of stock which is regularly traded on an established securities market and a Portfolio generally did not hold (and was not deemed to hold under certain attribution rules) more than 5% of the value of a regularly traded class of stock or securities of such USRPHC at any time during the five year period ending on the date of disposition.[1] Moreover, if a Portfolio were deemed to be engaged in a U.S. trade or business as a result of owning a limited partnership interest in a U.S. business partnership or a similar ownership interest, income and gain realised from that investment would be subject to U.S. income and branch profits tax.

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[1] A Portfolio will also be exempt from tax on dispositions of REIT shares, whether or not those shares are regularly traded, if less than 50% of the value of such shares is held, directly or indirectly, by non-U.S. Persons at all times during the five-year period ending on the date of disposition. However, even if the disposition of REIT shares would be exempt from tax on a net basis, distributions from a REIT (whether or not such REIT is a USRPHC), to the extent attributable to the REIT's disposition of interests in US real property, are subject to tax on a net basis when received by a Portfolio and may be subject to the branch profits tax. Distributions from certain publicly traded REITs to non-US shareholders owning 5% or less of the shares are subject to a 30% gross withholding tax on those distributions and are not subject to tax on a net basis.

Identity of Beneficial Ownership and Withholding on Certain Payments

The HIRE Act was signed into U.S. law in March 2010 creating a new withholding regime referred to as FATCA. In order for a Portfolio to avoid U.S. withholding under FATCA (i.e., a tax of thirty per cent (30%) on certain payments including eventually payments of gross proceeds) made with respect to certain actual and deemed U.S. investments, the Portfolio will generally be required to register with the IRS by 25 April 2014 and agree to identify and report certain of its direct and indirect U.S. account holders (including debtholders and equityholders).

If a Portfolio is subject to rules under an IGA, the Portfolio will implement these FATCA provisions under local law and information may be provided to the local authorities who will then provide it on to the IRS. Investors in a Portfolio will be required to provide to the Portfolio information which identifies any direct and indirect U.S. ownership as well as information that may certify other FATCA compliance or non-U.S. status. A Portfolio will be required to provide information on its direct and indirect U.S. investors to the IRS or local tax authority of the Portfolio. A non-U.S. investor that is a "foreign financial institution" within the meaning of Section 1471(d)(4) of the IRC will generally be required to register with the IRS by 25 April 2014 and agree to identify certain of its own direct and indirect U.S. account holders (including debtholders and equityholders).

If the non-U.S. investor is subject to rules under an IGA, the non-U.S. investor will implement these FATCA provisions under local law and information may be provided to the local authorities who will then provide it on to the IRS. A non-U.S. investor who fails to provide requested information to the Portfolio or register and agree to identify such account holders (as applicable) may be subject to the thirty per cent (30%) withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Portfolio and the Directors may take any action in relation to an investor's Shares or redemption proceeds to ensure that such withholding is economically borne by the relevant investor whose failure to provide the necessary information gave rise to the withholding.

Shareholders should consult their own tax advisors regarding the possible implications of these rules on their investments in a Portfolio.

US Withholding Tax

In general, under Section 881 of the IRC, a non-US corporation which does not conduct a US trade or business is nonetheless subject to tax at a flat rate of 30% (or lower tax treaty rate) on the gross amount of certain US source income which is not effectively connected with a US trade or business, generally payable through withholding. Income subject to such a flat tax rate is of a fixed or determinable annual or periodic nature, including dividends, certain “dividend equivalent payments” and certain interest income.

Certain types of income are specifically exempted from the 30% tax and thus withholding is not required on payments of such income to a non-US corporation. The 30% tax does not apply to US source capital gains (whether long or short-term) or to interest paid to a non-US corporation on its deposits with US banks. The 30% tax also does not apply to interest which qualifies as portfolio interest. The term “portfolio interest” generally includes interest (including original issue discount) on an obligation in registered form which has been issued after July 18, 1984 and with respect to which the person who would otherwise be required to deduct and withhold the 30% tax receives the required statement that the beneficial owner of the obligation is not a U.S. Person within the meaning of the IRC. In addition, if any credit default swap is characterized as a contract of insurance or a guarantee, payments received under such credit default swap may be subject to an excise tax or a withholding tax.

Redemption of Shares

Gain realised by Shareholders who are not U.S. Persons within the meaning of the IRC (“non-US Shareholders”) upon the sale, exchange or redemption of Shares held as a capital asset should generally not be subject to US federal income tax provided that the gain is not effectively connected with the conduct of a trade or business in the US However, in the case of non-resident alien

individuals, such gain will be subject to the 30% (or lower tax treaty rate) US tax if (i) such person is present in the US for 183 days or more during the taxable year (on a calendar year basis unless the non-resident alien individual has previously established a different taxable year) and (ii) such gain is derived from US sources.

Generally, the source of gain upon the sale, exchange or redemption of Shares is determined by the place of residence of the Shareholder. For purposes of determining the source of gain, the IRC defines residency in a manner that may result in an individual who is otherwise a non-resident alien with respect to the US being treated as a US resident only for purposes of determining the source of income. Each potential individual Shareholder who anticipates being present in the US for 183 days or more (in any taxable year) should consult his tax adviser with respect to the possible application of this rule.

Gain realised by a non-US Shareholder engaged in the conduct of a US trade or business will be subject to US federal income tax upon the sale, exchange or redemption of Shares if such gain is effectively connected with its US trade or business.

Tax-Exempt U.S. Persons

The term "Tax-Exempt U.S. Person" means a U.S. Person within the meaning of the IRC that is exempt from payment of U.S. federal income tax. Generally, a Tax-Exempt U.S. Person is exempt from federal income tax on certain categories of income, such as dividends, interest, capital gains and similar income realised from securities investment or trading activity. This type of income is exempt even if it is realised from securities trading activity which constitutes a trade or business. This general exemption from tax does not apply to the "unrelated business taxable income" ("**UBTI**") of a Tax-Exempt U.S. Person. Generally, except as noted above with respect to certain categories of exempt trading activity, UBTI includes income or gain derived from a trade or business, the conduct of which is substantially unrelated to the exercise or performance of the Tax-Exempt U.S. Person's exempt purpose or function. UBTI also includes (i) income derived by a Tax-Exempt U.S. Person from debt-financed property and (ii) gains derived by a Tax-Exempt U.S. Person from the disposition of debt-financed property.

In 1996, Congress considered whether, under certain circumstances, income derived from the ownership of the shares of a non-US corporation should be treated as UBTI to the extent that it would be so treated if earned directly by the shareholder. Subject to a narrow exception for certain insurance company income, Congress declined to amend the IRC to require such treatment. Accordingly, based on the principles of that legislation, a Tax-Exempt U.S. Person investing in a non-US corporation such as a Portfolio is not expected to realise UBTI with respect to an unleveraged investment in Shares. The U.S. tax treatment of any rebate of fees made by the Manager or the Investment Manager to a Tax-Exempt U.S. Person is not entirely clear. Tax-Exempt U.S. Persons are urged to consult their own tax advisers concerning the U.S. tax consequences of an investment in a Portfolio and the receipt of such payments.

There are special considerations which should be taken into account by certain beneficiaries of charitable remainder trusts that invest in a Portfolio. Charitable remainder trusts should consult their own tax advisers concerning the tax consequences of such an investment on their beneficiaries.

Reporting Requirements for U.S. Persons

Each Portfolio is considered a passive foreign investment company ("PFIC") within the meaning of the IRC. Any U.S. person within the meaning of the IRC who holds shares in a PFIC such as a Portfolio is required to report its investment in the PFIC on an annual basis.

Any U.S. Person within the meaning of the IRC owning 10% or more (taking certain attribution rules into account) of either the total combined voting power or total value of all classes of the shares (the "10% Amount") of a non-US corporation such as a Portfolio will likely be required to file an information return with the Service containing certain disclosure concerning the filing shareholder, other shareholders and the corporation. Any U.S. Person within the meaning of the IRC who within such U.S. Person's tax year (A) acquires shares in a non-US corporation such as a Portfolio, so that either (i) without regard to shares already owned, such U.S. Person acquires the 10% Amount or (ii) when

added to shares already owned by the U.S. Person, such U.S. Person's total holdings in the non-US corporation reaches the 10% Amount or (B) disposes of shares in a non-US corporation so that such U.S. Person's total holdings in the non-US corporation falls below the 10% Amount (in each such case, taking certain attribution rules into account), will likely be required to file an information return with the Service containing certain disclosure concerning the filing shareholder, other shareholders and the corporation. Each Portfolio has not committed to provide all of the information about a Portfolio or its shareholders needed to complete these returns. In addition, a U.S. Person within the meaning of the IRC that transfers cash to a non-US corporation such as a Portfolio may be required to report the transfer to the Service if (i) immediately after the transfer, such person holds (directly, indirectly or by attribution) at least 10% of the total voting power or total value of such corporation or (ii) the amount of cash transferred by such person (or any related person) to such corporation during the twelve-month period ending on the date of the transfer exceeds USD100,000.

Certain U.S. Persons ("**Potential Filers**") who have an interest in a foreign financial account during a calendar year are generally required to file Form TD F 90-22.1 (an "FBAR") with respect to such account. Failure to file a required FBAR may result in civil and criminal penalties. Under existing regulatory guidance, Potential Filers who do not own (directly or indirectly) more than 50% of the voting power or total value of the Shares of a Portfolio are generally not obligated to file an FBAR with respect to an investment in the Portfolio. However, Potential Filers should consult with their own advisers regarding the current status of this guidance.

Furthermore, certain U.S. Persons within the meaning of the IRC may have to file Form 8886 ("**Reportable Transaction Disclosure Statement**") with their U.S. tax return, and submit a copy of Form 8886 with the Office of Tax Shelter Analysis of the Service if a Portfolio engages in certain "reportable transactions" within the meaning of U.S. Treasury Regulations. If the Service designates a transaction as a reportable transaction after the filing of a reporting shareholder's tax return for the year in which a Portfolio or such reporting shareholder participated in the transaction, the reporting shareholder may have to file Form 8886 with respect to that transaction within 90 days after the Service makes the designation. Shareholders required to file this report include a U.S. Person within the meaning of the IRC if a Portfolio is treated as a "controlled foreign corporation" and such U.S. Person owns a 10% voting interest. In certain situations, there may also be a requirement that a list be maintained of persons participating in such reportable transactions, which could be made available to the Service at its request. Moreover, if a U.S. Person within the meaning of the IRC recognises a loss upon a disposition of Shares, such loss could constitute a "reportable transaction" for such Shareholder, and such Shareholder would be required to file Form 8886. A significant penalty is imposed on taxpayers who fail to make the required disclosure. The maximum penalty is USD10,000 for natural persons and USD50,000 for other persons (increased to USD100,000 and USD200,000, respectively, if the reportable transaction is a "listed" transaction). Shareholders who are U.S. Persons within the meaning of the IRC (including Tax-Exempt U.S. Persons) are urged to consult their own tax advisers concerning the application of these reporting obligations to their specific situations and the penalty discussed above.

Estate and Gift Taxes

Individual holders of Shares who are neither a present or former US citizens nor US residents (as determined for US estate and gift tax purposes) are not subject to US estate and gift taxes with respect to their ownership of such Shares.

Future Changes in Applicable Law

The foregoing description of U.S. and UK income tax consequences of an investment in and the operations of the Company and the Portfolios is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Other legislation could be enacted that would subject the Company or any Portfolio to income taxes or subject shareholders to increased income taxes.

U.K. Taxation

Brief details of the taxation treatment in the U.K. are set out below. The summary is relevant only to persons holding Shares in the Company as an investment, and who are resident for tax purposes in

the U.K. (except in so far as express reference is made to the treatment of non- U.K. residents). The summary does not apply to special classes of Shareholder, such as financial traders, pension funds or insurance companies, to whom separate rules may apply. The summary is based on current U.K. law and published practice as at the date of this document, which law or practice is, in principle, subject to any subsequent changes. If you are in any doubt as to your tax position, you should consult your own professional advisers. In particular, if you are resident in, or a citizen of, a country other than the U.K. you may be subject to the tax laws and requirements of those jurisdictions and you should seek your own professional advice in respect of your taxation position in those jurisdictions.

The Company

The Directors intend to conduct the affairs of the Company so that it does not become resident in the U.K. for U.K. tax purposes. In these circumstances, the Company should not be subject to U.K. tax on its income and gains (other than potential U.K. withholding tax on interest or certain other kinds of income received by the Company that have a U.K. source), provided that the Company is not regarded for U.K tax purposes as carrying on a trade in the U.K. through a fixed place of business or an agent situated therein that constitutes the Company's U.K. "permanent establishment".

The Company may, under U.K. tax legislation, be regarded as carrying on a trade in the United Kingdom through the agency of the Investment Manager. It is, however, intended that affairs of the Company, the Manager and the Investment Manager should be managed and conducted such that neither the Investment Manager nor any of the persons or entities that are partners in the Investment Manager constitutes a U.K. "permanent establishment" of the Company, by reason of an exemption contained in sections 1142 and 1146 to 1150 (inclusive) of the U.K. Corporation Tax Act 2010. This exemption is often referred to as the Investment Manager Exemption ("**IME**").

In organising its affairs such that it is able to meet the IME conditions, the Company, the Manager and the Investment Manager will take account of a revised statement of practice published by the U.K. tax authorities that sets out their interpretation of the law. However, it cannot be assured that the conditions of the IME will be met at all times in respect of the Company. Failure to qualify for the IME in respect of the Company could subject the Company to U.K. tax liability which could be substantial.

The Shareholders

(A) Income

The Directors do not anticipate paying any dividends in respect of the Shares. See, however, under the heading "Gains" below for a discussion of the tax treatment of any income reported by a Class of Shares in the event that it seeks and obtains reporting fund status.

(B) Gains

Shareholders who are resident in the UK for UK tax purposes should be aware that their Shares will constitute interests in an "offshore fund" (as defined in section 355 Taxation (International and Other Provisions) Act 2010 for the purpose of the Offshore Funds (Tax) Regulations 2009 (as amended), which took effect on 1 December 2009.

Each Class of Shares in each Portfolio is an "offshore fund" and is subject to the new offshore funds regime which came into effect for accounting periods commencing on or after 1 December 2009. Under this regime, gains realised on the disposal of Shares are subject to tax as income in the hands of UK taxpaying investors unless the relevant Class is a "reporting fund" throughout the period during which the Shares have been held by the relevant investor.

Please refer to www.man.com (fund centre section) for a list of the Classes of the Portfolios which have elected to be "Reporting Funds" for UK Offshore Fund purposes. The reportable income for each of the reporting Classes can also be found at www.man.com (fund centre section). Reporting Funds must report their income within six (6) months of their accounting period end. Alternatively please contact your sales representative on +44 207 016 7000.

If a Class is not a reporting fund for an accounting period, then the UK tax position of any UK-taxpaying investors who hold Shares in the relevant Class for any part of that period will be affected. Any gain arising on the sale, redemption or other disposal of such Shares (including on death) held by persons who are resident or ordinarily resident in the UK for UK tax purposes will be taxed at the time of that sale, redemption or disposal as income and not as a capital gain. Accordingly, individual investors will be liable to income tax on the gain, not capital gains tax, and corporate investors will be liable to corporation tax on the gain as if the gain were income, without any allowances or relief applicable to capital gains.

If a Class is a reporting fund for every accounting period during any part of which a relevant Shareholder has held its Shares of the Class, UK taxpaying individuals will be liable to capital gains tax on gains realised on disposals of holdings in the Class according to their personal circumstances, and UK corporation tax paying companies will similarly be subject to corporation tax on such gains as chargeable gains.

In order for a Class to be a "reporting fund", very broadly, the Class must either distribute and / or report all its income to investors each year. Shareholders should be aware that they will be taxable on any amounts reported, regardless of the fact that they may not receive a physical distribution of such income.

Special rules apply in certain circumstances for determining the income of a Class if it is a reporting fund. Where a Class invests in other funds which are themselves reporting funds, any income received from or reported by such funds must be included in the reportable income of the Class for the period. However, where a Class invests in a non-reporting fund, there are two possible outcomes. Broadly, where the Class has sufficient information to allow it to compute the income of the underlying fund, then generally the Class can use the appropriate proportion of this for the purposes of computing its own income and treat the Class's holding in the underlying Fund as if such underlying fund is a reporting fund. If this is not possible, then the Class must bring the fair value increase of its holding in the underlying fund over the Class's accounting period (i.e. it computes the fair value at the beginning of the period and deducts that amount from the fair value at the end of the period) into account as its income. This would result in the Class distributing/reporting this amount to its Shareholders, which would generally be unfavourable for tax paying UK Shareholders. There is provision for carry forward of fair value losses, so that they can be offset against future fair value gains.

It is intended that where reasonably possible and considered to be beneficial for the Shareholders in a Class as a whole, the Directors, at their sole discretion, may conduct the affairs of the Company so as to enable the Class to make an election to become a "reporting fund" from the date of its launch and, in such circumstances, application for approval of the Class as a reporting fund will be made to HMRC. If considered appropriate, the Directors will endeavour to ensure that reporting fund status is obtained and maintained, however, this cannot be guaranteed. Shareholders should contact the Administrator or Investment Manager to determine whether such certification has been obtained (and continues to be maintained) in relation to a particular Class.

If a Class is a reporting fund, then Shareholders resident in the UK for taxation purposes will generally be liable to UK income tax or corporation tax in respect of any reported income in accordance with their own tax circumstances.

For the purposes of the above, reported income includes distributed income and any excess of reportable income over distributions, which is deemed to be distributed for UK tax purposes upon the final day of the relevant accounting period.

Excess reportable income will generally be taxed as a dividend. If so, U.K. resident individuals should generally be entitled to a non-payable dividend tax credit equal to 1/9th of the dividend paid or deemed to be paid. Individuals liable to U.K. income tax at the higher rate will have to pay income tax, after taking into account the tax credit, equivalent to twenty five (25) per cent of their net receipt or deemed receipt. (However, taxpayers subject to the additional rate of income tax will have to pay income tax, after taking into account the tax credit, approximately equivalent to thirty one (31) per cent of their net receipt or deemed receipt.) Individuals who are exempt from U.K. tax will not be liable to tax on the dividends, but will not be able to reclaim the dividend tax credit. A shareholder within the charge to U.K. corporation tax, which is not a "small company", should generally be exempt from U.K. corporation tax on dividends and deemed dividends unless certain anti-avoidance provisions apply.

Dividends and other income distributions paid to individuals by a Portfolio will be taxed as interest where a Portfolio fails to satisfy the "qualifying investments test". If so, no tax credit would be available in respect of the dividend and the applicable rates of tax would be twenty (20) per cent for basic rate tax payers and forty (40) per cent for higher rate taxpayers (increasing to forty five (45) per cent for taxpayers subject to the additional rate of income tax). Individuals who are exempt from U.K. tax will not be liable to tax on the deemed interest. Also, persons within the charge to U.K. corporation tax should note that under the loan relationships regime, if at any time in an accounting period such a person holds an interest in a Portfolio, and there is a time in that period when the Portfolio fails to satisfy the "qualifying investments test", the interest held by such a person will be treated for that period as if it were rights under a creditor relationship for the purposes of the regime. A Portfolio will fail to satisfy the "qualifying investments test" at any time when more than sixty (60) per cent of its assets (broadly, other than cash awaiting investment) by market value comprise government and corporate debt, securities or cash on deposit or certain derivative contracts or holdings in other funds which at any time in the relevant accounting period do not themselves satisfy the "qualifying investments test".

Anti-Avoidance Provisions

The U.K. tax rules contain a number of anti-avoidance codes that can apply to U.K. investors in offshore funds in particular circumstances. It is not anticipated that they will normally apply to Shareholders. Any U.K. taxpaying investor who (together with connected persons) holds over twenty five (25) per cent of the Company should take specific advice.

Hong Kong Taxation

The Company

Exposure to Hong Kong profits tax will only arise if the Company is treated as carrying on a trade or business in Hong Kong either on its own account or through the agency of an Investment Adviser If the Company is treated as carrying on business in Hong Kong, a liability to profits tax, the rate of which is currently sixteen and a half per cent (16.5%), will only exist in respect of any profits which arise in or are derived from Hong Kong from that trade or business and which are not capital profits. Such amounts may include profits arising from the disposal of Securities (except those held as capital assets) listed on the Hong Kong Stock Exchange, unlisted Securities where the purchase or sale contracts are effected in Hong Kong and interest income arising from certain debt instruments where the loan funds were first made available to the issuer in Hong Kong. There is no withholding tax on dividends.

Under the Revenue (Profits Tax Exemption for Offshore Funds) Ordinance 2006, funds resident outside Hong Kong ("**Offshore Funds**") are exempted from Hong Kong profits tax providing certain conditions are met. It is the intention of the Directors to conduct the affairs of the Company as far as possible to comply with the conditions for exemption from profits tax.

Other Taxes

Prospective Shareholders should consult their own counsel regarding tax laws and regulations of any other jurisdiction which may be applicable to them.

THE TAX AND OTHER MATTERS DESCRIBED IN THIS PROSPECTUS DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS, LEGAL OR TAX ADVICE TO PROSPECTIVE SHAREHOLDERS.

ERISA CONSIDERATIONS

<u>CIRCULAR 230 NOTICE.</u> THE FOLLOWING NOTICE IS BASED ON U.S. TREASURY REGULATIONS GOVERNING PRACTICE BEFORE THE U.S. INTERNAL REVENUE SERVICE: (1) ANY U.S. FEDERAL TAX ADVICE CONTAINED HEREIN, INCLUDING ANY OPINION OF COUNSEL REFERRED TO HEREIN, IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY ANY TAXPAYER, FOR THE PURPOSE OF AVOIDING U.S. FEDERAL TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (2) ANY SUCH ADVICE IS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS DESCRIBED HEREIN (OR IN ANY SUCH OPINION OF COUNSEL); AND (3) EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

THE FOLLOWING SUMMARY OF CERTAIN ASPECTS OF THE U.S. EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA") IS BASED UPON ERISA, JUDICIAL DECISIONS, DEPARTMENT OF LABOR REGULATIONS AND RULINGS IN EXISTENCE ON THE DATE OF THIS PROSPECTUS. THIS SUMMARY IS GENERAL IN NATURE AND DOES NOT ADDRESS EVERY ERISA ISSUE THAT MAY BE APPLICABLE TO THE COMPANY OR A PARTICULAR INVESTOR. ACCORDINGLY, EACH PROSPECTIVE INVESTOR SHOULD CONSULT WITH ITS OWN COUNSEL IN ORDER TO UNDERSTAND THE ERISA ISSUES AFFECTING THE COMPANY, THE PORTFOLIOS AND SUCH INVESTOR

General

Persons who are fiduciaries with respect to a U.S. employee benefit plan or trust within the meaning of and subject to the provisions of ERISA (an "**ERISA Plan**"), and an individual retirement account or a Keogh plan subject solely to the provisions of the IRC[1] (each, an "**Individual Retirement Fund**") should consider, among other things, the matters described below before determining whether to invest in the Company and a particular Portfolio or Portfolios.

ERISA imposes certain general and specific responsibilities on persons who are fiduciaries with respect to an ERISA Plan, including prudence, diversification, avoidance of prohibited transactions and compliance with other standards. In determining whether a particular investment is appropriate for an ERISA Plan, U.S. Department of Labor ("**DOL**") regulations provide that a fiduciary of an ERISA Plan must give appropriate consideration to, among other things, the role that the investment plays in the ERISA Plan's portfolio, taking into consideration whether the investment is designed reasonably to further the ERISA Plan's purposes, the risk and return factors of the potential investment, the portfolio's composition with regard to diversification, the liquidity and current return of the total portfolio relative to the anticipated cash flow needs of the ERISA Plan, the projected return of the total portfolio relative to the ERISA Plan's funding objectives, and the limitation on the rights of Shareholders to redeem all or any part of their Shares or to transfer their Shares. Before investing the assets of an ERISA Plan in a particular Portfolio, a fiduciary should determine whether such an investment is consistent with its fiduciary responsibilities and the foregoing regulations. For example, a fiduciary with respect to an ERISA Plan should consider whether an investment in a particular Portfolio may be too illiquid or too speculative for a particular ERISA Plan and whether the assets of the ERISA Plan would be sufficiently diversified. If a fiduciary with respect to an ERISA Plan breaches its responsibilities with regard to selecting an investment or an investment course of action for such ERISA Plan, the fiduciary may be held personally liable for losses incurred by the ERISA Plan as a result of such breach.

Plan Assets Defined

ERISA and applicable DOL regulations describe when the underlying assets of an entity in which benefit plan investors ("**Benefit Plan Investors**") invest are treated as "plan assets" for the purposes of ERISA. Under ERISA the term Benefit Plan Investors is defined to include an "employee benefit plan" that is subject to the provisions of Title I of ERISA, a "plan" that is subject to the prohibited transaction provisions of Section 4975 of the IRC and entities the assets of which are treated as "plan assets" by reason of investment therein by Benefit Plan Investors.

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[1] References hereinafter made to ERISA include parallel references to the IRC.

Under ERISA, as a general rule, when an ERISA Plan invests assets in another entity, the ERISA Plan's assets include its investment, but do not, solely by reason of such investment, include any of the underlying assets of the entity. However, when an ERISA Plan acquires an "equity interest" in an entity that is neither: (a) a "publicly offered security"; nor (b) a security issued by an investment fund registered under the U.S. Company Act, then the ERISA Plan's assets include both the equity interest and an undivided interest in each of the underlying assets of the entity, unless it is established that:

(i) the entity is an "operating company"; or
(ii) the equity participation in the entity by Benefit Plan Investors is limited.

Under ERISA, the assets of an entity (in this case a Portfolio) will not be treated as "plan assets" if Benefit Plan Investors hold less than 25% (or such higher percentage as may be specified in regulations promulgated by the DOL) of the value of each class of equity interests in the entity (in this case a Portfolio). Equity interests held by a person (x) with discretionary authority or control with respect to the assets of such entity and (y) equity interests held by a person who provides investment advice for a fee (direct or indirect) with respect to such assets or any affiliate of any such person (other than a Benefit Plan Investor), are not considered for purposes of determining whether the assets of such entity will be treated as "plan assets" for purposes of ERISA. The Benefit Plan Investor percentage of ownership test applies at the time of an acquisition by any person of the equity interests. In addition, an advisory opinion of the DOL takes the position that a redemption of an equity interest by an investor constitutes the acquisition of an equity interest by the remaining investors (through an increase in their percentage ownership of the remaining equity interests), thus triggering an application of the Benefit Plan Investor percentage of ownership test at the time of the redemption.

Limitation on Investments by Benefit Plan Investors

It is the current intent of the Investment Manager to monitor the investments in each Portfolio to ensure that the aggregate investment by Benefit Plan Investors does not equal or exceed 25% of the value of any class of equity interest (or such higher percentage as may be specified in regulations promulgated by the DOL) relating to each particular Portfolio so that assets of none of the Portfolios will be treated as "plan assets" under ERISA. Equity interests held by the Investment Manager and its affiliates are not considered for purposes of determining whether the assets of a Portfolio will be treated as "plan assets" for the purpose of ERISA. If the assets of a Portfolio were treated as "plan assets" of a Benefit Plan Investor, the Investment Manager would be a "fiduciary" (as defined in ERISA and the IRC) with respect to each Benefit Plan Investor that invested in the Portfolio, and would be subject to the obligations and liabilities imposed on fiduciaries by ERISA. In such circumstances, such Portfolio would be subject to various other requirements of ERISA and the IRC. In particular, such Portfolio would be subject to rules restricting transactions with "parties in interest" and prohibiting transactions involving conflicts of interest on the part of fiduciaries, which might result in a violation of ERISA and the IRC unless the Company obtained appropriate exemptions from the DOL allowing such Portfolio to conduct its operations as described herein. As described above under "Redemption of Shares", the Directors reserve the right to compulsorily redeem all or part of the Shares held by any Shareholder, including, without limitation, to ensure compliance with the percentage limitation on investment in each of the Portfolios by Benefit Plan Investors as set forth above. Notwithstanding the foregoing, the Directors reserve the right, in their sole and absolute discretion, to allow equity participation of Benefit Plan Investors in one or more of the Portfolios to equal or exceed to the aforementioned percentage of ownership limitation and thereafter to comply with the provisions of ERISA and/or the IRC in connection with the management of such Portfolio.

Representations by Plans

An ERISA Plan proposing to invest in a particular Portfolio will be required to represent that it is, and any fiduciaries responsible for the ERISA Plan's investments are, aware of and understand such Portfolio's investment objectives, policies and strategies, and that the decision to invest plan assets in the particular Portfolio was made with appropriate consideration of relevant investment factors with regard to the ERISA Plan and is consistent with the duties and responsibilities imposed upon fiduciaries with regard to their investment decisions under ERISA.

WHETHER OR NOT THE ASSETS OF A PARTICULAR PORTFOLIO ARE TREATED AS "PLAN ASSETS" UNDER ERISA, AN INVESTMENT IN SUCH PORTFOLIO BY AN ERISA PLAN IS SUBJECT TO ERISA. ACCORDINGLY, FIDUCIARIES OF ERISA PLANS SHOULD CONSULT WITH THEIR OWN COUNSEL AS TO THE CONSEQUENCES UNDER ERISA OF AN INVESTMENT IN A PORTFOLIO.

ERISA Plans and Individual Retirement Funds Having Prior Relationships with the Investment Manager or its Affiliates

Certain prospective ERISA Plan and Individual Retirement Fund investors may currently maintain relationships with the Investment Manager or other entities that are affiliated with the Investment Manager. Each of such entities may be deemed to be a party in interest to, and/or a fiduciary of, any ERISA Plan or Individual Retirement Fund to which any of the Investment Manager or its affiliates provides investment management, investment advisory or other services. ERISA prohibits ERISA Plan assets to be used for the benefit of a party in interest, and also prohibits an ERISA Plan fiduciary from using its position to cause the ERISA Plan to make an investment from which it, or certain third parties in which such fiduciary has an interest, would receive a fee or other consideration. Similar provisions are imposed by the IRC with respect to Individual Retirement Funds. ERISA Plan and Individual Retirement Fund investors should consult with counsel to determine if participation in the Company is a transaction that is prohibited by ERISA or the IRC.

The provisions of ERISA are subject to extensive and continuing administrative and judicial interpretation and review. The discussion of ERISA contained herein is, of necessity, general and may be affected by future publication of regulations and rulings. Prospective investors should consult with their legal advisers regarding the consequences under ERISA of the acquisition and ownership of Shares.

GENERAL

THE SHARE CAPITAL

The authorised share capital of the Company is EUR38,092.14 divided into 30,000 Subscriber Shares of EUR1.269 each and 500,000,000,000 Shares of no par value initially designated as unclassified Shares. The Directors are empowered to issue up to 500,000,000,000 Shares of no par value designated as Shares of any series or Class on such terms as they think fit.

The issued capital of the Company as of 31 December 2015 was USD5.6 billion. All but two of the Subscriber Shares may be redeemed by the Company at a price of EUR1.269 per Share on any Dealing Day. It is proposed that the two remaining Subscriber Shares will not be redeemed by the Company. The Subscriber Shares entitle the holders to attend and vote at general meetings of the Company but do not entitle the holders to participate in the profits or assets of the Company except for a return of capital on a winding-up. The Shares entitle the holders to attend and vote at general meetings of the Company and to participate in the profits and assets of the Company. There are no pre-emption rights attaching to the Shares.

VARIATION OF SHARE CAPITAL

The Company may from time to time by Ordinary Resolution increase its capital, consolidate its Shares or any of them into a smaller number of Shares, sub-divide Shares or any of them into a larger number of Shares or cancel any Shares not taken or agreed to be taken by any person. The Company may by Special Resolution from time to time reduce its share capital in any way permitted by Irish law.

VARIATION OF SHAREHOLDER RIGHTS

The rights attached to each series of Shares (and for these purposes, reference to any series of Shares shall include reference to any Class of that series) may, whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued Shares of that series or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that series. The provisions of the Articles in relation to general meetings shall apply to every such separate general meeting except that the necessary quorum at any such meeting shall be two persons holding or representing by proxy at least one-third of the issued Shares of the series in question or, at an adjourned meeting, one person holding Shares of the series in question or his proxy. Any holder of Shares representing one tenth of the Shares in issue of the series in question present in person or by proxy may demand a poll. The rights attaching to any series of Shares shall not be deemed to be varied by the creation or issue of further Shares of that series or of any other series ranking *pari passu* with Shares already in issue, unless otherwise expressly provided by the terms of issue of those Shares.

VOTING RIGHTS

The Articles provide that on a show of hands at a general meeting of the Company every Shareholder and Subscriber Shareholder present in person or by proxy shall have one vote and on a poll at a general meeting every Shareholder and Subscriber Shareholder shall have one vote in respect of each Share or Subscriber Share, as the case may be, held by him; provided, however, that, in relation to a resolution which in the opinion of the Directors affects more than one series or Class of Shares or gives or may give rise to a conflict of interest between the shareholders of the respective series or Classes, such resolution shall be deemed to have been duly passed, only if, in lieu of being passed through a single meeting of the Shareholders of those series or Classes, such resolution shall have been passed at a separate meeting of the Shareholders of each such series or Class.

MEMORANDUM AND ARTICLES OF ASSOCIATION

The sole object of the Company, as set out in Clause 2 of the Memorandum and Articles of Association, is the collective investment of its funds in transferable securities with the aim of spreading investment risk and giving Shareholders the benefit of the results of the management of its funds.

All holders of Shares are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of Company, copies of which are available as described under the section entitled "General – Documents for Inspection".

CONFLICTS OF INTEREST

The Manager, the Depositary, the Administrator, the Investment Managers and the Distributors may from time to time act as manager, registrar, administrator, trustee, depositary, investment manager or adviser, service provider or distributor in relation to, or be otherwise involved in, other funds or collective investment schemes which have similar investment objectives to those of the Company or any Portfolio. It is, therefore, possible that any of them or their respective principals, shareholders, members, directors, officers or agents may, in the due course of their business, have potential conflicts of interests with the Company or any Portfolio. Each will at all times have regard in such event to its obligations under the Memorandum and Articles of Association and/or any agreements to which it is party or by which it is bound in relation to the Company or any Portfolio and, in particular, but without limitation to its obligations to act in the best interests of the Shareholders when undertaking any investments where conflicts of interest may arise and they will each respectively endeavour to ensure that such conflicts are resolved fairly and, in particular, each Investment Manager has agreed to act in a manner which the Investment Manager in good faith considers fair and equitable in allocating investment opportunities to the Company.

There is no prohibition on dealing in assets of the Company by entities related to the Depositary, the Manager, an Investment Manager or a Distributor provided that such transactions are carried out as if negotiated at arm's length and in the best interests of the Shareholders. Dealings in assets of the Company will be deemed to have been carried out as if negotiated at arm's length if (i) a certified valuation of such transaction by a person approved by the Depositary as independent and competent has been obtained, or (ii) such transaction has been executed on best terms on an organised investment exchange under that exchange's rules, or (iii) where (i) or (ii) are not practical, such transaction has been executed on terms which the Depositary (or the Manager in the case of a transaction involving the Depositary) is satisfied conform with the principle that such transactions be carried out as if effected on normal commercial terms negotiated at arm's length, and provided that any such transaction is in the best interest of the Shareholders. The Depositary (or the Manager, in the case of a transaction involving the Depositary) shall document how the above requirements were conformed with. With regard to (c) above, the Depositary (or the Manager, in the case of a transaction involving the Depositary) shall document their rationale for being satisfied that the transaction conformed with the above requirements.

In particular, but without limitation, the Depositary may hold funds for the Company subject to the provisions of the Central Banks Act 1942 to 1989 as amended.

Employees or officers of the Investment Managers or their affiliates may directly or indirectly acquire Shares. Any acquisition or divestment of shares by such individuals shall be on terms which are no more favourable than those applying to all Shareholders. Each Investment Manager will maintain internal procedures to ensure that the size and timing of any subscriptions or redemptions of shares by such individuals shall not conflict with any duties owed to Shareholders and the Company by the Investment Manager or its affiliates or any employees or officers thereof.

From time to time, brokers may (but are not obliged to) assist the Company in raising additional funds from investors, and representatives of the Investment Managers may speak at conferences and programs sponsored by such brokers for investors interested in investing in investment funds. Through such "capital introduction" events, prospective investors in the Company would have the opportunity to meet with the Investment Managers. Currently, none of the Investment Managers, the Manager or the Company compensates any broker for organising such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the

future. By taking part in an event organised by a particular broker, the Investment Managers do not become subject to any obligation to use such broker in connection with brokerage, financing and other activities of the Company and the Investment Managers will not commit to allocate a particular amount of brokerage to a broker in any such situation.

Each of the Investment Managers utilises various brokers and dealers to execute securities transactions. Portfolio transactions for the Company are allocated to brokers and dealers on the basis of best execution in accordance with the rules of the FCA (in the case of GLG LP) and with such US Federal Securities laws as may be applicable based on a number of factors, including, without limitation, price, the ability of the brokers and dealers to effect the transactions, the brokers' and dealers' facilities, reliability and financial responsibility. The Investment Managers need not solicit competitive bids and do not have an obligation to seek the lowest available commission cost provided best execution is provided. In the case of GLG LP, any use of dealing commission to purchase goods and services must comply with the rules of the FCA and the SEC on inducements and the use of dealing commission, and accordingly, dealing commissions will only be used to acquire execution services which meet certain criteria and research which is substantive.

Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended ("Section 28(e)") is a "safe harbour" that permits an investment manager to use commissions or "soft dollars" to obtain certain research and brokerage services in connection with the investment decision-making process. Although soft dollars will be used for brokerage and research products and services within the safe harbour provided by Section 28(e), soft dollars may be generated in transactions and pursuant to arrangements not falling within the Section 28(e) safe harbour. Soft dollars generated through transactions other than agency transactions in securities and certain riskless principal transactions in securities (e.g. transactions in derivatives and principal transactions involving securities that are not riskless principal transactions with clearly-defined compensation) do not fall within the safe harbour created by Section 28(e) and may be utilised to obtain brokerage and research products and services. The Investment Managers will generally not know the precise amount of compensation received by broker-dealers in connection with such transactions, which makes it difficult for the Investment Managers to make the determination necessary in connection with any use of soft dollars within the safe harbour that that the amount of compensation is reasonable in relation to the value of the products and services received. The benefits provided under any such commission arrangements will be disclosed in the periodic reports of the Company and will assist in the provision of investment services to the Company.

In the case of the Man Numeric Portfolios, Numeric Investors LLC ("Numeric") intends to enter only into soft dollar arrangements that fall within the Section 28(e) safe harbour. In connection with such arrangements, Numeric may receive products and services that meet the definition of "research" or "brokerage" in Section 28(e) even though the Company may not, in any particular instance, be the beneficiary of the products and services received. In some cases, Numeric acquires a research product or service with soft dollars which also has non-research uses. In these cases, Numeric makes a reasonable allocation of the cost of the product or service according to its use. That portion of the product or service which provides administrative or other non-research services is paid for by Numeric in hard dollars. To mitigate any potential conflicts that may arise, Numeric actively manages its soft dollar budget to ensure compliance with Section 28(e) and to ensure that the overall expenditures are reasonable in relation to Numeric's business.

Brokers sometimes suggest a level of business they would like to receive in return for the various products and services they provide. Actual brokerage business received by any broker may be less than the suggested allocation, but can (and often does) exceed the suggested level, because total brokerage is allocated on the basis of all of the considerations described above. A broker is not excluded from receiving business because it has not been identified as providing research services or products. Research products and services received from the Company's brokers may be used by the Investment Managers in servicing all their accounts, and not all such research products and services need be used by the Investment Managers in connection with the Company. Nonetheless, each Investment Manager believes that such investment information provides the Company with benefits by supplementing the research otherwise available to the Company.

From time to time the Investment Managers may utilise the execution services of other Man entities authorised to provide such services.

In formulating trading and investment decisions, the Company may take into account ideas and suggestions put forward to an Investment Manager by brokers through which the Company may from time to time effect trades. However, such use of brokers' ideas and suggestions will be carried on in such a way that no obligations shall arise for the Company or the relevant Investment Manager either to make payment to such brokers in respect of such ideas or suggestions or to effect trades on behalf of the Company with or through such brokers.

In addition to serving as investment manager to the Company, each Investment Manager also provides discretionary investment management services to certain Shareholders in the Company (including any Portfolios that invest in the Company). Serving in this dual capacity may give rise to certain conflicts of interest, particularly because the relevant Investment Manager has actual knowledge of the portfolio positions of the Company. For example, an Investment Manager's redemption of Shares in the Company, at certain times, on behalf of Shareholders in the Company to whom it provides investment management services could operate to the detriment of other Shareholders in the Company. Notwithstanding the foregoing, the Investment Manager will at all times endeavour to act in accordance with their fiduciary obligations to all of their clients.

Subject to applicable law, the Company will not make loans to or engage in principal transactions with, an Investment Manager or any entity controlled by, or under common control with, an Investment Manager. The Company does not currently intend to engage in any transactions with the Investment Managers or any entity controlled by, or under common control with, an Investment Manager.

The Manager, the Investment Managers and their affiliates are not restricted from forming additional investment funds, from entering into other investment advisory relationships or from engaging in other business activities, even though such activities may be in competition with the Company and/or may involve substantial time and resources of the Manager, the Investment Manager and their affiliates. These activities could be viewed as creating a conflict of interest in that time and effort of an Investment Manager and its investment personnel may not be devoted exclusively to the business of the Company but may be allocated between the business of the Company and the management of monies of other advisees of the Investment Manager and other business activities.

Employees or officers of the Investment Managers or their affiliates may directly or indirectly acquire Shares. Any acquisition or divestment of Shares by such individuals shall be on terms which are no more favourable than those applying to all Shareholders. The Investment Managers will maintain internal procedures to ensure that the size and timing of any subscriptions or redemptions of Shares by such individuals shall not conflict with any duties owed to the Shareholders or the Company by the Investment Managers or their affiliates or any employees or officers thereof. Where the competent person valuing unlisted securities is a related party to the Company, a potential conflict of interests may arise, as the fees payable by the Company, which are based on the Net Asset Value, may increase as the value of the Company's investments increases.

A Director may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is interested, provided that he has disclosed to the Directors prior to the conclusion of any such transaction or arrangement the nature and extent of any material interest of his therein. Unless the Directors determine otherwise, a Director may vote in respect of any contract or arrangement or any proposal whatsoever in which he has a material interest, having first disclosed such interest. At the date of this Prospectus other than as disclosed below, no Director nor any connected person has any interest, beneficial or non-beneficial, in the share capital of the Company or any material interest in the Company or in any agreement or arrangement with the Company. The Directors shall endeavour to ensure that any conflict of interest is resolved fairly.

Mr Michael Jackson is a director of the Manager and Managing Partner of Matheson who have been appointed as Legal Advisers to the Company. Ms Victoria Parry is a director of the Manager. Mr John Morton is the Head of UCITS and GLG Products within the Legal Department of Man Group plc, the ultimate parent company of the Manager and the Investment Managers.

MEETINGS

All general meetings of the Company shall be held in Ireland and at least one general meeting of the Company shall be held in each year as the Company's annual general meeting. At least twenty-one (21) days' notice (inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) shall be given to Shareholders. The notice shall specify the place, day and hour of the meeting and the terms of the resolutions to be proposed. A proxy may attend on behalf of any Shareholder. The voting rights attached to the Shares are set out under the heading "General –Voting Rights".

REPORTS AND ACCOUNTS

The Manager shall cause to be prepared an annual report and audited annual accounts for the Company and each Portfolio for the period ending 31 December in each year. These will be forwarded to Shareholders and the Irish Stock Exchange within four (4) months of the end of the relevant accounting period end and at least twenty-one (21) days before the annual general meeting. In addition, the Manager shall cause to be prepared and circulated to Shareholders a half-yearly report which shall include unaudited half-yearly accounts for the Company and each Portfolio. The half-yearly report will be made up to 30 June in each year. Unaudited half-yearly reports will be sent to Shareholders and the Irish Stock Exchange within two (2) months of the end of the relevant accounting period.

ACCOUNT COMMUNICATIONS

The Company, the Manager, the Investment Managers, the Distributors and the Administrator may electronically deliver Account Communications to a Shareholder where the Shareholder has consented to same. Electronic communication by the Company, the Manager, the Investment Managers, the Distributors and the Administrator includes e-mail delivery as well as electronically making available on the relevant section of the Company's or the relevant Investment Manager's internet site, if applicable. It will be the affirmative obligation of the Shareholder to notify the Company in writing if the Shareholder's e-mail address changes.

There are risks, such as systems outages, that are associated with electronic delivery. The Company, the Manager, the Investment Managers, the Distributors and the Administrator will not be liable for any interception of Account Communications.

It is intended that the Company, the Manager, the Investment Managers, the Distributors and the Administrator and their respective directors, officers, employees and agents shall be fully indemnified and shall not be liable to any Shareholders for any loss, damage, expense (including without limitation, legal counsel and professional fees and other costs and expenses incurred in connection with the defence of any claim, action or proceedings) occasioned by act or omission of the Company, the Manager, an Investment Manager, a Distributor or the Administrator and their respective directors, officers and employees in connection with the electronic delivery of Account Communications or transactions sent and received by way of facsimile or other electronic medium, other than as a result of the negligence, wilful default or fraud of any such persons in the performance of their respective duties in respect of the Company.

CONFIDENTIAL INFORMATION

In connection with the Company's ongoing business, Shareholders may receive, or have access to, information concerning the business and affairs of the Company, the Manager and the Investment Managers, or their affiliates, that the Company, the Manager or an Investment Manager reasonably believes to be in the nature of trade secrets, or other information, the disclosure of which the Company, the Manager or an Investment Manager believes is not in the best interests of the Company, the Manager or the relevant Investment Manager or their affiliates, or could damage the Company, the Manager or the relevant Investment Manager or their affiliates or their respective businesses, or which the Company, the Manager or the relevant Investment Manager or their affiliates are required by law or agreement with a third party to keep confidential, including, without limitation,

any information relating to the Company's financial and investment strategy (e.g., portfolio positions, trades and contemplated trades); all notices, letters, and other communications whether written or oral between the Company, the Manager or an Investment Manager or their affiliates and any Shareholders; the names and addresses of each of the Shareholders of the Company, and their initial and subsequent subscriptions (collectively, "Confidential Information"). Each Shareholder will be required to keep confidential, and not to make any use of (other than for purposes reasonably related to its Shares) or disclose to any person or entity, any Confidential Information except to the Shareholder's directors, employees, agents, advisers, or representatives responsible for matters relating to the Company, or any other person or entity approved in writing by the relevant Investment Manager (for itself and on behalf of the Company) (each, an "Authorized Representative") on a need to know basis or as otherwise required by any regulatory authority, law or regulation, or by legal process. Shareholders will not be permitted to reproduce, duplicate, or deliver any of the Prospectus, any material contract referred to in the Prospectus, the Memorandum of Association (as amended from time to time), the Articles or the Application Form to any other person or entity, except Authorized Representatives. Each Shareholder, and each of their employees, representatives or other agents may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of (i) the Company or a Portfolio, and (ii) any of their transactions, and all materials of any kind (including, without limitation, opinions or other tax analyses) that are provided to it relating to such tax treatment and tax structure, it being understood that "tax treatment" and "tax structure" do not include the name or the identifying information of the Company, any of the Portfolios or the parties to a transaction. Prior to making any disclosure required by any regulatory authority, law or regulation, or by legal process, a Shareholder shall be required to use reasonable best efforts to notify the Company, the Manager and the relevant Investment Manager of such disclosure. Prior to any disclosure to its Authorized Representatives Shareholder will be required to advise such Authorized Representative of the obligations set forth in the Prospectus in respect of Confidential Information. Each of the Company, the Manager and each of the Investment Managers has the right to keep confidential from Shareholders, for such period of time as the Company, the Manager or the relevant Investment Manager deems reasonable, any Confidential Information.

DATA PROTECTION

By signing an Application Form, prospective investors:

(a) confirm that they have read this Prospectus and the separate Application Form; and

(b) acknowledge, and (to the extent required) agree that:

(i) any personal data provided by them to the Company in the Application Form and any other personal data provided in connection with their investment in the Company (the "**Personal Data**") (which, as set out below, may include sensitive personal data) may be disclosed to and processed by any Man Group entities and/or affiliates, and/or any other service providers to the Company and/or any Man Group entities, and their affiliated and non-affiliated sub-delegates (the "**Data Processors**") for the Data Purposes (as defined below); and

(ii) Personal Data may be used and disclosed for the purposes of:

(a) processing the Application Form, the administration of their investment in the Company to include the storage and maintenance of shareholders' registers and related activities;

(b) the prevention of money laundering, financing of terrorism or fraud, which may require information about the prospective investor to be screened against sanctions lists and which will require the processing of information as to whether the prospective investor has held political office or has links with proscribed organisations. As a result of these checks this may mean that information is processed which is classed as 'sensitive';

(c) informing the prospective investor about their investment in the Company (including information of a confidential nature);

(d) statistical analysis and market research;

(e) compliance with any legal and regulatory obligations or other requests to disclose information (whether or not having the force of law), where disclosure is considered to be in the legitimate interests of the Company, Man Group, or the third party to whom the information is disclosed (including, without limitation, statutory reporting obligations to the Central Bank of Ireland, the Irish Revenue Commissioners, or other relevant regulators, government bodies and tax authorities including overseas bodies or where necessary to protect the rights and property of the Company or Man Group);

(f) direct marketing of services that Man Group entities and/or affiliates thinks may be of interest to the prospective investor in accordance with the permissions expressed in the Application Form;

(g) allowing service providers retained by Man Group to provide identity verification services to other organisations,

(collectively the "**Data Purposes**").

(c) acknowledge and (to the extent required) consent to the processing of their Personal Data, including the transfer of the Personal Data, to jurisdictions outside the EEA (including, for example, the US) that may not have data protection laws or have data protection laws that have not been deemed by the EU to have the same level of protection as EU data protection law (such transfer will only be carried out for the Data Purposes described above or as otherwise required by law or regulation, and in accordance with applicable data protection legislation);

(d) recognise that they have the right to access and request corrections to the Personal Data. They may also have the right to object to the processing of Personal Data in certain circumstances. To exercise any of these rights (which may be subject to payment of a fee) the prospective investor should contact the Administrator;

(e) acknowledge that their Personal Data will be processed by the Data Processors on behalf of the Company. Their Personal Data will be processed by the Data Processors in accordance with applicable data protection legislation for the purposes of carrying out their services, the Data Purposes described above, conducting financial crime risk management and other such activities, or as otherwise required by law or regulation; and

(f) acknowledge and (to the extent required) consent to the Data Processors or the Company disclosing their Personal Data to third parties where necessary for the Data Purposes. This may include disclosure to third parties such as auditors, the Irish Revenue Commissioners, the Central Bank of Ireland or other regulators or agents and service providers of the Data Processors, who may process the Personal Data for the Data Purposes described above.

Where the prospective investor is an institutional investor, Personal Data (including sensitive personal data) relating to the prospective investor, its directors and officers and its ultimate beneficial owners will be processed as described above, and the prospective investor agrees that it has notified such individuals of, and procured their consent to, such processing of Personal Data and will provide a copy of this consent to Man Group on request.

PERIODIC REPORTS

The Company, acting through an Investment Manager as its delegate, may from time to time elect, in its sole discretion, to make available to the Shareholders, upon request and subject to certain policies and conditions (as described below), regular periodic reports that may contain estimates of the Company's performance, list the Company's investment positions and activities (including potentially full portfolio position information) or contain other information about the Company (collectively, the "Periodic Reports"). Shareholders interested in receiving Periodic Reports should contact the relevant Investment Manager to learn if the Company is making any such reports available. The Company is

not obliged to provide Periodic Reports to the Shareholders. However, if the Company chooses to provide such reports, subject to such policies and conditions as may be established by the relevant Investment Manager (as described below), the Company will endeavour to make the reports available to all requesting Shareholders on equal terms. The Company may discontinue providing Periodic Reports at any time without prior notice.

If provided, Periodic Reports will not be audited and may be based on estimated data that will not reflect reconciliation with the records of the Administrator or other agents of the Company. In addition, Periodic Reports may not reflect the accrual of certain expenses and liabilities of the Company including, without limitation, fees and performance-based compensation that have been, or will be, incurred as of the end of the period in respect of which valuation or performance information contained in the Periodic Report is calculated and which, when accrued, would cause the valuation or rates of return presented in such Periodic Report to be reduced. Estimated returns included in a Periodic Report will be subject to high levels of uncertainty and actual returns may vary significantly from such estimated returns. Therefore, Shareholders should not construe such estimated returns as providing any assurance or guarantee as to actual returns. The NAV at which Shares will be issued and redeemed may differ from the estimates contained in such Periodic Reports. The Company and the Investment Managers make no representation as to the accuracy, completeness, fitness for a particular purpose or timeliness of any information contained in any Periodic Report, and the Company, the Investment Managers and their respective affiliates will not be liable for any loss suffered by a Shareholder as a result of reliance on any such report.

The Company or an Investment Manager may, in its sole discretion but in accordance with any previously approved policies, agree to provide certain Shareholders, including upon request, with additional or different information than that provided to the Shareholders in Periodic Reports as set forth above.

The determination to provide Periodic Reports and other additional or different information to the Shareholders generally or to any particular Shareholder will be subject to such policies and conditions as may be established by the relevant Investment Manager in its sole discretion. The Investment Manager's determination will take into account factors that it deems relevant in its sole discretion, which may include, without limitation, the type or nature of the information requested, confidentiality concerns, potential uses for such information and the intentions of the requesting Shareholder with respect to such information. For instance, the relevant Investment Manager may determine not to make such reports and information available: (i) to any Shareholder that has not entered into an agreement satisfactory to the Investment Manager, in its sole discretion, providing undertakings regarding the use of the information being provided, including an agreement to maintain its confidentiality, (ii) in circumstances where the Investment Manager reasonably believes that such disclosure involves a material risk of information being utilized contrary to the best interests of the Company, or (iii) where disclosure would be made to a person who is, or is a representative of, a resident of a jurisdiction that does not have a legal and regulatory regime considered by the Investment Manager to adequately protect the Company in the event of the abuse of the information so disclosed.

In addition, an Investment Manager may, in its sole discretion and upon request from a Shareholder, provide certain portfolio information to a third party risk measurement firm or a firm providing similar services in order for such firm to prepare risk and/or other reports for such Shareholder, provided that such third party risk measurement firm enters into an agreement satisfactory to the Investment Manager, in its sole discretion, that provides undertakings regarding limitations on the use of the information being provided, including an agreement to maintain its confidentiality and not to disseminate any specific position information regarding the portfolio to the Shareholder. In the event that the Company provides such information to a third party risk measurement firm upon the request of a Shareholder, the Company will endeavour to provide such information to third party risk measurement firms at the request of other Shareholders on similar terms, provided that any such request shall be subject to any guidelines formulated by the relevant Investment Manager, which may be modified from time to time in its sole discretion, as to the conditions with respect to which requests to engage in such a program will be granted.

WINDING UP

The Articles contain provisions to the following effect:

(a) if the Company shall be wound up the liquidator shall, subject to the provisions of the Companies Act 2014 apply the assets of the Company attributable to each Portfolio in such manner and order as he thinks fit in satisfaction of creditors' claims relating to that Portfolio.

(b) the assets available for distribution among the Shareholders shall then be applied in the following priority:

(i) First, in the payment to the holders of the Shares of each series of a sum in the currency in which that series is designated (or in any other currency selected by the liquidator) as nearly as possible equal (at a rate of exchange determined by the liquidator) to the Net Asset Value of the Shares of such series held by such holders respectively as at the date of commencement to wind up provided that there are sufficient assets available in the relevant Portfolio to enable such payment to be made. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Portfolios.

(ii) Secondly, in the payment to the holders of the Subscriber Shares of sums up to the nominal amount paid thereon out of the assets of the Company not comprised within any Portfolios remaining after any recourse thereto under sub-paragraph (1)(i) above. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Portfolios.

(iii) Thirdly, in the payment to the holders of each series of Shares of any balance then remaining in the relevant Portfolio, such payment being made in proportion to the number of Shares of that series held.

(iv) Fourthly, in the payment to the holders of the Shares of any balance then remaining and not comprised within any of the Portfolios, such payment being made in proportion to the number of Shares held.

(c) If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Court) the liquidator may, with the authority of a Special Resolution and any other sanction required by the Companies Acts of Ireland, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the member or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets in respect of which there is liability.

MATERIAL CONTRACTS

The following contracts, which are summarised in the Sections "Management and Administration" and "Fees and Expenses of the Company" above, have been entered into and are, or may be, material:

(i) Amended and Restated Management Agreement dated 29 May 2009 between the Company and the Manager pursuant to which the Manager was appointed to provide certain management services to the Company;

(ii) Amended and Restated Investment Management Agreement dated 29 May 2009 between the Manager and GLG Partners LP pursuant to which GLG Partners LP was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man GLG Portfolios;

(iii) Investment Management Agreement dated 8 December 2014 between the Manager and Numeric pursuant to which Numeric was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man Numeric Portfolios;

(iv) Administration Agreement dated 6 January 1997 (as amended) between the Manager and the Administrator pursuant to which the Administrator was appointed administrator and registrar to the Company;

(v) Distribution Agreement dated 18 September 2000 between the Manager and GLG Partners LP pursuant to which the Manager appointed GLG Partners LP as distributor and placing agent for the sale of Shares in the Man GLG Portfolios;

(vi) Distribution Agreement dated 14 October 2010 between the Manager and Man Investments AG pursuant to which the Manager appointed Man Investments AG as distributor and placing agent for the sale of Shares in the Man Numeric Portfolios;

(vii) Amended and Restated Depositary Agreement dated 14 April 2016 between the Depositary and the Company setting out the basis upon which the Depositary will provide service to the Company;

(viii) Novation Agreement dated 21 December 2001 noting the retirement of Allied Irish Banks plc and providing for the appointment of the Depositary as depositary of all the Company's assets; and

(ix) Administrative Services Agreement dated 24 November 2006, as amended, between the Company, the Manager and the Investment Manager pursuant to which the Investment Manager was appointed to provide certain administrative support services to the Company.

DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected and obtained at the registered office of the Manager at 70 Sir John Rogerson's Quay, Dublin 2 during normal business hours on any Business Day:

(a) the material contracts referred to above;

(b) the Memorandum and Articles of Association of the Company;

(c) the UCITS Regulations;

(d) the latest available annual audited report;

(e) the latest available unaudited half-yearly report; and

(f) a list of past and current directorships and partnerships held by each Director over the last five years.

Copies of any yearly and half-yearly reports may be obtained from the Manager free of charge and may be inspected at the registered office of the Manager during normal business hours on any Business Day and will be sent on request to any Shareholder.

ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY

The Bundesanstalt für Finanzdienstleistungsaufsicht (Federal Agency for Financial Services Supervision) has been notified of the intention to distribute Shares of the Company's Portfolios in the Federal Republic of Germany.

The Paying and Information Agent in Germany is

BHF-BANK Aktiengesellschaft
Bockenheimer Landstrasse 10
60323 Frankfurt am Main

Redemption and switching requests for the Shares of the Portfolios which are authorised for distribution in Germany can be lodged at the Paying Agent.

Redemption proceeds, possible dividends and all other payments can be paid upon request of the Shareholders through the Paying Agent and may also be paid out in cash to the Shareholders.

The latest available Prospectus, the Key Investor Information Documents, the Memorandum and Articles of Association, Annual and Semi-Annual Reports as well as the Issue, Redemption and Switching Prices can be obtained free of charge in hardcopy form at the Information Agent. The Management Agreement, the Investment Management Agreement, the Administration Agreement, the Distribution Agreement, the Custodian Agreement, the Administrative Services Agreement, the UCITS Regulations, and a list of past and current directorships and partnerships held by each Director over the last five years, can be inspected and obtained by Shareholders at the Information Agent.

Issue, Redemption and Switching Prices will be published on the Fund's website https://www.man.com/DE/all-prices. Any other documents and information that must be published in Ireland, with the exception of the agreements mentioned above, the UCITS Regulations, and the list of past and current directorships and partnerships held by each Director over the last five years, will be published for investors in Germany by way of investor letter.

The statement of changes in the composition of the investment portfolio is also available free of charge upon request at the office of the German Paying and Information Agent.

In accordance with § 298 (2) of the Investment Code investors in Germany are informed by way of investor letter and publication in the electronic Federal Gazette (Bundesanzeiger) under the following circumstances:

- Suspension of the redemption of a Portfolio's Shares,
- Termination of the management or winding-up of a Portfolio,
- Any amendments to the articles of association of the company which are inconsistent with the previous investment principles, which affect material investor rights or which relate to remuneration and reimbursement of expenses that may be paid or made out of the asset pool,
- Merger of Portfolios,
- Conversion of a Portfolio in a feeder fund or the amendments to a master fund.

Note: It should be noted that for the following Portfolios Man GLG UK Select Equity, Man GLG MENA Equity, Man Numeric US Large Cap Equity and Man NewSmith Global Equity Alpha no notification has been filed and that the shares of these Portfolios may not be distributed to investors within the scope of applicability of the Investment Code.

GLG Investments plc may elect to comply with the reporting duties pursuant to § 5 (1) Investment Tax Act which have to be observed as prerequisites for the taxation according to §§ 2 and 4 Investment Tax Act with respect to the share classes of any Portfolio. Prior to investing in a Portfolio, investors may contact the Administrator or the Paying and Information Agent in Germany for details of the share

classes and Portfolios in respect of which such election has been made. GLG Investments plc can, however, not guarantee that the tax effects resulting from the compliance with these reporting duties will be achieved at the investor level. Failure to comply with the duties may in addition result in negative tax consequences for investors taxable in Germany investing in the Portfolio. Investors taxable in Germany should not invest in other share classes or other Portfolios as substantial tax charges can be the consequence. Before investing in a Portfolio of GLG Investments plc investors taxable in Germany should therefore discuss with their tax advisers the implications of acquiring, holding, transferring and redeeming Shares in such Portfolio. Investors taxable in Germany are strongly advised to ask for tax advice before investing into Portfolios and share classes which do not fulfill the requirements of the Investment Tax Act.

ADDITIONAL INFORMATION FOR INVESTORS IN AUSTRIA

The Finanzmarktaufsicht (Financial Market Authority) has been notified of the intention to publicly distribute Shares of the Company's Portfolios in Austria with the exception of Man GLG Global Equity, Man GLG European Equity, Man GLG UK Select Equity, Man GLG Global Sustain Equity, Man GLG MENA Equity, Man GLG Global Investment Grade Bond, Man NewSmith Global Equity Alpha, Man Numeric US Large Cap Equity and Man Numeric Global Equity.

The Paying- and Information Agent in Austria (the "Austrian Paying- and Information Agent") is

Raiffeisen Bank International AG
Am Stadtpark 9
1030 Wien

Redemption requests for the Shares of the Portfolios which are authorised for public distribution in Austria can be lodged at the Austrian Paying- and Information Agent.

The Prospectus, the KIIDs, the Memorandum and Articles of Association, the Annual and Semi-Annual Reports as well as the Issue, Sale, Redemption or Repurchase Prices can be obtained free of charge in paper form at the registered office of the management company and at the registered office of the Paying- and Information Agent.

The Prospectus is available in electronic form on https://www.man.com/AT/document-library.

All other information and documents, if any, can be inspected at the Paying- and Information Agent. Issue and Redemption Prices are published on the Fund's website https://www.man.com/AT/all-prices and are available free of charge in printed form at the Company's registered office.

APPENDIX I
DEFINITIONS

In this Prospectus the following words and phrases have the meanings set forth below:

"Account Communications"	means all communications to Shareholders in respect of their investment in the Company, including, without limitation, all current and future account statements; Company documents (including all supplements and amendments thereto); notices (including privacy notices); letters to Shareholders; annual audited financial statements; regulatory communications and other information, documents, data and records.
"Administrator"	means BNY Mellon Fund Services (Ireland) DAC or such other company as may from time to time be appointed to provide administration and related services to the Company in Ireland;
"Application Form"	means, in relation to the Man GLG Portfolios, the application form in respect of the Man GLG Portfolios, in relation to the Man Numeric Portfolios the application form in respect of the Man Numeric Portfolios;
"Articles"	means the Articles of Association of the Company for the time being in force and as may be modified from time to time;
"Auditors"	means Ernst & Young or such other firm of registered auditors as may from time to time be appointed as auditors to the Company;
"Base Currency"	means, in relation to each Portfolio, the currency in which the Net Asset Value of that Portfolio is to be calculated as described under the section entitled "Efficient Portfolio Management – Currency Transactions";
"Business Day"	means a day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business or such other day or days as may be specified;
"Central Bank"	means the Central Bank of Ireland and any successor authority as may be created from time to time in Ireland;
"Central Bank UCITS Regulations"	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015, as may be amended or supplemented from time to time, in addition to any guidance issued by the Central Bank in respect of same;
"Class"	means Shares of a particular Portfolio representing an interest in the Company maintained in respect of such Portfolio but designated as a class of Shares within such Portfolio for the purposes of attributing different proportions of the Net Asset Value of the relevant Portfolio to such Shares to accommodate different charges, dividend arrangements, base currencies, and/or fee or other arrangements specific to such Shares;
"Company"	means GLG Investments plc;

"Dealing Day"	means such Business Day or Business Days as the Directors may from time to time determine in relation to any particular Portfolio and as shall be designated a Dealing Day provided that, in respect of each Portfolio, there shall be at least two Dealing Days in each calendar month. For Man GLG MENA Equity each Business Day, with the exception of Friday, shall be a Valuation Day and a Valuation Day shall be a Dealing Day. For all other Portfolios, each Business Day shall be a Valuation Day and a Valuation Day shall be a Dealing Day.
"Dealing Deadline"	shall, in the case of subscriptions for Shares in a Man GLG Portfolio have the meaning given to it in the section of this Prospectus titled "Subscriptions – Dealing Procedures" and in the case of subscriptions for shares in a Man Numeric Portfolio, it shall have the meaning given to it in the section of the Man Numeric Supplement titled "Subscriptions – Dealing Procedures". In the case of redemptions of Shares in a Man GLG Portfolio, "Dealing Deadline" shall have the meaning given to it in the section of this Prospectus titled "Conversion and Redemption and Transfers of Shares – Redemption", and in the case of redemption of shares in a Man Numeric Portfolio, it shall have the meaning given to it in the section of the Man Numeric Supplement titled "Conversion and Redemption and Transfer of Shares – Redemption of Shares". In all cases, any Director may from time to time permit a later time in exceptional circumstances provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day.
"Declaration"	means a valid declaration in a form prescribed by the Irish Revenue Commissioners for the purposes of Section 739D TCA 1997 (as may be amended from time to time);
"Depositary"	means BNY Mellon Trust Company (Ireland) Limited or such other company in Ireland as may from time to time be appointed as depositary of all the assets of the Company with the approval of the Central Bank;
"Directors"	means the Directors of the Company for the time being and any duly constituted committee thereof;
"Distributor"	means any of GLG Partners LP, Man Investments AG and/or such other persons, firms or companies as may from time to time be appointed as distributors or co-distributors or sub-distributors in relation to the promotion, distribution and sale of Shares, as applicable in the context of the relevant section of this Prospectus;
"Duties and Charges"	means all stamp duty and other duties, taxes, governmental charges, imposts, levies, exchange costs and commissions, transfer fees and expenses, agents fees, brokerage fees, commissions, bank charges, transfer fees, registration fees and other duties and charges, whether payable in respect of the constitution , increase or reduction of all of the cash and other assets of the Company or the creation, acquisition, issue, conversion, exchange, purchase, holding, repurchase, redemption, sale or transfer of Shares or Investments by or on behalf of the Company or in respect of the issue or cancellation of Share Certificates or otherwise which may have become or will

become payable in respect of or prior to or upon the occasion of any transaction, dealing or valuation.

"EEA Member State" means a Member State of the European Union, Norway, Iceland or Liechtenstein;

"EU Member State" means a Member State of the European Union;

"Euro-Zone" means those countries which have adopted the Euro as their currency, currently comprising Ireland, Spain, France, Germany, Italy, Austria, Portugal, The Netherlands, Belgium, Luxembourg, Finland, Slovenia, Slovakia, Greece, Cyprus, Estonia, Malta, Latvia and Lithuania.

"Exempt Investor" means any of the following Irish Residents:

i. a qualifying management company or a specified company as referred to in Section 739B;

ii. a specified collective investment undertaking as referred to in Section 739B;

iii. a company carrying on life business within the meaning of Section 706 TCA;

iv. Investment limited partnerships within the meaning of section 739J TCA;

v. a pension scheme as referred to in Section 739B;

vi. any other investment undertaking as referred to in Section 739B;

vii. a special investment scheme as referred to in Section 739B;

viii. a unit trust of a type referred to in Section 739D(6)(e) TCA;

ix. a person who is entitled to exemption from income tax or corporation tax by virtue of Section 207(1)(b) TCA;

x. a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 784A(2) TCA or 848E TCA in circumstances where the Shares held are assets of an approved retirement fund, an approved minimum retirement fund or a special savings incentive account;

xi. a person entitled to exemption from income tax and capital gains tax by virtue of Section 787I TCA and the shares he owns are assets of a PRSA (within the meaning of Chapter 2A of Part 30 TCA);

xii. a credit union as referred to in Section 739B;

xiii. the Courts Service as referred to in Section 739B;

xiv. a qualifying company within the meaning of Section 110 TCA as referred to in Section 739D(6)(m) TCA;

xv. the National Pensions Reserve Fund Commission;

xvi. the National Asset Management Agency; and

any other person resident in Ireland who is permitted to own Shares under Irish taxation legislation or by practice or concession of the Irish Revenue Commissioners without requiring the Company to deduct appropriate tax in respect of any payment to a Shareholder or the transfer by a Shareholder of any Shares and in respect of whom the Company is in possession of a Declaration;

"FDI"	means financial derivative instruments;
"FCA"	means the Financial Conduct Authority of the United Kingdom;
"G-8"	means the Group of Eight industrialised nations, comprising the United Kingdom, Canada, France, the United States of America, Japan, Germany, Italy and Russia;
"GLG LP"	means GLG Partners LP, the investment manager and distributor in respect of the Man GLG Portfolios;
"Hedged Share Classes"	means Shares in the Company or any other Share Class from time to time having H in its name in accordance with the Naming Convention;
"Initial Offer Period"	means in relation to each Portfolio, such period as shall be designated an "Initial Offer Period" by the Directors;
"Initial Offer Price"	means such price per Share as shall be designated as the initial price per Share by the Directors;
"Intermediary"	means a person who carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons or holds shares in an investment undertaking on behalf of other persons;
"Investment Manager"	means in respect of the Man GLG Portfolios, GLG Partners LP and, in respect of the Man Numeric Portfolios, Numeric Investors LLC or such other person, firm or company as may from time to time be appointed to provide investment management or advisory services to or on behalf of the Company;
"Investment Advisers"	means such companies, firms or persons (if any) as may from time to time be appointed by the Company or the Investment Manager, with the approval of the Central Bank, as investment advisers in respect of a Portfolio or Portfolios;
"Investments"	means any securities, instruments or obligations of whatsoever nature permitted under the UCITS Regulations;
"Irish Resident"	means any company resident, or other person resident or ordinarily resident, in Ireland for the purposes of Irish tax. Please see the "Taxation" section above for the summary of the concepts of residence and ordinary residence issued by the Irish Revenue Commissioners;
"IRC"	means the US Internal Revenue Code of 1986, as amended;
"Irish Revenue Commissioners"	means the Irish authority responsible for taxation;

"Irish Stock Exchange"	means the Irish Stock Exchange Limited;
"Man GLG Portfolios"	means Man GLG Global Equity, Man GLG Global Convertibles, Man GLG European Equity, Man GLG Japan CoreAlpha Equity, Man GLG UK Select Equity, Man GLG Global Sustain Equity, Man GLG Mena Equity, Man GLG Global Investment Grade Bond, Man NewSmith Global Equity Alpha, Man GLG Global Emerging Markets Local Currency Rates and Man GLG Global Emerging Markets Bond;
"Man Numeric Portfolios"	means Man Numeric Emerging Market Equity, Man Numeric US Large Cap Equity and Man Numeric Global Equity.
"Man Numeric Supplement"	means the supplement to this Prospectus establishing the Man Numeric Portfolios;
"Manager"	means GLG Partners Asset Management Limited or such other company as may from time to time be appointed as manager to the Company;
"Net Asset Value"	means the Net Asset Value of a Portfolio calculated as described or referred to herein;
"Net Asset Value per Share"	means, in relation to any series or Class of Shares, the Net Asset Value divided by the number of Shares of the relevant series or class of Shares in issue or deemed to be in issue in respect of that Portfolio at the relevant Valuation Point subject to such adjustments, if any, as may be required in relation to any class of Shares in the relevant Portfolio;
"OECD"	means the Organisation for Economic Co-Ordination and Development;
"Ordinary Resolution"	means a resolution passed by a simple majority of the votes cast in its favour by Shareholders entitled to attend and vote at general meetings of the Company or on matters affecting the relevant series of Shares, as the case may be;
"Permitted U.S. Person"	means a U.S. Person within the meaning of the U.S. Internal Revenue Code of 1986, as amended, that is subject to the U.S. Employee Retirement Income Security Act of 1974, as amended, or is otherwise exempt from payment of U.S. Federal Income Tax or an entity substantially all of the ownership interests in which are held by tax-exempt U.S. Persons that meet the definition of a "knowledgeable employee" under Rule 3c-5 of the US Company Act;
"Portfolio"	means such portfolio or portfolios of assets, including a Man GLG Portfolio and a Man Numeric Portfolio as the Manager may from time to time establish with the approval of the Depositary and the Central Bank constituting in each case a separate fund represented by a separate series of Shares and invested in accordance with the investment objective and policies applicable to such portfolio;
"Prospectus"	means this document, any supplement (including the Man Numeric Supplement) designed to be read and construed together with and to form part of this document and the Company's most recent annual report and accounts (if issued) or, if more recent, its interim report and accounts;
"Recognised Market"	means any stock exchange or market which satisfies the Central Bank's regulatory criteria and which is listed in Appendix VI hereto in

	accordance with the requirements of the Central Bank. The Central Bank does not issue a list of approved markets;
"Recognised Rating Agency"	Standard and Poor's Ratings Group ("S&P"), Moodys Investor Services ("Moodys"), Fitch IBCA or an equivalent rating agency;
"Redemption Request Form"	means, in relation to the Man GLG Portfolios, the redemption request form in respect of the Man GLG Portfolios and in relation to the Man Numeric Portfolios, the redemption request form in respect of the Man Numeric Portfolios;
"Relevant Institution"	means an EU credit institution, a bank authorised in the remaining Member States of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein), a bank authorised by a signatory state, other than an EU Member State or a Member State of EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
"Section 739 B"	means Section 739 B of TCA;
"Share" or "Shares"	means, unless the context otherwise requires, a share or shares of whatsoever series or class in the capital of the Company (other than Subscriber Shares) entitling the holders to participate in the profits of the Company attributable to the relevant Portfolio as described in this Prospectus;
"Shareholder"	means a person registered as a holder of Shares;
"Special Resolution"	means a resolution passed with the support of 75% or more of the votes cast in its favour by Shareholders entitled to attend and vote at general meetings of the Company or on matters effecting the relevant series of Shares as the case may be;
"SRRI"	means the synthetic risk and reward indicator based on the calculation of the historical volatility of the Net Asset Value of a Portfolio, in accordance with the methodology published by the European Securities and Markets Authority in their paper dated 1 July 2010 entitled "Guidelines on the methodology for the calculation of the synthetic risk and reward indicator in the Key Investor Information Document", expressed as a figure between 1 and 7 with an SRRI figure of 1 being at the lower end of the scale and an SRRI figure of 7 being at the higher end of the scale.
"Subscriber Shares"	means the initial issued share capital of 30,000 Shares of EUR1.269 each and initially designated as Subscriber Shares;
"Subscriber Shareholder" or "Subscriber Shareholders"	means a holder or holders of Subscriber Shares;
"TCA"	means the Taxes Consolidation Act 1997;
"U.S."	means the United States of America, its territories and possessions including the States and the District of Columbia;
"U.S. Person"	means a person described in one or more of the following paragraphs: (a) With respect to any person, any individual or entity that would be a U.S. Person under Regulation S of the Securities Act, as

amended. See Appendix V for the Definition of U.S. under Regulation S.

(b) With respect to individuals, any U.S. citizen or "resident alien" within the meaning of U.S. income tax laws as in effect from time to time. Currently, the term "resident alien" is defined under U.S. income tax laws to generally include any individual who (i) holds an Alien Registration Card (a "green card") issued by the U.S. Immigration and Naturalization Service or (ii) meets a "substantial presence" test. The "substantial presence" test is generally met with respect to any current calendar year if (i) the individual was present in the U.S. on at least 31 days during such year and (ii) the sum of the number of days on which such individual was present in the U.S. during the current year, 1/3 of the number of such days during the first preceding year, and 1/6 of the number of such days during the second preceding year, equals or exceeds 183 days.

(c) With respect to persons other than individuals, (i) a corporation or partnership created or organized in the United States or under the law of the United States or any state, (ii) a trust where (a) a U.S. court is able to exercise primary supervision over the administration of the trust and (b) one or more U.S. persons have the authority to control all substantial decisions of the trust and (iii) an estate which is subject to U.S. tax on its worldwide income from all sources.

"UCITS" means an undertaking for collective investment in transferable securities within the meaning of the UCITS Regulations;

"UCITS Regulations" means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011), as amended and all applicable Central Bank regulations (other than the Central Bank UCITS Regulations) made or conditions imposed or derogations granted thereunder;

"UCITS V Directive" means directive 2014/91/EU;

"Valuation Day" means such Business Day or Business Days as the Directors may from time to time determine in relation to any particular Portfolio, being a day on which the Net Asset Value shall be determined provided that, in respect of each Portfolio, there shall be at least two Valuation Days in each calendar month and provided further that, unless otherwise determined, for each Portfolio each Friday and the last Business Day of each month shall be a Valuation Day, provided that if any day on which the Net Asset Value is to be calculated is not a Business Day, the next following Business Day shall be the Valuation Day.

The Valuation Day as at the date of this Prospectus for each Portfolio is set out in the section titled "Determination and Publication and Temporary Suspension of Net Asset Value" herein.

"Valuation Point" means in relation to each Man GLG Portfolio 9.00 p.m. (Irish time) on a Valuation Day or such other time or times on a Valuation Day as the Directors may determine and notify to shareholders in advance. In relation to the Man Numeric Portfolios, 11.00 p.m. (Irish time) on a Valuation Day or such other time or times on a Valuation Day as the

	Directors may determine and notify in advance to Shareholders;
“Website of the Company”	https://www.man.com/glg-investments-plc-share-classes

APPENDIX II
REGULATION S DEFINITION OF U.S. PERSON

1. Pursuant to Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act"), "U.S. Person" means:

    (i) any natural person resident in the United States;

    (ii) any partnership or corporation organized or incorporated under the laws of the United States;

    (iii) any estate of which an executor or administrator is a U.S. Person;

    (iv) any trust of which any trustee is a U.S. Person;

    (v) any agency or branch of a foreign entity located in the United States;

    (vi) 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;

    (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; or

    (viii) any partnership or corporation if:

        (i) organized or incorporated under the laws of any non-U.S. jurisdiction; and

        (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Securities Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

2. Notwithstanding (1) above, any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States shall not be deemed a "U.S. Person".

3. Notwithstanding (1) above, any estate of which any professional fiduciary acting as executor or administration is a U.S. Person shall not be deemed a U.S. Person if:

    (i) an executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate; and

    (ii) the estate is governed by non-U.S. law.

4. Notwithstanding (1) above, any trust of which any professional fiduciary acting as trustee is a U.S. Person shall not be deemed a U.S. Person if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person.

5. Notwithstanding (1) above, an employee benefit plan established and administered in accordance with the law of a country other than the U.S. and customary practices and documentation of such country shall not be deemed a U.S. Person.

6. Notwithstanding (1) above, any agency or branch of a U.S. Person located outside the U.S. shall not be deemed a “U.S. Person” if:

   (i) the agency or branch operates for valid business reasons; and

   (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located.

7. The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans shall not be deemed “U.S. Persons”.

“United States” means the United States of America, its territories and possessions, any States of the United States, and the District of Columbia.

APPENDIX III
RECOGNISED MARKETS

The Recognised Markets below are listed in accordance with the requirements of the Central Bank. The Central Bank does not issue a list of approved markets. With the exception of investments contemplated by paragraphs 2.1 and 2.2 of the section of this Prospectus entitled "Investment Restrictions", investment in securities will be restricted to eligible assets which are listed or traded on the Recognised Markets listed below.

(i) Any stock exchange or market in any EEA state member or cooperating country or in any of the member countries of the OECD including their territories covered by the OECD Convention.

(ii) Any of the following exchanges or markets:

Argentina	Buenos Aires Stock Exchange Buenos Aires Floor SINAC (part of the Buenos Aires Stock Exchange) Cordoba Stock Exchange La Plata Stock Exchange Mendoza Stock Exchange Rosario Stock Exchange
Bahrain	Bahrain Stock Exchange
Bangladesh	Dhaka Stock Exchange
Brazil	BOVESPA – Bolsa de Valores de Bahia-Sergipe-Alagoas Brasilia Stock Exchange BM&F BOVESPA SA Extremo Sul Porto Alegre Stock Exchange Minas Esperito Santo Stock Exchange Parana Curitiba Stock Exchange Regional Fortaleza Stock Exchange
Cayman Islands	Cayman Islands Stock Exchange
China	Shanghai Stock Exchange Shenzhen Stock Exchange
Colombia	Bolsa de Valores de Colombia SA
Egypt	Egyptian Exchange
Hong Kong	Hong Kong Stock Exchange Growth Enterprise Market
India	Bombay Stock Exchange National Stock Exchange of India (NSE)
Indonesia	Indonesia Stock Exchange
Jordan	Amman Stock Exchange
Kazakhstan	Kazakhstan Stock Exchange
Kenya	Nairobi Stock Exchange

Kuwait	Kuwait Stock Exchange
Lebanon	Beirut Stock Exchange
Malaysia	Bursa Malaysia Bhd
Mauritius	Mauritius Stock Exchange
Morocco	Casablanca Stock Exchange
Nigeria	Nigerian Stock Exchange
Oman	Muscat Securities Market (MSM)
Pakistan	Karachi Stock Exchange
Peru	Bolsa de Valores de Lima
Philippines	Philippines Stock Exchange
Qatar	Qatar Stock Exchange Doha Securities Exchange
Russia	Level 1 and Level 2 RTS Stock Exchange MICEX
Saudi Arabia	The Tadawul Stock Exchange
Singapore	Singapore Exchange
South Africa	Bond Exchange of South Africa JSE Limited
South Korea	Korea Exchange Inc.
Sri Lanka	Colombo Stock Exchange
Taiwan	Taiwan Stock Exchange
Thailand	Stock Exchange of Thailand
Tunisia	Tunisia Stock Exchange
United Arab Emirates	Abu Dhabi Securities Exchange Dubai Financial Market NASDAQ Dubai
Vietnam	Ho Chi Minh Stock Exchange

(iii) The following exchanges or markets:

- the market organised by the members of the International Capital Market Association;

- the market conducted by the “listed money market institutions” as described in the Bank of England publication “The Regulations of the Wholesale Cash and OTC Derivatives Markets in GBP, Foreign Exchange and Bullion” dated April 1988, (as amended from time to time);

- (a) NASDAQ in the United States, (b) the market in the U.S. government securities conducted by the primary dealers regulated by the Federal Reserve Bank of New York
  ; and (c) the over-the-counter market in the United States conducted by primary dealers and secondary dealers regulated by the Securities and Exchange Commission and the National Association of Securities Dealers and by banking institutions regulated by the U.S. Comptroller of Currency, the Federal Reserve System or Federal Deposit Insurance Corporation;

- the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; and

- the French Market for “Titres de Creances Negociables” (over-the-counter market in negotiable debt instruments)

- The U.K. market (i) conducted by banks and other institutions regulated by the FCA and subject to the Inter-Professional Conduct provisions of the FCA’s Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the "Non-Investment Products Code" drawn up by the participants in the London market, including the FCA and the Bank of England (formerly known as "The Grey Paper").

- the alternative investment market in the United Kingdom regulated and operated by the London stock exchange.

(iv) any organised exchange or market in the European Economic Area on which futures or options contracts are regularly traded.

(v) any stock exchange approved in a member state of the European Economic Area.

Financial Derivative Instruments

In the case of an investment in listed or traded FDI: (i) in any derivative market approved in any EEA state member or cooperating country or in any of the member countries of the OECD including their territories covered by the OECD Convention; and (ii) in the following exchanges or markets:

Brazil	BM&F BOVESPA SA
Cayman Islands	Cayman Islands Stock Exchange
Egypt	Egyptian Exchange
Hong Kong	Growth Enterprise Market Hong Kong Stock Exchange
Malaysia	Bursa Malaysia Bhd Bursa Malaysia Derivatives
Singapore	Singapore Exchange
South Africa	JSE Limited South Africa Futures Exchange
South Korea	Korea Exchange Inc.
Taiwan	Taiwan Exchange
Thailand	Thailand Futures Exchange

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying Application Form in any such jurisdiction may treat this Prospectus or such Application Form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such Application Form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such Application Form could lawfully be used without compliance with any registration or other legal requirements.

Argentina

The Shares are not and will not be marketed in Argentina by means of a public offer of securities, as such term is defined under Section 16 of Law N° 17, 811, as amended. No application has been or will be made with the Argentine Comisión Nacional de Valores, the Argentine securities governmental authority, to offer the Shares in Argentina.

Australia

No offer of securities or any other financial product is being made into Australia other than to investors who are both: (i) "wholesale clients" as defined in section 761G of the Corporations Act (Cth) 2001; and (ii) "Sophisticated investors" as defined in section 708(8) of the Corporations Act (Cth) 2001 or "Professional investors" as defined in section 708(11) of the Corporations Act (Cth) 2001.

This Prospectus has not been, and will not be, lodged with the Australian Securities and Investments Commission as a disclosure document for the purposes of the Corporations Act (Cth) 2001.

Any Shares issued upon acceptance of the offering may not be offered for sale (or transferred, assigned or otherwise alienated) to investors in Australia for at least twelve (12) months after their issue, except in circumstances where disclosure to investors is not required under Chapter 6D of the Corporations Act (Cth) 2001 or unless a disclosure document that complies with the Corporations Act (Cth) 2001 is lodged with the Australian Securities and Investments Commission.

Investors are advised that the Fund is not licensed in Australia to provide financial product advice in relation to the Shares. No cooling-off regime will apply in respect of the acquisition of Shares.

Bahrain

This offer is a private placement. It is not subject to the regulations of the Central Bank of Bahrain that apply to public offerings of securities and the extensive disclosure requirements and other protections that these regulations contain. This Prospectus is therefore intended only for “accredited investors”. “Accredited Investors” are defined as:

a. Individuals holding financial assets (either singly or jointly with their spouse) of USD 1,000,000 or more;
b. Companies, partnerships, trusts or other commercial undertakings, which have financial assets available for investment of not less than USD 1,000,000; or
c. Governments, supranational organisations, central banks or other national monetary authorities, and state organisations whose main activity is to invest in financial instruments (such as state pension funds).

The financial instruments offered by way of private placement may only be offered in minimum subscriptions of $100,000 (or equivalent in other currencies).

The Central Bank of Bahrain assumes no responsibility for the accuracy and completeness of the statements and information contained in this document and expressly disclaims any liability

whatsoever for any loss howsoever arising from reliance upon the whole or any part of the contents of this document.

The board of directors and the management of the issuer accepts responsibility for the information contained in this document. To the best of the knowledge and belief of the board of directors and the management, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the reliability of such information.

Brazil

The Portfolios and Shares have not been, nor will they be, registered or qualified under any rules issued by the Brazilian Securities Exchange Commission (the "**CVM**") or any applicable securities laws of Brazil, and are not, and will not be, subject to public offering in Brazil. Therefore, the Portfolios and Shares cannot be marketed, offered or sold to the general public in Brazil. Any offers or sales of Shares of the Portfolios in violation of the foregoing shall be considered as an irregular public offering of securities in Brazil, and treated by the Company as void.

This Prospectus is highly confidential and has been delivered to an exclusive and restricted group of potential investors who have previous and/or regular business relationship with the Distributor and/or such other persons, firms or companies as may from time to time be appointed as distributor or co-distributor or sub-distributor and/or other entities within their group. This Prospectus is personal to the person to whom it has been delivered and does not constitute a public offering of securities or any sort of investment in Brazil. Distribution of this Prospectus to any person other than the person to whom it has been delivered is unauthorised, and any disclosure of any of its contents is prohibited. Each person to whom this Prospectus has been delivered, by accepting delivery of this Prospectus, agrees to the foregoing and agrees not to make any copies of this Prospectus, in whole or in part.

Canada

The Shares may not be offered or sold, and this Prospectus may not be delivered, in Canada or to a resident of Canada unless and until this Prospectus is accompanied by an appropriate Canadian wrapper. In addition, the Shares may only be offered or sold to qualified investors in Canada, in accordance with the requirements of the securities regulations of the investor's place of residence or domicile.

Cayman Islands

No invitation to the public in the Cayman Islands to subscribe for Shares is permitted to be made unless the Shares are listed on the Cayman Islands Stock Exchange. As at the date of this Prospectus, no such listing is anticipated to be made.

Chile

For the residents of the Republic of Chile. None of the Portfolios nor the Shares have been registered with the Chilean Superintendency of Securities and Insurance (Superintendencia de Valores y Seguros de Chile, the "**SVS**"). Therefore, the Shares may not be offered, distributed or sold in the Republic of Chile nor may any subsequent resale of the interests be carried out in the Republic of Chile except in circumstances which do not constitute a public offer of securities in the Republic of Chile as defined in the Chilean Securities Market Act (Ley 18,045, Ley de Mercado de Valores) or without complying with all legal and regulatory requirements in relation thereto.

The Prospectus is confidential and personal to each offeree, it has not been registered with the SVS and does not constitute an offer to any other person or to the public in general to subscribe for or otherwise to acquire the Shares. Distribution of the Prospectus to any person other than the offeree is unauthorised, and any disclosure of any of the content of the Prospectus without our prior written consent is prohibited. Each investor, by accepting the delivery of the Prospectus, agrees to the foregoing and will not forward or copy the Prospectus or any documents referred to herein.

Each investor must make its own assessment as to whether the Shares may be lawfully acquired by it and seek financial advice in this regard. We reserve the right to reject any offer to purchase, in whole or in part, and for any reason, the Shares offered hereby. We also reserve the right to sell or place less than all of the Shares offered hereby.

China

The Shares may not be offered, sold or delivered, directly or indirectly, in the People's Republic of China (excluding Hong Kong, Macau and Taiwan) (the "PRC") unless otherwise permitted by the local laws and regulations. The Shares may only be offered or sold to the PRC investors that are authorised to engage in the purchase of the Shares being offered or sold. PRC investors are responsible for obtaining all relevant government regulatory approvals/licences (if any) by themselves, including, but not limited to, any which may be required from the State Administration of Foreign Exchange and other competent regulatory authorities and complying with all relevant PRC regulations (if applicable), including, but not limited to, any relevant foreign exchange regulations and/or overseas investment regulations.
The Company does not represent that this Prospectus may be lawfully distributed, or that any Shares may be lawfully offered, in compliance with any applicable registration or other requirements in the PRC, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company which would permit a public offering of any Shares or distribution of this document in the PRC. Accordingly, the Shares are not being offered or sold within the PRC by means of this Prospectus or any other document. Neither this Prospectus nor any advertisement or other offering material may be distributed or published in the PRC, except under circumstances that will result in compliance with any applicable laws and regulations.

Colombia

The Shares have not and will not be marketed, offered, sold or distributed in Colombia or to Colombian residents except in circumstances which do not constitute a public offer of securities in Colombia within the meaning of Article 6.1.1.1.1 of Decree 2555 of 2010, as amended from time to time. None of the Portfolios nor the Shares will be publicly offered, marketed or negotiated in Colombia though promotional or advertisement activities (as defined under Colombian Law) except in compliance with the requirements of Colombian regulations (especially, Decree 2555 of 2010 issued by the Ministry of Finance and Public Credit, Law 964 of 2005 and Decree 663 of 1993 or the Organic Statute of the Financial System), as amended and restated, and decrees and regulations made thereunder. The Shares have not been registered in the National Securities and Issuers Registry (Registro Nacional de Valores y Emisores) of the Colombian Financial Superintendency (Superintendencia Financiera de Colombia) and the Shares are not intended to be offered publicly in Colombia.

Pursuant to Decree 2555 of 2010, as amended by, amongst others, Decree 2955 of 2010, certain requirements must be met in order for Colombian pension fund administrators to be able to invest in private equity funds established outside Colombia.

There are Colombian laws and regulations (specifically foreign exchange and tax regulations) that may be applicable to any transaction or investment consummated in connection with this Prospectus. The investor bears sole liability for full compliance with any such laws and regulations.

Costa Rica

This Prospectus has been produced for the purpose of providing information about the Shares and will be provided to a maximum of 50 investors per fund in Costa Rica who are Institutional or Sophisticated Investors in accordance with the exemptions established in the Regulations on Public Offers of Values. This Prospectus is made available on the condition that it is for the use only by the recipient and may not be passed onto any other person or be reproduced in any part. The Shares have not been and will not be offered in the course of a public offering or of equivalent marketing in Costa Rica.

The Shares are the product of a private offer, in accordance with the exceptions established in the Regulation on Public Offer of Securities. No collective communication media has been used. The holder acknowledges and accepts the legal and tax regimes that apply to the private offer of securities.

Dubai International Financial Centre

This Prospectus relates to the Company which is not subject to any form of regulation or approval by the Dubai Financial Services Authority ("**DFSA**"). The DFSA has no responsibility for reviewing or verifying any Prospectus or other documents in connection with this Company. Accordingly, the DFSA has not approved this Prospectus or any other associated documents nor taken any steps to verify the information set out in this Prospectus, and has no responsibility for it. The Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers should conduct their own due diligence on the Shares. If you do not understand the contents of this document you should consult an authorised financial adviser.

Guernsey

The offer of the Shares described in this Prospectus does not constitute an offer to the public in the Bailiwick of Guernsey for the purposes of the Prospectus Rules 2008 (the "**Rules**") issued by the Guernsey Financial Services Commission (the "**GFSC**"). Neither this Prospectus nor any other offering material relating to the Shares will be distributed or be caused to be distributed to the public in Guernsey. The Rules do not apply to this Prospectus and, accordingly, this Prospectus has not been, nor is it required to be, submitted to or approved or authorised by the GFSC. The Company will not be regulated by the GFSC. The GFSC has no on-going responsibility to monitor the performance of the Company or its Portfolios or to protect the interests of Shareholders.

To the extent to which any promotion of the Shares is deemed to take place in the Bailiwick of Guernsey, the Shares are only being promoted in or from within the Bailiwick of Guernsey either: (i) by persons licensed to do so under the Protection of the Investors (Bailiwick of Guernsey) Law, 1987 (as amended) (the "**POI Law**"); or (ii) to persons licensed under the POI Law, the Insurance Business (Bailiwick of Guernsey) Law, 2002 (as amended), the Banking Supervision (Bailiwick of Guernsey) Law, 1994 or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000. Promotion is not being made in any other way.

Hong Kong

W A R N I N G: The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

This Prospectus has not been approved by the Securities and Futures Commission in Hong Kong and, accordingly: (i) the Shares may not be offered or sold in Hong Kong by means of this Prospectus or any other document other than to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32, Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of the Companies Ordinance; and (ii) no person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as set out above).

India

Please note that any Shares of any of the Portfolios that are issued will be issued strictly on a private placement basis. The Securities and Exchange Board of India ("**SEBI**") has not approved, authorised or registered this Prospectus or any offering of the Shares. This Prospectus is made available to the

recipient thereof on a restricted and strictly confidential basis in reliance upon the representation of such recipient as to its eligibility to receive this Prospectus and to subscribe for the Shares. No other person is permitted to view this Prospectus, to subscribe for any Shares or to distribute or solicit for subscription or purchase in any manner this Prospectus, the Shares or any direct or indirect interest in the Portfolios. No general solicitation or offering to the public is made hereby and no more than 49 numbered copies of this Prospectus have been made available to persons in India. This Prospectus is not a prospectus, statement in lieu of a prospectus, draft prospectus, red herring prospectus, shelf prospectus or letter of offer within the meanings given to such terms by the Indian Companies Act, 1956, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other laws or regulations in India.

Investment in the Shares by persons resident in India is subject to compliance with: (i) the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004; (ii) the Master Circular on Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary Abroad dated 1 July 2011 (RBI/2011- 12/11 Master Circular No. 01/2011-12); and (iii) the Master Circular on Miscellaneous Remittances From India – Facilities for Residents dated 1 July 2011 (RBI/2011 – 12/1) issued by the Reserve Bank of India and as may be amended or replaced from time to time. Except as expressly permitted in terms of the above, no person resident in India is permitted to subscribe for securities of an entity incorporated outside India. In particular, no person in India is eligible to subscribe for or to purchase the Shares, except for the following, subject to the restrictions specified under applicable regulations: (a) companies in India, statutory corporations established by Acts of the Indian parliament and registered partnerships in India which are eligible to invest up to 400% of their net worth in entities outside India (subject to approval of the relevant regulator for investments in entities engaged in financial services) to the extent permitted under the aforesaid regulations; (b) companies listed on a stock exchange in India (other than companies engaged in the financial services sector) that are permitted to invest up to 50% of their net worth in shares of an overseas company which is listed on a recognised stock exchange to the extent permitted by the aforesaid regulations; (c) mutual funds registered with the SEBI to the extent permitted by the aforesaid regulations; (d) Indian resident individuals who intend to make investments up to USD200,000 annually under the liberalized remittance scheme detailed under the Reserve Bank of India's Master Circular on Miscellaneous Remittances From India – Facilities for Residents dated 1 July 2011 (RBI/2011 – 12/1) as may be amended or replaced from time to time; and (e) such other persons who have received express permission from the Reserve Bank of India.

It is the responsibility of each recipient of this Prospectus to evaluate based on legal advice whether any subscription to Shares of a Portfolio is a permissible capital account transaction under the Foreign Exchange Management Act, 1999 and regulations thereunder.

Indonesia

The Shares have not been offered or sold and will not be offered or sold in Indonesia or to Indonesian nationals, corporations or Indonesian citizens under the Indonesian Capital Markets Law (Law No.8/1995), wherever they are domiciled or to Indonesian residents, including by way of invitation, offering or advertisement, and neither this Prospectus nor any other offering materials relating to the Shares have been distributed, or will be distributed, in Indonesia or to Indonesian nationals, corporations or residents, in a manner which constitutes a public offering of the Shares under the laws or regulations of the Republic of Indonesia.

Israel

Neither this Prospectus nor the Application Form attached hereto constitutes a prospectus within the meaning of the Israeli Securities Law, 1968 ("**Israeli Securities Law**"), and none of them have been approved by the Israeli Securities Authority. A prospectus has not been prepared or filed, and will not be prepared or filed with the Israeli Securities Authority in connection with the offer of the Shares under this Prospectus and Application Form.

Neither the Prospectus nor this Application Form constitutes an offer or sale of Securities and/or Units to the general public in the State of Israel, as such terms are defined in the Israeli Securities Law and the Israeli Joint Investment Trust Law, 1994 ("**Israeli Joint Investment Trust Law**"), respectively.

The Shares are being offered only to special types of investors that are listed in the First Supplement of the Israeli Securities Law ("**Special Investors**"), and which have provided their prior written confirmation that they comply with the eligibility criteria set forth therein to be treated as Special Investors, are aware of the meaning of being treated as Special Investors, and consent to be treated as such. The term "Special Investors" shall include: A Mutual Trust Fund, as defined under the Israeli Joint Investment Trust Law, or a trust fund manager; a Provident Fund, as defined under the Israeli Supervision of Financial Services (Provident Funds) Law, 5765-2005, or a company managing a Provident Fund; an Insurer as defined under the Israeli Law of Supervision of Insurance Business, 1981; a Banking Corporation and an Auxiliary Corporations as defined under the Israeli Banking Law (License), 1981 ("**Israeli Banking Law**") (except for a company licensed as a Joint Services Company under the Israeli Banking Law), purchasing Shares for their own account and/or for investors which are considered as Special Investors; an entity which is licensed to render Portfolio Management services under the Regulation of Investment Advice, Investment Marketing and Portfolio Management Law, 1995 ("**Israeli Advice Law**") (provided that such entity is purchasing Shares for its own account and for clients who are considered, by themselves, as Special Investors); an entity which is licensed to render Investment Advice and/or Investment Marketing services, under the Israeli Advice Law (purchasing Shares for its own account); a member of the Tel-Aviv Stock Exchange (purchasing Shares for its own account, and/or for clients which are considered, by themselves, as Special Investors); a certain type of underwriter which complies with certain eligibility conditions set forth in Section 56(c) of the Israeli Securities Law (purchasing Shares for its own account); a venture capital fund which is primarily engaged in investment in corporations, which, at the time of its investment, was engaged mainly in research and development activities or in the manufacture of innovative and know-how based products or processes, which involve a relatively high risk; a corporation fully owned by Special Investors; a corporation (with the exception of a corporation incorporated for the purpose of purchasing securities in a certain offer) whose equity capital is in excess of 50 million NIS; and/or an individual, purchasing the Shares for her/his own account, with respect to whom two of the three following conditions are fulfilled: (i) the total value of her/his cash, deposits, financial assets and securities as defined under Section 52 of the Israeli Securities Law exceeds 12 million NIS; (ii) she/he has expertise and capabilities in the capital market field or was employed for at least one (1) year in a professional position which requires expertise in the capital market; and (iii) had performed at least thirty (30) transactions (except for transactions performed by an entity licensed under the Israeli Investment Advice Law to render Portfolio Management services for such individuals).

This Prospectus and the Application Form may not be reproduced or used for any other purpose, nor be furnished to any other person other than those to whom copies have been sent by the Company and/or its authorised representatives of the Company. Any offeree who purchases Shares is purchasing such Shares for its own benefit and account and not with the aim or intention of distributing or offering such Shares to other parties. Nothing in this Prospectus and/or in the Application Form shall be considered as render of Investment Advice, Investment Marketing and/or Portfolio Management services, or an Offer to Render Investment Advice, Investment Marketing and/or Portfolio Management Services, as such terms are defined under the Investment Advice Law. Potential investors are encouraged to seek competent investment advice from an Israeli entity licensed under the Investment Advice Law to render Investment Advice and/or Investment Marketing services prior to making the investment.

Japan

The Shares have not been and will not be registered for a public offering in Japan pursuant to Article 4, paragraph 1 of the Financial Instruments and Exchange Law (the "**FIEL**"). The Shares may not be offered or sold, directly or indirectly, in Japan or to or for the benefit of any resident of Japan or to others for reoffering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements for the FIEL and otherwise in compliance with such law and other relevant laws and regulations. As used in this paragraph, "resident of Japan" means a natural person having his place of domicile or residence in Japan, or a juridical person having its main office in Japan as defined in Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Trade Law of Japan (Law No. 228 of 1949).

Jersey

Consent under the Control of Borrowing (Jersey) Order 1958 (the "**COB Order**") has not been obtained for the circulation of this Prospectus. Accordingly, the offer that is the subject of this Prospectus may only be made in Jersey where such offer is not an offer to the public (as defined in the COB Order) or where the offer is valid in the United Kingdom or Guernsey and is circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom or Guernsey as the case may be. The Directors may, but are not obliged to, apply for such consent in the future.

Kenya

The offer of the Shares does not constitute an offer to the public within the meaning of section 57 of the Companies Act (Chapter 486, laws of Kenya) (the "**CA**") or an offer of securities to the public within the meaning of regulation 5(1) of The Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulation, 2002 as amended by The Capital Markets (Securities) (Public Offers, Listing and Disclosures) (Amendment) Regulations, 2008 (the "**Regulations**"). The Company and its local distributors and the investors to whom this Prospectus is provided will agree that the Shares may not be offered or sold directly or indirectly to the public or otherwise in Kenya.

In accordance with the CA and the Regulations, this Prospectus and the offer of the Shares have not been and will not be approved by the Capital Markets Authority in Kenya and will not be delivered to the Registrar of Companies or the Capital Markets Authority in Kenya for registration.

Korea

This Prospectus is distributed to you as a qualified professional investor as defined in the Financial Investment Services and Capital Markets Act (the “FSCMA”). The Portfolios may not be offered, sold and delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder. The Portfolios have not been registered with the Financial Services Commission of Korea for a public offering in Korea. The sale and purchase of the Portfolios should comply with the requirements under the Foreign Exchange Transaction Law. Neither the Company nor the Manager makes any representation with respect to the eligibility of any recipients of this document to acquire the Portfolios under the laws of Korea, including but without limitation the Foreign Exchange Transaction Law and regulations thereunder. Please be aware that only certain Share Classes of the Portfolios will be registered in Korea, and any conversion can be effectuated only between the Share Classes of the Portfolios that are registered in Korea.

Lebanon

Neither this Prospectus nor the accompanying Application Form constitutes or forms part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares in the Portfolios in the Lebanese territory, nor shall it (or any part of it), nor the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The Portfolios have not been, and will not be, authorised or licensed by the Central Bank of Lebanon (the "**CBL**") and its Shares cannot be marketed and sold in Lebanon. No public offering of the Shares is being made in Lebanon and no mass-media means of contact are being employed. This Prospectus is aimed at institutions and sophisticated, high net worth individuals only, and this Prospectus will not be provided to any person in Lebanon except upon the written request of such person.

The Shares may not be sold or transferred except as permitted by the Company and will be subject to significant restrictions upon transfer.

Recipients of this Prospectus should pay particular attention to the disclosure under the heading "Certain Investment Risks" in this Prospectus. Investment in the Shares is suitable only for sophisticated investors with the financial ability and willingness to accept the risks and lack of liquidity associated with such an investment, and said investors must be prepared to bear those risks for an extended period of time.

Malaysia

No approval from the Securities Commission of Malaysia is or will be obtained, nor will any prospectus be filed or registered, nor this Prospectus deposited as an information memorandum, with the Securities Commission of Malaysia for the offering of the Shares in Malaysia. This Prospectus neither constitutes nor is intended to constitute an invitation or offer for subscription or purchase of the Shares to any person in Malaysia. The Shares may not be offered or sold or made available to any person in Malaysia. Neither this Prospectus nor any other offering material or document relating to the Shares may be published or distributed, directly or indirectly, to any person in Malaysia.

Mexico

The Shares are not authorised to be publicly offered in Mexico. The Shares have not been and will not be registered with the Registro Nacional de Valores (the "**National Securities Registry**") maintained by the Comision Nacional Bancaria y de Valores (the "**National Banking and Securities Commission**", or "**CNBV**"), and may not be offered or sold publicly, or otherwise be the subject of brokerage activities in Mexico, except pursuant to a private placement exemption pursuant to article 8 of the Ley del Mercado de Valores, as amended (the "**Mexican Securities Market Law**").

The information contained in this Prospectus is exclusively the responsibility of the Directors and has not been reviewed or authorised by the CNBV. In making an investment decision, all investors, including any Mexican investors who may acquire shares from time to time, must rely on their own review of this Prospectus, the Company, the Manager as well as their investment regime and applicable taxes.

New Zealand

The offering which is the subject of this Prospectus is available in New Zealand only to investors who are not "members of the public" in New Zealand within the meaning of the Securities Act 1978 (NZ). Applications to invest by members of the public in New Zealand will not be accepted. New Zealand investors must be persons: whose principal business is the investment of money; who, in the course of and for the purposes of their business, habitually invest money; or who pay a minimum subscription price for their Shares of at least NZ$500,000 before the allotment of those Shares (excluding any amount borrowed from the Company or the Investment Manager (or any of their associated persons)). This Prospectus does not constitute and should not be construed as an offer, invitation, proposal or recommendation to apply for Shares by persons who are members of the public in New Zealand. The Investment Manager may, at its sole discretion, decline to accept any application for Shares from a New Zealand applicant if it suspects that the applicant is a member of the public in New Zealand.

Panama

The Portfolios have not been and will not be registered with the Security Market Superintendence of the Republic of Panama under Decree Law N°1 of July 8, 1999, as amended by Law 67 of September 1, 2011 (the "**Panamanian Securities Act**") and Shares may not be publicly offered or sold within the Republic of Panama, except in certain limited private offerings exempt from the registration requirements of the Panamanian Securities Act. The Shares do not benefit from the tax incentives provided by the Panamanian Securities Act and are not subject to regulation or supervision by the Security Market Superintendence of the Republic of Panama.

Peru

The Shares have not been, nor will they be, registered or qualified under the Peruvian Securities Act, as amended. Thus, except with respect to Peruvian Qualified Investors (as defined below), the Shares may not be offered, sold, transferred or delivered directly or indirectly in Peru or to any Peruvian person. Any sales or transfers of Shares in violation of the abovementioned shall be prohibited and treated as null and void, unless the Shares are listed on the Peruvian Stock Exchange under the regulations provided by the Peruvian Securities Act. As of the date of this Prospectus, no such listing is anticipated.

In accordance with the applicable Peruvian regulations contemplated in the Peruvian Securities Law the following entities and individuals qualify as "**Peruvian Qualified Investors**" for the purposes of this Prospectus: (i) banks, finance entities and insurance companies, broker dealers, private pension funds, investment funds, mutual funds and foreign entities that carry out similar activities; (ii) the Public Pension Fund (Oficina de Normalización Previsional), the Public Health Services Entities (EsSalud) and securitization companies; (iii) entities considered as "Qualified Institutional Buyers" under Rule 144-A of the US Securities and Exchange Commission; (iv) other financial entities under the surveillance of the Superintendence of Banking, Insurance and Private Pension Securities Managers; (v) public or private entities engaged in the investment in securities on a regular basis (in the case of private entities, their net worth should be equal to or greater than PEN 750,000.00); (vi) natural persons whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase is equal to or greater than PEN 2,000,000.00, and who had individual net income or joint net income with that person's spouse, equal to or greater than PEN 750,000.00 during the past three (3) years prior to the purchase; (vii) officers and managers of the aforementioned entities; (viii) any corporation in which all of the equity owners are one of the aforementioned persons; and (ix) securities or trusts managed by the aforementioned persons, when they take the investment decisions, if the net worth of said funds or trusts is equal to or greater than PEN 400,000.00.

Philippines

THE SECURITIES BEING OFFERED FOR SALE OR SOLD HEREIN (THE "**SHARES**") HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION ("**SEC**") OF THE PHILIPPINES UNDER THE SECURITIES REGULATION CODE ("**SRC**"). ANY FUTURE OFFER TO SELL OR SALE OF THE SECURITIES IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER TO SELL OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

The Company is not an investment company registered with the SEC pursuant to Republic Act No. 2629 or the Investment Company Act. Hence, neither the Company nor the Portfolios are not authorised or recognised by the SEC and the Shares are not allowed to be sold or be offered for sale to the retail public in the Philippines. The Company has not secured the written confirmation of the SEC that the sale or offer for sale of the Shares in the Philippines is exempt from the registration requirements under the SRC. The Company will comply with all applicable selling and distribution restrictions of the SEC.

The distribution of this Prospectus and the sale or offering for sale of the Shares in the Philippines is not subject to the registration requirements under the SRC and will qualify as an exempt transaction under Section 10.1 (l) of the SRC, if the Shares will be sold or offered for sale only to qualified individual and institutional buyers. The qualified individual and institutional buyers should be registered with a registrar authorised by the SEC and said buyers should possess the qualifications provided under SEC Memorandum Circular No. 6, Series of 2007. If you are not such a qualified individual or institutional buyer, please be guided accordingly by consulting with your legal and financial adviser.

Pursuant to SRC Rule 10.1, a notice of exemption in the form of SEC Form 10-1 shall be filed by the Company with the SEC after the sale of the Shares in accordance with the rules of the SEC.

Russian Federation

No Shares have been offered or sold or transferred or otherwise disposed of, or will be offered or sold or transferred or otherwise disposed of (as part of their initial distribution or at any time thereafter) to or for the benefit of any persons (including legal entities) resident, incorporated, established or having their usual residence in the Russian Federation or to any person located within the territory of the Russian Federation unless and to the extent otherwise permitted under Russian law.

Since neither the issue of the Shares nor a securities prospectus in respect of the Shares has been, or is intended to be, registered with the Federal Service for Financial Markets of the Russian Federation, the Shares are not eligible for initial offering or public circulation in the Russian Federation and may not be offered in the Russian Federation in any way other than to Russian "qualified investors" (as

defined under Russian law) in a manner that does not constitute "advertisement", "placement" or "public circulation" (as defined under Russian law) of the Shares in the Russian Federation.

Information set forth in this Prospectus is not an offer, advertisement or invitation to make offers, to sell, exchange or otherwise transfer the Shares in the Russian Federation or to or for the benefit of any Russian person or entity.

Saudi Arabia

This Prospectus includes information given in compliance with the "Offer of Securities Regulations" as issued by the Board of the Capital Market Authority resolution number 2-11-2004 dated 4 October, 2004 and amended by resolution of the Board of the Capital Market Authority resolution number 1-28-2008 dated 18 August, 2008 (the "**KSA Regulations**"). This Prospectus may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the KSA Regulations. It should not be distributed to any other person, or relied upon by any other person.

Any investor in the Kingdom of Saudi Arabia or who is a Saudi person (a "**Saudi Investor**") who acquires Shares in the Company pursuant to the offering should note that the offer of these Shares is a limited offer under paragraph (a) of article 11 of the KSA Regulations. The Shares will be offered to no more than 60 Saudi Investors and the minimum amount payable by each Saudi Investor must not be less than Saudi Riyal (SR) 1 million or an equivalent amount. This offer of the Shares is therefore exempt from the public offer of the KSA Regulations, but is subject to the following restrictions on secondary market activity:

(a) a Saudi Investor (the "**transferor**") who has acquired Shares pursuant to this exempt offer may not offer or sell the Shares to any person (referred to as a "**transferee**") unless the price to be paid by the transferee for such shares equals or exceeds SR 1 million;

(b) if the provisions of paragraph (a) cannot be fulfilled because the price of the Shares being offered or sold to the transferee has declined since the date of the original exempt offer, the transferor may offer or sell the Shares to the transferee if their purchase price during the period of the original exempt offer was equal to or exceeded SR 1 million;

(c) if the provisions of (b) cannot be fulfilled, the transferor may offer or sell the Shares if he/she sells his/her entire holding of shares to one transferee, the provisions of paragraph (a), (b) and (c) shall apply to all subsequent transferees of the Shares.

The Prospectus may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Offers of Securities Regulations issued by the Saudi Capital Market Authority.

The Saudi Capital Market Authority does not make any representation as to the accuracy or completeness of the Prospectus, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this document. Prospective purchasers of the securities offered hereby should conduct their own due diligence on the accuracy of the information relating to the securities. If you do not understand the contents of this document you should consult an authorised financial adviser.

Singapore

Information for investors in Singapore in relation to marketing and relevant selling restrictions will be contained in a separate information memorandum, which will serve as a country supplement to be provided with the Prospectus when marketing the Company to any investors in Singapore.

South Africa

The Company is a collective investment scheme as defined in the Collective Investment Schemes Control Act, 2002 (**CISCA**). The Company has not been approved as a foreign collective investment scheme in South Africa and therefore in terms of the CISCA the Shares may not be solicited to members of the public in South Africa, which includes: (a) members of any section of the public, whether selected as clients, members, shareholders, employees or ex-employees of the person

issuing an invitation to acquire a participatory interest in a collective investment scheme; and (b) a financial institution regulated by any law, but excludes persons confined to a restricted circle of individuals with a common interest who receive the invitation in circumstances which can properly be regarded as a domestic or private business venture between those persons and the person issuing the invitation.

Furthermore, a copy of the Company's Memorandum of Association, and a list of the names and addresses of its Directors, has not been filed with the Companies and Intellectual Property Commission in South Africa. Nor has this Prospectus been registered in South Africa. Accordingly, in terms of the Companies Act 2008, no Shares under this Prospectus shall be offered to the public in South Africa, which includes an offer of the Shares to any section of public, whether selected: (a) as holders of the Shares; (b) as clients of the person issuing the Prospectus; (c) as the holders of any particular class of property; or (d) in any other manner, but does not include an offer made, inter alia, in the following circumstances:

(i) if the offer is made only to: (A) persons whose ordinary business, or part of whose ordinary business, is to deal in securities, whether as principals or agents; (B) the Public Investment Corporation as defined in the Public Investment Corporation Act, 2004; (C) a person or entity regulated by the Reserve Bank of South Africa; (D) an authorised financial services provider, as defined in the Financial Advisory and Intermediary Services Act, 2002; (E) a financial institution, as defined in the Financial Services Board Act, 1990; (F) a wholly-owned subsidiary of a person contemplated in subparagraph (C), (D) or (E), acting as agent in the capacity of an authorised portfolio manager for a pension fund registered in terms of the Pension Funds Act, 1956, or as manager for a collective investment scheme registered in terms of CISC; or (G) any combination of persons contemplated in paragraphs (A) to (F);

(ii) if the total contemplated acquisition cost of the securities, for any single addressee acting as principal, is equal to or greater than the amount prescribed in terms of subsection 96(2) (a) of the Companies Act 2008 (being R1 million as at the date of this Prospectus.

South Korea

Neither the Company nor the Manager is making any representation with respect to the eligibility of any recipients of this Prospectus to acquire the Shares therein under the laws of South Korea, including but without limitation the Foreign Exchange Transaction Act and Regulations thereunder. The Shares have not been registered under the Financial Investment Services and Capital Markets Act of South Korea, and none of the Shares may be offered, sold or delivered, or offered or sold to any person for re-offering or resale, directly or indirectly, in South Korea or to any resident of South Korea except pursuant to applicable laws and regulations of South Korea.

Switzerland

The Company is neither registered with nor supervised by the Swiss Financial Market Supervisory Authority FINMA and its Shares are not authorised for public offering and distribution in, into or from Switzerland. Distribution of the Portfolios and their Shares in and from Switzerland is not permitted and the Shares will be offered in Switzerland exclusively to qualified investors pursuant to Article 10 para 3 lit a. or b. of the Collective Investment Schemes Act, ("CISA"), its Ordinance of application ("CISO") and FINMA's Circular 2013/9 on Distribution of Collective Investment Schemes. This Prospectus may neither be distributed, made available nor disclosed to investors which are not qualified investors per Article 10 para 3 lit a or b in Switzerland.

"Qualified Investors pursuant to Article 10 para 3 lit. a or b" are defined as being: (i) financial intermediaries subject to supervision such as banks, securities dealers, fund management companies; and (ii) insurance companies subject to supervision.

Taiwan

The Company has not been and will not be registered with the Financial Supervisory Commission of Taiwan, the Republic of China pursuant to relevant securities laws and regulations and may not be offered, distributed, or sold in Taiwan, the Republic of China through a public offering or in

circumstances which constitute an offer within the meaning of the Securities and Exchange Law of Taiwan, the Republic of China that requires a registration or approval of the Financial Supervisory Commission of Taiwan, the Republic of China.

Thailand

The Company is not authorised by the Securities and Exchange Commission and the Prospectus has not been approved by or filed with the Securities and Exchange Commission or any other regulatory authority of the Kingdom of Thailand. Accordingly, the Shares may not be offered or sold, or this Prospectus distributed, directly or indirectly, to any person in Thailand except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the Thai government and regulatory authorities in effect at the relevant time.

Trindad and Tobago

The Company is not authorised by the Securities and Exchange Commission and the Prospectus has not been approved by or filed with the Securities and Exchange Commission or any other regulatory authority in Trinidad and Tobago. Accordingly, the Shares may not be offered or sold, or this Prospectus distributed, directly or indirectly, to any person in Trinidad and Tobago except to market actors registered under the Securities Industry Act and in compliance with the Securities Industry Act and its Regulations.

United Arab Emirates Residents

This document and the information contained herein, does not constitute, and is not intended to constitute, a public offer of securities in the United Arab Emirates ("**UAE**") and accordingly should not be construed as such. The Shares are only being offered to a limited number of sophisticated investors in the UAE who (a) are willing and able to conduct an independent investigation of the risks involved in an investment in such Shares, and (b) upon their specific request. The Shares have not been approved by or licensed or registered with the UAE Central Bank, the Securities and Commodities Authority or any other relevant licensing authorities or governmental agencies in the UAE. The document is for the use of the named addressee only and should not be given or shown to any other person (other than employees, agents or consultants in connection with the addressee's consideration thereof). No transaction will be concluded in the UAE and any enquiries regarding the Shares should be made to the local distributor.

United States

No Shares shall be issued in the US or to any US Person other than pursuant to the provisions of the Prospectus in this regard.

The Shares have not been, nor will they be, registered or qualified under the US Securities Act of 1933, as amended (the "**Securities Act**") or any applicable securities laws of any state or other political sub divisions of the US. Except with respect to Permitted US Persons, the Shares may not be offered, sold, transferred or delivered directly or indirectly in the US or to any US Person. Any sales or transfers of Shares in violation of the foregoing shall be prohibited and treated by the Company as void. All applicants and transferees of Shares must complete an Application Form which confirms, among other things, that a purchase or a transfer of Shares would not result in a sale or transfer to an entity which is a US Person precluded from the purchase of Shares hereunder.

In reliance on Section 3(c)(7) of the US Investment Company Act of 1940, as amended (the "**US Company Act**"), the Company is not registered as an investment company because any Shares sold within the US will generally be sold on a private placement basis to persons who are "qualified purchasers" (as defined in Section 2(a)(51) of the US Company Act and the regulations thereunder).

The Company does not intend to permit investments by "benefit plan investors" (as defined under Section 3(42) of the US Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), and any regulations promulgated thereunder) to equal or exceed twenty five percent (25%) of the aggregate Net Asset Value of any Class of Shares.

Uruguay

The Shares have not been registered with the Central Bank of Uruguay and will be offered in Uruguay only through private offering. In addition, the Fund was not established under the system provided for in Law 16,774 of September 27, 1996 (Investment Funds Act).

Venezuela

Under exchange control and securities regulations in effect in Venezuela, the Shares may not be offered to, nor traded with, any individual or entity in Venezuelan territory. Venezuelan investors (whether individuals or entities) may acquire the Shares outside Venezuelan territory.

APPENDIX V
DELEGATES AND SUB-DELEGATES OF THE DEPOSITARY

Country/Market	Subcustodian	Address
Argentina	Citibank N.A., Argentina * * On March 27, 2015, the Comisión Nacional de Valores (CNV: National Securities Commission) has appointed the central securities depository Caja de Valores S.A. to replace the branch of Citibank N.A. Argentina for those activities performed within the capital markets and in its role as custodian.	Bartolome Mitre 502/30 (C1036AAJ) Buenos Aires, Argentina
Australia	National Australia Bank Limited	12th Floor, 500 Bourke Street, Melbourne Victoria 3000, Australia
Austria	Citibank N.A. Milan	Via Mercanti, 12 20121 Milan Italy
Bahrain	HSBC Bank Middle East Limited	2nd Floor, Building No 2505, Road No 2832, Al Seef 428, Bahrain
Bangladesh	The Hongkong and Shanghai Banking Corporation Limited	Management Office, Shanta Western Tower, Level 4, 186 Bir Uttam Mir Shawkat Ali Shorok, (Tejgaon Gulshan Link Road) Tejgaon Industrial Area, Dhaka 1208, Bangladesh
Belgium	Citibank International Limited	Citigroup Centre Canada Square, Canary Wharf London E14 5LB United Kingdom
Bermuda	HSBC Bank Bermuda Limited	Custody and Clearing Department 6 Front Street Hamilton Bermuda HM11
Botswana	Stanbic Bank Botswana Limited	Plot 50672, Fairground Office Park Gaborone, Botswana
Brazil	Citibank N.A., Brazil	Citibank N.A. Avenida Paulista, 1111 – 12th floor Cerqueira Cesar – Sao Paulo, Brazil CEP: 01311-920
Bulgaria	Citibank Europe plc, Bulgaria Branch	48 Sitnyakovo Blvd Serdika Offices, 10th floor Sofia 1505, Bulgaria

Canada	CIBC Mellon Trust Company (CIBC Mellon)	320 Bay Street Toronto, Ontario, M5H 4A6 Canada
Cayman Islands	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
Chile	Banco de Chile	Estado 260 2nd Floor Santiago, Chile Postal code 8320204
China	HSBC Bank (China) Company Limited	33 Floor, HSBC Building, Shanghai ifc 8 Century Avenue, Pudong Shanghai, China (200120)
Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria	Carrera 9A No 99-02 Piso 3 Bogota D.C., Colombia
Costa Rica	Banco Nacional de Costa Rica	1st and 3rd Avenue, 4th Street San José, Costa Rica
Croatia	Privredna banka Zagreb d.d.	Radnicka cesta 50 10 000 Zagreb Croatia
Cyprus	BNP Paribas Securities Services S.C.A., Athens	94 V. Sofias Avenue & 1 Kerasountos 115 28 Athens Greece
Czech Republic	Citibank Europe plc, organizacni slozka	Bucharova 2641/14 158 02 Prague 5, Czech Republic
Denmark	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Egypt	HSBC Bank Egypt S.A.E.	306 Corniche El Nil, Maadi, Cairo, Egypt
Estonia	SEB Pank AS	Tornimäe Str. 2 15010 Tallinn Estonia
Finland	Finland Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
France	BNP Paribas Securities Services S.C.A.	Office Address: Les Grands Moulins de Pantin – 9 rue du Débarcadère 93500 Pantin, France Legal address: 3 rue d'Antin, 75002 Paris, France
Germany	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany

Ghana	Stanbic Bank Ghana Limited	Stanbic Heights, Plot No. 215 South Liberation RD, Airport City, Cantonments, Accra, Ghana
Greece	BNP Paribas Securities Services S.C.A., Athens	94 V. Sofias Avenue & 1 Kerasountos 115 28 Athens Greece
Hong Kong	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central Hong Kong
Hungary	Citibank Europe plc. Hungarian Branch Office	Szabadság tér 7 1051 Budapest Hungary
Iceland	Landsbankinn hf.	Austurstraeti 11 155 Reykjavik Iceland
India	Deutsche Bank AG	4th Floor, Block I, Nirlon Knowledge Park, W.E. Highway Mumbai - 400 063, India
Indonesia	Deutsche Bank AG	7th Floor, Deutsche Bank Building Jl. Imam Bonjol No.80, Jakarta – 10310, Indonesia
Ireland	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
Israel	Bank Hapoalim B.M.	50 Rothschild Blvd Tel Aviv 66883 Israel
Italy	Citibank N.A. Milan	Via Mercanti 12 20121 Milan Italy
Japan	Mizuho Bank, Ltd.	4-16-13, Tsukishima, Chuo-ku, Tokyo 104- 0052 Japan
Japan	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	1-3-2, Nihombashi Hongoku-cho, Chuo-ku, Tokyo 103-0021, Japan
Jordan	Standard Chartered Bank	1 Basinghall Avenue London, EC2V5DD, England
Kazakhstan	Joint-Stock Company Citibank Kazakhstan	Park Palace Building A, 41 Kazybek Bi Street, Almaty, Kazakhstan

Kenya	CfC Stanbic Bank Limited	First Floor, CfC Stanbic Centre P.O. Box 72833 00200 Chiromo Road, Westlands, Nairobi, Kenya
Kuwait	HSBC Bank Middle East Limited, Kuwait	Hamad Al-Saqr St., Qibla Area, Kharafi Tower, G/1/2 P.O. Box 1683, Safat 13017, Kuwait
Latvia	AS SEB banka	Meistaru iela 1 Valdlauci Kekavas pagasts, Kekavas novads LV-1076 Latvia
Lebanon	HSBC Bank Middle East Limited – Beirut Branch	Lebanon Head Office Minet EL-Hosn, P.O. Box: 11-1380 Beirut, Lebanon
Lithuania	AB SEB bankas	12 Gedimino Av. LT-01103 Vilnius Lithuania
Luxembourg	Euroclear Bank	1 Boulevard du Roi Albert II B-1210 Brussels - Belgium
Malaysia	Deutsche Bank (Malaysia) Berhad	Level 20, Menara IMC No 8 Jalan Sultan Ismail 50250 Kuala Lumpur, Malaysia
Malta	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany
Mauritius	The Hongkong and Shanghai Banking Corporation Limited	5th Floor, HSBC Centre, 18 Cybercity, Ebene, Mauritius
Mexico	Banco Nacional de México S.A.	Isabel la Catolica No. 44 Colonia Centro Mexico, D.F. C.P. 06000
Morocco	Citibank Maghreb	Zenith Millenium, Immeuble 1 Sidi Maarouf, B.P. 40 20190 Casablanca Morocco
Namibia	Standard Bank Namibia Limited	N2nd Floor, Standard Bank Centre, Town Square Corner of Post Street Mall and Werner List Street Windhoek, Namibia

Netherlands	The Bank of New York Mellon SA/NV	Rue Montoyer, 46 1000 Brussels Belgium
New Zealand	National Australia Bank Limited	12th Floor, 500 Bourke Street, Melbourne Victoria 3000, Australia
Norway	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Oman	HSBC Bank Oman S.A.O.G.	2nd Floor, Head Office Building, P.O. Box 1727, Al Khuwair, Postal Code 111, Sultanate of Oman
Pakistan	Deutsche Bank AG	242-243, Avari Plaza, Fatima Jinnah Road Karachi – 75330, Pakistan
Peru	Citibank del Peru S.A.	Avenida Canaval y Moreyra, 480, 3rd floor Lima 27, Peru
Philippines	Deutsche Bank AG	23rd Floor, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, 1226 Makati City Philippines
Poland	Bank Polska Kasa Opieki S.A.	53/57 Grzybowska Street 00-950 Warszawa
Portugal	Citibank International Limited, Sucursal em Portugal	Rua Barata Salgueiro, 30 1269-056 Lisbon Portugal
Qatar	HSBC Bank Middle East Limited, Doha	2nd Floor, Ali Bin Ali Tower, Building no: 150, Al Matar Street (Airport Road) P.O. Box 57, Street no. 950, Umm Ghuwalina Area, Doha, Qatar
Romania	Citibank Europe plc, Romania Branch	145, Calea Victoriei 010072 Bucharest Romania
Russia	Deutsche Bank Ltd	82 Sadovnicheskaya Street, Building 2 115035 Moscow, Russia
Saudi Arabia	HSBC Saudi Arabia Limited	HSBC Building, 7267 Olaya Road, Al-Murooj Riyadh 12283-22555, Kingdom of Saudi Arabia
Serbia	UniCredit Bank Serbia JSC	Rajiceva Street 27-29, 11000 Belgrade, Serbia
Singapore	DBS Bank Ltd	12 Marina Boulevard Marina Bay Financial Centre Tower 3 Singapore 018982
Slovak Republic	Citibank Europe plc, pobocka zahranicnej banky	Mlynske Nivy 43 825 01 Bratislava, Slovak Republic

Slovenia	UniCredit Banka Slovenia d.d.	Smartinska 140, 1000 - Ljubljana, Slovenia
South Africa	The Standard Bank of South Africa Limited	9th Floor 5 Simmonds Street Johannesburg 2001, South Africa
South Korea	The Hongkong and Shanghai Banking Corporation Limited	5th Floor, HSBC Building, 37, Chilpae-ro, Jung-Gu, Seoul, Korea, 100-161
Spain	Banco Bilbao Vizcaya Argentaria, S.A.	Plaza San Nicolás, 4 48005 Bilbao Spain
Sri Lanka	The Hongkong and Shanghai Banking Corporation Limited	24 Sir Baron Jayathilake Mawatha Colombo 01, Sri Lanka
Swaziland	Standard Bank Swaziland Limited	Standard House, Swazi Plaza Mbabane, Swaziland
Sweden	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
Switzerland	Credit Suisse AG	Paradeplatz 8 8070 Zurich Switzerland
Taiwan	HSBC Bank (Taiwan) Limited	16th floor, Building G, No. 3-1 Park Street Taipei 115, Taiwan
Thailand	The Hongkong and Shanghai Banking Corporation Limited	Level 5, HSBC Building, 968 Rama IV Road, Bangrak Bangkok 10500, Thailand
Tunisia	Banque Internationale Arabe de Tunisie	70-72, Avenue Habib Bourguiba 1080 Tunis Tunisia
Turkey	Deutsche Bank A.S.	Esentepe Mahallesi Büyükdere Caddesi Tekfen Tower No:209 K:17 Sisli TR-34394-Istanbul, Turkey
Uganda	Stanbic Bank Uganda Limited	Plot 17 Hannington Road Short Tower- Crested Towers P.O. Box 7131, Kampala, Uganda
Ukraine	Public Joint Stock Company "Citibank"	16G Dilova Street 03150 Kiev Ukraine
U.A.E.	HSBC Bank Middle East Limited, Dubai	Emaar Square, Building 5, Level 4 PO Box 502601 Dubai, United Arab Emirates
U.K.	Depository and Clearing Centre (DCC) Deutsche Bank AG, London Branch	Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom

U.K.	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
U.S.A.	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
Uruguay	Banco Itaú Uruguay S.A.	Dr. Luis Bonavita 1266 Toree IV, Piso 10 CP 11300 Montevideo, Uruguay
Venezuela	Citibank N.A., Sucursal Venezuela	Av. Casanova, Centro Comercial El Recreo Torre Norte, Piso 19 Sabana Grande, Caracas 1050 D.C. Venezuela
Vietnam	HSBC Bank (Vietnam) Ltd	The Metropolitan, 235 Dong Khoi Street District 1, Ho Chi Minh City, Vietnam
Zambia	Stanbic Bank Zambia Limited	Stanbic House, Plot 2375, Addis Ababa Drive P.O Box 31955 Lusaka, Zambia
Zimbabwe	Stanbic Bank Zimbabwe Limited	59 Samora Machel Avenue, Harare, Zimbabwe

The directors of GLG Investments plc (the "Directors") listed in the Prospectus under the heading "THE COMPANY", accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

GLG INVESTMENTS PLC

SUPPLEMENT IN RESPECT OF THE MAN NUMERIC PORTFOLIOS

MAN NUMERIC EMERGING MARKETS EQUITY
MAN NUMERIC US LARGE CAP EQUITY
MAN NUMERIC GLOBAL EQUITY

(A Portfolio of GLG Investments plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

INVESTMENT MANAGER

NUMERIC INVESTORS LLC

PROMOTER

GLG PARTNERS LP

The Investment Manager and the Promoter are part of Man Group plc.

This Supplement dated 6 May 2016 forms part of, and should be read in the context of, and together with the Prospectus dated 6 May 2016, as may be amended from time to time (the "Prospectus"), in relation to GLG Investments plc (the "Company") and contains information relating to Man Numeric Emerging Markets Equity, Man Numeric US Large Cap Equity and Man Numeric Global Equity (the "Man Numeric Portfolios") which are separate portfolios of the Company, which issue the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

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IMPORTANT INFORMATION

Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the "**Central Bank**") as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the "**Prospectus**"), which sets out general information in relation to the Company and specific information in relation to certain other Portfolios offered by the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor "*Company's Liabilities*" under the section of the Prospectus titled "*Certain Investment Risks*".

THE MAN NUMERIC PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to the following Portfolios of the Company (the "**Man Numeric Portfolios**"):

Man Numeric Emerging Markets Equity
Man Numeric US Large Cap Equity
Man Numeric Global Equity

Numeric Investors LLC ("**Numeric**"), a member of the Man Group plc group of companies, has been appointed as investment manager of the Man Numeric Portfolios and further information in relation to Numeric is set out in the section of this Supplement entitled "*Management and Administration*".

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of the Man Numeric Portfolios.

AVAILABLE SHARE CLASSES AND SHARE CLASS NAMING CONVENTION

For the Share Classes currently available in the Man Numeric Portfolios, please refer to the Website of the Company. The Company may also create additional Share Classes in the Man Numeric Portfolios in the future in accordance with the requirements of the Central Bank.

Not all combinations of share class characteristics as listed in the table below will be available for subscription, for example "L" and "M" share classes are not available in every Portfolio. Investors should refer to the Website of the Company for those Share Classes of the Man Numeric Portfolios currently available for subscription.

Share Classes may be distinguished on the basis of either the fee and/or the charges to the relevant Share Class (see the section of this Supplement titled "*Fees and Expenses*" for a complete list of all fees charged and the share classes available in the Man Numeric Portfolios). The Net Asset Value per Share for one Share Class will differ from the other Share Classes, reflecting these differing fee levels and in some cases due to the initial subscription price per Share differing from the Net Asset Value per Share of Share Classes already in issue.

Not all combinations of share class characteristics as listed in the table below will be available for subscription and investors should refer to the Website of the Company for those Share Classes of the Man Numeric Portfolios currently available for subscription.

Under the naming convention adopted by the Company in respect of the naming of Share Classes (the "**Naming Convention**"), the letters set out below have the following significance:

Categories of Investor	
D	These Share Classes will generally have a higher management fee and/or a lower minimum subscription amount than other Share Classes in the Company.
I	These Share Classes will generally have a lower management fee and/or a higher minimum subscription amount than Share Classes with the "D" designation.
Hedging Policy	
H	Hedged Share Classes. These Share Classes will be hedged against the Base Currency of a Portfolio where they are denominated in a currency other than the Base Currency.
Performance Fee methodology	
L	LIBOR Benchmark Share Classes. The performance fee in respect of such Share Classes shall be based on outperformance of the relevant LIBOR rate in the relevant currency (ie USD LIBOR, GBP LIBOR, JPY LIBOR or EURIBOR) as set out in the "*Fees and Expenses*" and "*General Information*" sections.
M	Market/Index Benchmark Share Classes. The performance fee in respect of such Share Classes shall be based on outperformance of the relevant market or index set out in the "*Fees and Expenses*" and "*General Information*" sections.
N	Non-Benchmarked Share Classes. The performance fee in respect of such Share Classes shall be based on aggregate appreciation in the value of the relevant Share Classes, subject to the provisions in the "*Fees and Expenses*" and "*General Information*" sections of this Supplement regarding outperformance of the previous High Water Mark.
Fee Indicators	
Y	These Share Classes may have a different fee structure as set out in the table in the section of the Prospectus entitled "*Fees and Expenses*" a portion of which may be paid to distributors.
Currency of Share Class	
AUD	Share Classes denominated in the lawful currency of Australia.
CAD	Share Classes denominated in the lawful currency of Canada.
CHF	Share Classes denominated in the lawful currency of Switzerland.
CNH	Share classes denominated in offshore Renminbi, the lawful currency traded primarily in Hong Kong. "CNH" does not refer to onshore Renminbi ("CNY"), the lawful currency traded in mainland China.
DKK	Share Classes denominated in the lawful currency of Denmark.
EUR	Share Classes denominated in the lawful currency of the Euro-Zone.
GBP	Share Classes denominated in the lawful currency of the United Kingdom.
JPY	Share Classes denominated in the lawful currency of Japan.

NOK	Share Classes denominated in the lawful currency of Norway.
PLN	Share Classes denominated in the lawful currency of Poland.
SEK	Share Classes denominated in the lawful currency of Sweden.
SGD	Share Classes denominated in the lawful currency of Singapore.
USD	Share Classes denominated in the lawful currency of the United States of America.
Dividend Policy	
Dist	Distributing Share Classes. These Share Classes will declare and pay dividends out of net income and also out of capital.

The features of individual Share Classes may vary between Portfolios and further details in relation to the management fees, performance fees, hedging procedures and subscription and settlement procedures for each Share Class in the Company will, where relevant, be provided elsewhere in the Prospectus and this Supplement.

TERMINATION OF PORTFOLIOS

The Company may terminate any Man Numeric Portfolio, and redeem all of the Shares of that Man Numeric Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled "*Termination of Portfolios*".

STOCK EXCHANGE LISTING

Application may be made to the Irish Stock Exchange for Share Classes to be admitted to listing on the Official List and trading on the Main Securities Market of the Irish Stock Exchange. As at the date of this Supplement, no such application has been made in respect of any Share Class in the Man Numeric Portfolios.

OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of Man Numeric Portfolios.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

An investment in the Man Numeric Portfolios should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

DEFINITIONS

Words and terms defined in the Prospectus have the same meaning in this Supplement unless otherwise stated herein. The Portfolios are established pursuant to the UCITS Regulations and this Supplement shall be construed accordingly and will comply with the Central Bank UCITS Regulations.

"**Business Day**"	means a day (except Saturdays, Sundays and public holidays) on which banks in New York, Dublin and London are open for normal banking business or such other day or days as may be specified;
"**Dealing Day**"	means such Business Day or Business Days as the Directors may from time to time determine in relation to any particular Portfolio and as shall be designated a Dealing Day provided that, in respect of each Portfolio, there shall be at least two Dealing Days in each calendar month. In respect of each Man Numeric Portfolio, each Business Day shall be a Valuation Day and a Valuation Day shall be a Dealing Day.
"**ESMA Guidelines**"	means the ESMA Guidelines on ETFs and other UCITS issues;
"**Valuation Day**"	has the meaning set out the "*Subscriptions - Dealing Procedures"* section of this Supplement.
"**Valuation Point**"	has the meaning set out the "*Subscriptions - Dealing Procedures"* section of this Supplement.
"**Website of the Company**"	https://www.man.com/glg-investments-plc-share-classes

INVESTMENT OBJECTIVE AND POLICIES

The Company has been established for the sole purpose of investing in transferable securities and other liquid assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and will operate on the principle of risk spreading in accordance with the UCITS Regulations. Further information on the investment objectives and policies of the Man Numeric Portfolios are set out in Appendix A to this Supplement.

MANAGEMENT AND ADMINISTRATION

THE COMPANY

The section of the Prospectus titled "*The Company*" sets out general information in relation to the Company, including details of its regulatory status, board of Directors and company secretary.

THE MANAGER

The section of the Prospectus titled "*The Manager"* sets out details in relation to GLG Partners Asset Management Limited, the Manager of the Company, including the services provided to the Company by the Manager, the material terms of the Management Agreement and the composition of the board of directors of the Manager.

THE INVESTMENT MANAGER

The Manager has appointed Numeric to act as discretionary investment manager to the Man Numeric Portfolios with responsibility for the investment selection, portfolio construction and portfolio management of the Man Numeric Portfolios.

Numeric Investors LLC, an indirect, majority-owned subsidiary of Man Group plc, is registered as an "investment adviser" with the SEC. Numeric manages assets for clients globally, including corporate and public pension plans, foundations, endowments, and sovereign funds. Strategies encompass long-only, 130/30 and market-neutral equities across geographic regions, investment styles and capitalisation strata. Numeric currently manages several long-only 130/30 and market-neutral U.S., European, Japanese, emerging markets and global strategies. Numeric's offices are located at 470 Atlantic Avenue, 6th Floor, Boston, MA 02210 USA. As at 30 September 2015, Man Group plc had approximately USD 76.8 billion under management. Man Group plc is one of the world's largest alternative asset managers and a UK publicly listed company in the FTSE 250 index. As at 30 September 2015, Man Group employs about 1,200 people worldwide, with key centres in London, Pfaeffikon (Switzerland), New York, Tokyo, Hong Kong and Sydney.

The Investment Management Agreement dated 8 December 2014 between the Manager and the Investment Manager (the "**Numeric Investment Management Agreement**") provides that in the absence of negligence, wilful default, fraud or bad faith, neither Numeric nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Numeric Investment Management Agreement, in no circumstances shall Numeric be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Numeric Investment Management Agreement. The Manager is obliged under the Numeric Investment Management Agreement to indemnify Numeric from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by Numeric in connection with the performance of its duties and/or the exercise of its powers under the Numeric Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the Numeric Investment Management Agreement, Numeric is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Numeric Investment Management Agreement and provided further that Numeric shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of Numeric. Numeric will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The Numeric Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the Numeric

Investment Management Agreement or commits persistent breaches of the Numeric Investment Management Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Numeric Investment Management Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Numeric Investment Management Agreement may also terminate forthwith on the termination of the Management Agreement.

The appointment of Numeric under the Numeric Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company. In this regard, as at the date of this Supplement the Manager has appointed GLG Partners LP to act in respect of the Man GLG Portfolios and details in respect of such services are set out in the Prospectus.

FUND ADMINISTRATION

The Manager has appointed BNY Mellon Fund Services (Ireland) Limited to act as the Administrator of the Company. The section of the Prospectus titled "*Fund Administration"* sets out details in relation to the services provided to the Company by the Administrator together with the material terms of the Administration Agreement.

THE DEPOSITARY

The Manager has appointed BNY Mellon Trust Company (Ireland) Limited to act as the Depositary to the Company. The section of the Prospectus titled "*The Depositary"* sets out details in relation to the services provided to the Company by the Depositary together with the material terms of the Depositary Agreement.

FUND DISTRIBUTION

The Manager has appointed Man Investments AG ("**MIAG**") as non-exclusive Distributor in relation to the distribution and sale of Shares in the Man Numeric Portfolios. The section of the Prospectus titled "*The Distributor*" sets out details in relation to distribution services provided by MIAG.

The appointment of MIAG under the MIAG Distribution Agreement is not exclusive and the Manager is entitled to appoint other persons to provide distribution services to the Company, or any Portfolio. In this regard, the Manager has appointed GLG to act as distributor of the Man GLG Portfolios and details in respect of such services are set out in the Prospectus.

LOCAL PAYING AGENTS

Local regulations in EEA Member States may, from time to time, require the appointment of paying agents, correspondent banks and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries will be appointed in accordance with the requirements of the Central Bank.

Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via such an intermediary entity rather than directly to or from the Depositary (e.g. a sub-distributor or agent in the local jurisdiction) will bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor.

As at the date hereof, the Company has appointed the following entities as local intermediaries in respect of the Man Numeric Portfolios:

Raiffeisen Bank International AG
Am Stadtpark 9
A – 1030 Wien
Österreich

CACEIS Belgium S.A.
Avenue du Port 86 C b320
B-1000 Brussels
Belgium

Nordea Bank Denmark A/S
A/S (stock corporation)
Strandgade 3
DK – 0900 Copenhagen C
Denmark

GLG Partners Asset Management Limited
70 Sir John Rogerson`s Quay
Dublin 2
Ireland

BNY Mellon Trust Company (Ireland) Limited
Guild House
Guild Street
Dublin 1
Ireland

Société Générale
29 boulevard Haussmann
F-75009 Paris
France

BHF-Bank Aktiengesellschaft
Bockenheimer Landstr. 10
D-60323 Frankfurt am Main
Germany

BNP Paribas Securities Services, Italian Branch
Italian branch of a French bank
Via Ansperto no 5,
I-20123 Milan
Italy

Bank of New York Mellon (Luxembourg) S.A.
2-4 rue Eugene Ruppert
L-2453 Luxembourg
Luxembourg

SEB
Sergels Torg 2
SE-106 40 Stockholm
Sweden

GLG Partners LP
One Curzon Street
London
England
W1J 5HB

FEES AND EXPENSES

MANAGEMENT FEES

The Manager shall be entitled to the management fees in respect of the various Share Class types as outlined for the Man Numeric Portfolios in Appendix A. These fees will be payable out of the assets of the Man Numeric Portfolios. The amount of the management fee shall be determined by the category of the investor as referenced in the Naming Convention. Investors investing in "D" Share Classes will generally have a higher management fee and/or lower minimum subscription amount. Investors investing in "I" Share Classes will generally have a lower management fee and a higher minimum subscription amount than Share Classes with the "D" designation.

Calculation of the Management Fees

The management fees set out below, in Appendix A, in respect of each Share Class shall be calculated by the Administrator and accrue at each Valuation Point and be payable monthly in arrears at a rate of 1/12 of the rate set out in the table above in respect of such Share Class of the average Net Asset Value of such Share Class for the relevant month.

Performance Fees

There are no performance fees in respect of Man Numeric Emerging Markets Equity, Man Numeric US Large Cap Equity or Man Numeric Global Equity.

General Information

The Manager shall also be entitled to reimbursement of all out-of-pocket expenses incurred for the benefit of the Company including expenses incurred by the Investment Manager, the Administrator and/or by the Distributor and charged to it.

The Manager will pay the fees of the Investment Manager out of its management fees and performance fees (if any) and the Investment Manager will pay the Investment Advisers (if any) out of its fees.

Without prejudice to the above, the Manager may from time to time and at its sole discretion and out of its own resources decide to rebate to some or all Shareholders, part or all of the management fees and performance fees (if any). In some cases, such rebates may be applied in paying up additional Shares to be issued to the Shareholder. Such Shares shall be issued to the Shareholders at their Net Asset Value.

The Manager may, at its discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Portfolio and/or the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive part of the management fee in respect of any particular payment period.

ADMINISTRATION AND DEPOSITARY FEES

The Company incurs the following additional costs, charges, fees and expenses (together, the "**Costs**") which relate to the administration of each Portfolio:

- Costs for administration services provided to the Company which includes fees paid to the Administrator and may include services provided by other entities outside of the Man Group ("**Administration Costs**" described below); and

- Costs for administrative support services oversight provided by GLG LP or its delegates pursuant to the Administrative Services Agreement ("**Administrative Support Services**" described below).

The Company will be subject to an annual "Administration Fee" of 0.30% of the Net Asset Value of each Portfolio to cover the Administration Costs and Administrative Support Services. The Administration Fee shall accrue on a daily basis and shall be payable monthly in arrears on the last Business Day of each

month at a rate of 1/12 of 0.30% of the average Net Asset Value of the relevant Portfolio in the relevant month.

A part of the Administration Fee relating to the Administration Costs will be paid by the Company to the Manager (for on-payment as applicable to entities outside of the Man Group) and the remainder of the Administration Fee will be paid by the Company to GLG LP or its delegates for Administrative Services.

In addition, the Company will incur costs which may include but are not limited to: fund registrations, expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, professional fees (including the Auditors and the legal advisors) and tax reporting services ("**Other Expenses**"). Other Expenses will be charged to each Portfolio in addition to the Administration Fee. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense can be allocated to all Portfolios *pro rata* to the value of the net assets of the Relevant Portfolio.

The Company will also reimburse the Manager out of the assets of the Company for reasonable out-of-pocket expenses incurred by the Administrator and GLG LP. The Manager will be responsible for reimbursing the Administrator and GLG LP for these expenses. GLG LP or its delegates may waive or rebate to an individual Portfolio a portion or all of what it receives from the Administration Fee for its provision of the Administrative Support Services. GLG LP or its delegates may also choose to reimburse the Company for all or part of the Administration Costs and/or all or part of the Other Expenses incurred by a Portfolio.

The Administration Costs may include but are not limited to:

- Fund administration costs, including fund valuation services, as well as transfer agency and client services
- Middle office costs including all relevant position and cash reconciliation processes, cash management and other verification procedures
- Additional independent valuation services where applicable
- Investor trade processing and order routing systems
- Regulatory reporting
- Relevant middle and back office software and systems
- Industry data feeds
- Investment trade matching services
- SWIFT or similar messaging services
- Membership of relevant industry, rating and classification bodies
- Investor mailing and associated costs

The Administrative Support Services may include but are not limited to:

- provision and support for portfolio management and risk systems to enable the Company's operation, validation of position, price and profit and loss information on a daily basis;
- Production of daily profit and loss analysis and performance attribution;
- Reconciliation and validation of Net Asset Value in conjunction with the Administrator;
- Daily reconciliation of cash and positions for all of the Company's holdings;
- Provision of operational support to the Company;
- OTC servicing including the review and tracking of documentation;
- Reconciliation and facilitation of settlement; and
- Provision of services in connection with treasury and stock loans to the Company to enable efficient funding and settlement of transactions.

Depositary Fee

- Man Numeric US Large Cap Equity and Man Numeric Global Equity

  The Company will pay the Depositary a depositary fee which will not exceed 0.04% per annum of the Net Asset Value of the Portfolio together with value added tax, if any, applicable to such fees.

- Man Numeric Emerging Markets Equity

  In respect of Man Numeric Emerging Markets Equity, the Company will pay the Depositary a depositary fee which will not exceed USD 60,000 per annum, together with value added tax, if any, applicable to such fees.

The Company will also reimburse the Depositary out of the assets of the relevant Portfolio for reasonable out-of-pocket expenses incurred by the Depositary and for fees (which will not exceed normal commercial rates) and reasonable out of pocket expenses of any sub-depositary appointed by the Depositary and will be liable for transaction charges. The fees and expenses of the Depositary shall accrue on a daily basis and shall be payable monthly in arrears.

SALES CHARGES

Investors may be subject to an upfront sales charge of up to 5% of their proposed subscription, payable to the Manager in respect of any subscription for any Share Class.

Any applicable upfront fee will be deducted from the subscriber's subscription payment for the purposes of determining the net amount available for subscription in shares and the Manager may re-allow or pay all or part of the upfront fee to recognised intermediaries or such other person as the Manager or MIAG may determine, at their absolute discretion. Alternatively, the subscriber may determine to submit the net subscription payment to the Company and forward the up-front fee directly to the relevant intermediary.

As at the date of this Supplement, the Manager may only charge a sales charge in respect of subscriptions for Class D Shares.

DISTRIBUTORS' FEES

The Manager will pay or procure the payment of all of the fees payable to MIAG out of the up-front sales fees, management fees or performance fees (if any) received by the Manager from the Company.

The Manager may appoint additional distributors in respect of the distribution and sale of the Shares from time to time. The fees of any such distributors will be borne by the Manager out of its management fees, performance fees or out of the up-front sales fees received by the Manager.

LOCAL INTERMEDIARIES' FEES

Local regulations in EEA Member States may, from time to time, require the appointment of paying agents, correspondent banks and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries will be appointed in accordance with the requirements of the Central Bank.

The fees of any such intermediate entity will be at normal commercial rates and will be borne by the Manager out of its management fee or by the Shareholders who will avail of the services provided by such agent. In certain circumstances such fees may be borne by the Company out of the assets of the relevant Portfolio or Portfolios. Where the fee is based on the Net Asset Value of a Portfolio, all Shareholders may avail of the services provided by the local intermediary or the fee will be payable only out of the Net Asset Value attributable to the Share Class/Classes of the Portfolio in respect of which Shareholders are entitled to avail of such services.

SWITCHING BETWEEN PORTFOLIOS

There is no sales or distribution charge payable on an exchange of Shares in the Man Numeric Portfolios for Shares in any other Portfolio of the Company, including for the avoidance of doubt any Man GLG Portfolio.

ESTABLISHMENT EXPENSES

The establishment expenses and amortisation period of each Man Numeric Portfolio are set out in the table below.

Name of Portfolio	Formation Expenses	Amortisation Period	Fully Amortised
Man Numeric Emerging Markets Equity	USD 50,000	36 months	No
Man Numeric US Large Cap Equity	USD 50,000	36 months	No
Man Numeric Global Equity	USD 50,000	36 months	No

The amortisation period will commence immediately upon the launch of the relevant Man Numeric Portfolio.

In circumstances where the Directors believe that the organisational expenses shall not be material in the context of the overall net asset value of a Man Numeric Portfolio and that it may be fair and equitable that the initial Shareholders in a Man Numeric Portfolio should not bear all of the organisational costs, they may determine that the Man Numeric Portfolio will amortise its organisational costs over the first five years following launch of the relevant Man Numeric Portfolio. The Directors are satisfied that the approach to be adopted by the Company accords with market practice in Ireland and are satisfied that based on the information available to them, the amortisation costs are not likely to be material and the auditor's report is unlikely to be qualified in this regard.

OPERATING EXPENSES

The Company will also pay certain other costs and expenses incurred in its operation, including without limitation, withholding taxes that may arise on Investments, clearing and registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, insurance, interest, brokerage costs, promotional and marketing expenses and all professional and other fees and expenses in connection therewith and the cost of publication of the Net Asset Value of the Shares. Expenses will be allotted to the Portfolio or Portfolios to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense will normally be allocated to all Portfolios *pro rata* to the value of the net assets of the relevant Portfolio.

DIRECTORS' FEES

Under the Articles, the Directors are entitled to a fee in remuneration for their services at a rate to be determined from time to time by the Directors, but so that the aggregate amount of Directors' remuneration in any one year shall not exceed USD 50,000 in respect of any Portfolio. The Directors and any alternate Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any other meetings in connection with the business of the Company.

For additional information concerning fees and expenses, please consult the section under the heading "FEES AND EXPENSES" in the Prospectus.

SUBSCRIPTIONS

The Directors are given authority to effect the issue of Shares of any series or Class in respect of a Portfolio and with the approval of the Central Bank to create new series or Classes on such terms as they may from time to time determine in relation to any Portfolio. Issues of Shares will be made with effect from a Dealing Day.

The table below sets out the information in relation to minimum initial subscriptions, minimum incremental subscriptions and minimum ongoing shareholding requirements of the Share Classes of the Company. For details on the specific Share Classes of the Man Numeric Portfolios and their respective launch dates, please refer to the Website of the Company.

	D		**I**	
	Minimum Initial Subscription / Minimum Ongoing Subscription	**Minimum Incremental Subscription**	**Minimum Initial Subscription / Minimum Ongoing Subscription**	**Minimum Incremental Subscription**
AUD	AUD 1,000	AUD 500	AUD 100,000	AUD 1,000
CAD	CAD 1,000	CAD 500	CAD 100,000	CAD 1,000
CHF	CHF 1,000	CHF 500	CHF 100,000	CHF 1,000
CNH	CNH 5,000	CNH 2,500	CNH 500,000	CNH 5,000
DKK	DKK 5,000	DKK 2,000	DKK 500,000	DKK 5,000
EUR	EUR 1,000	EUR 500	EUR 100,000	EUR 1,000
GBP	GBP 1,000	GBP 500	GBP 100,000	GBP 1,000
JPY	JPY 500,000	JPY 100,000	JPY 10,000,000	JPY 100,000
NOK	NOK 5,000	NOK 2,000	NOK 500,000	NOK 5,000
PLN	PLN 2,000	PLN 1,000	PLN 200,000	PLN 2,000
SEK	SEK 5,000	SEK 2,000	SEK 500,000	SEK 5,000
SGD	SGD 1,000	SGD 500	SGD 100,000	SGD 1,000
USD	USD 1,000	USD 500	USD 100,000	USD 1,000

The Classes of Shares that are not shown on the Website of the Company as being listed on the ISE or as launched will be available for subscription as set out in the table below:

Currency of the Share class	**Initial offer price**
AUD	AUD 100
CAD	CAD 100
CHF	CHF 100
CNH	CNH 100
DKK	DKK 100
EUR	EUR 100
GBP	GBP 100
JPY	JPY 10,000
NOK	NOK 100
PLN	PLN 100
SEK	SEK 100
SGD	SGD 100
USD	USD 100

Unless otherwise stated on the Website of the Company, the initial offer period will start on the launch date of the Share class (as disclosed in the Key Investor Information Documents available online at www.man.com) at 1pm (Irish time) and will close at 1pm (Irish time) on the Business Day following the launch date. All available Share Classes of the Man Numeric Portfolios are listed on the Website of the Company. Please refer to the Website of the Company for the details relating to the available Share classes

Thereafter, Shares in each Share Class will be subscribed for and will be issued at the Net Asset Value per Share Class on each Dealing Day, together with any applicable subscription charges and any fiscal duties and charges incurred in connection with any change of securities for Shares.

Dealing Procedures

Each Business Day is both a Dealing Day and a Valuation Day for the Man Numeric Portfolios.

Application forms received prior to the Dealing Deadline for any particular Dealing Day will receive shares at the Net Asset Value per Share calculated for that Dealing Day's Valuation Point. The table below illustrates this process:

Dealing Day	**Subscription Dealing Deadline***	**Valuation Point**	**Contract Note**	**Settlement**
Any Business Day	Trades received before 1:00 pm Irish time will be included for that Dealing Day	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point on that Dealing Day.	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised.	Settlement proceeds must be received within five (5) Business Days of the Dealing Day.

* In exceptional circumstances, the Manager may from time to time permit applications after the Dealing Deadline, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented).

Please note that the above table is illustrative only.

The Valuation Point for the Man Numeric Portfolios is 11:00 pm (Irish time) on the relevant Valuation Day. The relevant dealing cut-off time for each of the Man Numeric Portfolios is set out in Appendix A below.

Applications for Shares should be made on the Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion below) to the Administrator. The address for the Administrator is shown below.

Administrator

BNY Mellon Fund Services (Ireland) DAC
AIS Transfer Agency Team
Riverside Two
Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2
Ireland

INVESTOR INQUIRIES
Telephone: + 353 1 790 3554
Facsimile: + 353 1 790 4076

Email: numeric.shareholderservicing@bnymellon.com

INVESTOR DEALING
Facsimile: + 353 1 790 4076
Email: numericdealing@bnymellon.com*
* For placing of transactions via attachment only

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, the Application Form must be received no later than the relevant Subscription Dealing Deadline (as set out below) or such later time as the Manager may from time to time permit, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after such time will be held over until the following Dealing Day and will receive the Net Asset Value per Share as calculated on the following Dealing Day. Where the applicant is an existing Shareholder a Repeat Application Form may be used. The Repeat Application Form must be received no later than the relevant Dealing Deadline in respect of the relevant Dealing Day or such later time as the Manager may from time to time permit provided that applications will not be accepted after the corresponding Valuation Point. The Manager shall ensure that such exceptional circumstances referred to in this paragraph are fully documented.

The minimum initial subscription for each Share Class will be as set out in the table above or, in the case of investors from certain jurisdictions, such higher amount as may be disclosed in the country supplement for those jurisdictions to ensure compliance with local regulatory requirements.

The Directors may, in their absolute discretion, waive the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts. The Directors have waived the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts in respect of investors who are resident in any country where there is a regulatory restriction or prohibition on payment or receipt of commissions. The Directors have waived the minimum initial and incremental subscription amounts and the minimum ongoing shareholding amounts for certain distribution platforms and other institutional relationships which, in the reasonable opinion of the Directors, have resulted in, or are likely to result in significant inflows into the Portfolios and which also meet approved criteria set by the Directors. Where the Application Form is sent by facsimile or any other form of electronic communication agreed in advance by the Administrator this must be accompanied by supporting documentation in relation to money laundering prevention checks and the signed original Application Form together with the original supporting documentation in relation to money laundering prevention checks must be sent by post immediately thereafter. The Repeat Application Form may be submitted to the Administrator by facsimile or by any other form of electronic communication agreed in advance by the Administrator. Notwithstanding the above, the Administrator may, in its absolute discretion, process subscription/redemption requests on behalf of certain low risk investors (as determined by the Administrator) absent an original Application Form and original or original ink certified copies of anti-money laundering documentation. However, any amendments to an investor's payment instructions will only be effected on receipt of original documentation.

The Company may issue fractional Shares (rounded to the nearest one thousandth of a Share).

Any Shares purchased and settled by an applicant through Euroclear, Fundsettle or Clearstream will be registered in the nominee name of that entity.

Settlement Procedures

In the case of all Share Classes of the Man Numeric Portfolios where the Distributor or the Administrator has received a duly completed Share application in respect of such a Share Class in the relevant Man Numeric Portfolio by the Dealing Deadline, cleared subscription monies must be received within five (5) Business Days of the Dealing Day.

In the event that subscription monies are not received by the Company before the Dealing Deadline, Shares will be provisionally allotted and the Company may (subject to the restrictions set out in the section titled "*Borrowing Policy*") temporarily borrow an amount equal to the subscription monies and invest such monies in accordance with the investment objectives and policies of the relevant Man Numeric Portfolio. Once the subscription monies are received the Company will use such subscription monies to repay the relevant borrowings and reserves the right to charge that investor interest on such outstanding subscription monies at normal commercial rates. In addition the Company reserves the right to cancel the provisional

allotment of Shares in those circumstances. In addition, the investor shall indemnify the Company, the Distributor and the Administrator for any loss of any nature suffered as a result of the investor's failure to transmit the subscription monies in a timely fashion. In addition, the Company may redeem or sell all or part of a Shareholder's holding of Shares and use the proceeds to make good any loss suffered as a result of the investor's failure to transmit the subscription monies within the time set out in this Supplement.

If Shares in a Man Numeric Portfolio are issued in return for Investments, the Directors are entitled to add a charge in respect of any fiscal duties and charges incurred in connection with any permitted exchange of Investments for Shares.

Subscriptions for Shares Classes must be in the designated currency of said class unless the Directors otherwise agree to accept subscriptions in any freely convertible currency approved by the Administrator, in which case such subscriptions will be converted into the relevant currency available to the Administrator at prevailing exchange rates and the cost of conversion will be deducted from the subscription monies. Any credit interest accruing on subscription monies received prior to the deadline for receipt thereof shall be credited to the account of the relevant Portfolio. Overdraft interest charged as a result of the late receipt of subscription monies will be debited to the account of the relevant Portfolio at the discretion of the Directors.

Subscription for Share Classes should be made by electronic transfer to the accounts set out in the Application Form.

A contract note will be sent to applicants within one Business Day of the publication of the Net Asset Value. The contract note will provide full details of the transaction and a Shareholder number which, together with the Shareholder's personal details, will be proof of identity. The Shareholder number should be used for all future dealings with the Company and the Administrator.

The Directors may issue Shares in exchange for Investments in which the Company is permitted to invest in accordance with the UCITS Regulations and the particular investment objective and policies of the relevant Portfolio. No Shares may be issued in exchange for such Investments unless the Directors are satisfied that (i) the number of Shares issued in the relevant Portfolio will not be more than the number which would have been issued for settlement in cash having valued the Investments to be exchanged in accordance with the valuation provisions set out in the Articles and summarised herein; and (ii) all fiscal duties and charges arising in connection with the vesting of such Investments in the Depositary for the account of the relevant Portfolio are paid by the person to whom the Shares in such Portfolio are to be issued or, at the discretion of the Directors, partly by such person and partly out of the assets of such Portfolio, and the Depositary is satisfied that the terms of such exchange shall not materially prejudice the Shareholders in the relevant Portfolio and that the Investments have been vested in the Depositary.

Shares are issued in registered, but uncertificated, form. Written confirmation of ownership will be sent to Shareholders within ten (10) days of registration. The uncertificated form enables the Company to deal with requests for redemption without undue delay. The number of Shares issued will be rounded to the nearest one thousandth of a Share and any surplus money will be credited to the Company. Shares purchased by investors in certain jurisdictions may be purchased on behalf of the underlying investors, pursuant to nominee arrangements (and subject to any applicable anti-money laundering requirements as set out below). In certain jurisdictions, the purchase of the Shares can be arranged through plans providing that the investor shall pay the subscription price through periodic instalments of a pre-arranged amount.

Anti-Money Laundering and Verification of Investors

Measures aimed towards the prevention of money laundering may require a detailed verification of the applicant's identity. Depending on the circumstances of each application, a detailed verification might not be required where the application is made through a recognised intermediary. This exception will only apply if the intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations.

The Company, the Distributor, the Administrator and the Manager reserve the right to request such additional information and / or confirmations as are necessary to verify the identity of an applicant (ie a subscriber or a transferee) before an application can be processed. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Company (and the Administrator acting on behalf of the Company) may refuse to accept the application and all subscription

monies, in which case any funds received may be returned without interest to the account from which they were debited. By way of example an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of his/her address such as a utility bill or bank statement and date of birth. In the case of corporate applicants this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors. The Distributor, the Administrator, the Manager and the Company shall be held harmless and indemnified against any loss arising where information which they have requested has not been provided by the applicant.

Restricted Investors

Shares will generally not be issued or transferred to any U.S. Person, except that the Directors may authorise the purchase by, or transfer of shares to, a Permitted U.S. Person provided that: (i) such purchase or transfer does not result in a violation of the Securities Act or the securities laws of any of the States of the U.S. (ii) such purchase or transfer will not require the Company or any Portfolio to register under the U.S. Company Act; and (iii) such purchase or transfer will not result in any adverse tax, regulatory or other consequences to the Company or the Shareholders and (iv) such issue or transfer will not cause the assets of a Portfolio to be treated as "plan assets" for the purposes of ERISA. Each applicant for Shares who is a U.S. Person will be required to provide such representations, warranties or documentation as may be required to ensure that these requirements are met prior to the issue of Shares.

Permitted U.S. Persons shall be required to complete a separate "Supplemental Application Form for U.S. Persons" which is available upon request. The Administrator or Company will disclose Shareholders' personal information to third parties where necessary or for legitimate business interests. This may include disclosure to third parties such as auditors and the Central Bank or agents of the Administrator who process the data for anti-money laundering purposes, or for compliance with Irish or foreign regulatory requirements. In addition, Shareholders' personal information will be processed and disclosed as outlined above and to the Investment Manager and, where necessary, or in the Company's or the Administrator's legitimate interests, to any company in the Administrator's and/or the Investment Manager's group of companies or agents of the Administrator including companies situated in countries outside of the European Economic Area which may not have the same data protection laws as in Ireland.

Other relevant information

The Company may charge a sales charge as specified under the section entitled "*Fees and Expenses*". The Company may pay all or a portion of any such sales charge to the Distributor and/or to any intermediaries, for services provided in connection with the solicitation of subscriptions. Any applicable sales charge will be deducted from the subscribers' subscription payment for the purpose of determining the net amount available for investment in Shares. Alternatively, the subscriber may submit the net subscription payment to the Company and forward the sales charge directly to the relevant intermediary.

Applications for Shares received during any period when the issue or valuation of Shares has been temporarily suspended in the circumstances described under the section entitled "*Determination and Publication and Temporary Suspension of Net Asset Value*" in the Prospectus, will not be dealt with until dealings have recommenced. Such applications will be dealt with on the next Dealing Day after dealings have recommenced, unless such application has been withdrawn during the period of suspension of dealings.

The Directors reserve the right to reject an application for Shares for any reason in whole or in part, in which event the application monies or any balance thereof will be returned to the applicant by transfer to the applicant's account or by post at the applicant's risk.

Dividends Distribution Policy of Available Shares

There will be no dividend distributions in respect of any Share Classes of the Man Numeric Portfolios. Accordingly, income and capital gains arising in respect of the Man Numeric Portfolios will be re-invested in the Man Numeric Portfolios and reflected in the Net Asset Value per Share for the Man Numeric Portfolios.

For additional information concerning subscriptions, please consult the section under the heading "SUBSCRIPTIONS" in the Prospectus.

REDEMPTION, CONVERSION AND TRANSFER OF SHARES

REDEMPTION OF SHARES

Shareholders may request the Company to redeem their Shares on and with effect from any Dealing Day at a price based on the Net Asset Value per Share on such Dealing Day (subject to such adjustments, if any, as may be specified in respect of any Portfolio including, without limitation, any adjustment required for Duties and/or Charges) in accordance with the redemption procedures specified below.

Submission of Redemption requests

The Shares in each Man Numeric Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share on that Dealing Day.

Redemption requests should be made on the Redemption Request Form, which should be posted or sent by facsimile to the Administrator, or by any other form of electronic communication agreed in advance with the Administrator so as to arrive at the Administrator's address no later than the relevant Redemption Dealing Deadline (as set out below in Appendix A) or such later time as the Manager may from time to time permit, provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented).

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day.

Dealing Procedures

Each Business Day is both a Dealing Day and a Valuation Day for the Man Numeric Portfolios.

The relevant dealing cut-off time for each Man Numeric Portfolio is set out in Appendix A below. Notwithstanding these deadlines, the Manager may, at its absolute discretion and upon prior notice to the relevant Shareholders, determine to impose a later deadline for the receipt of Redemption Request Forms in respect of the Company or any of the Man Numeric Portfolios or Class, provided that such later deadline will not be later than the Valuation Point in respect of the relevant Dealing Day. Prior to placing their redemption request, Shareholders may contact the Administrator (contact details below) to confirm whether a later Dealing Deadline has been approved in respect of any of the Man Numeric Portfolios of the Company. The table below illustrates this process.

Dealing Day	**Redemption Dealing Deadline***	**Valuation Point**	**Contract Note**	**Settlement**
Any Business Day	Trades received before 1:00 pm Irish time will be included for that Dealing Day	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point on that Dealing Day	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised.	Redemption proceeds typically are expected to be paid within five (5) Business days but under certain circumstances can take longer.

*In exceptional circumstances, the Manager may from time to time permit redemptions after the Dealing Deadline, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented).

Please note that the above table is illustrative only.

The Administrator's address is shown below:

Administrator

BNY Mellon Fund Services (Ireland) DAC
AIS Transfer Agency Team
Riverside Two
Sir John Rogerson's Quay
Dublin 2
Ireland

INVESTOR INQUIRIES
Telephone: + 353 1 790 3554
Facsimile: + 353 1 790 4076
Email: numeric.shareholderservicing@bnymellon.com

INVESTOR DEALING
Facsimile: + 353 1 790 4076
Email: numericdealing@bnymellon.com*

* For placing of transactions via attachment only

Subject as set out above, a Shareholder may redeem any or all of its Shares on any Dealing Day (except when dealings have been suspended in the circumstances described in the section of the Prospectus titled "*Determination and Publication and Temporary Suspension of Net Asset Value*") at a price based on the Net Asset Value per Share as of the Valuation Point in respect of the relevant Dealing Day or, if the redemption request is received later than the time specified for receipt of a redemption request for value on that Dealing Day, at the Net Asset Value per Share as of the Valuation Point on the next succeeding Dealing Day.

If a redemption order reduces the Shareholding to below any minimum holding required in respect of a Portfolio, such order will be treated as an order to redeem the entire Shareholding, unless the Directors otherwise determine. Redemption requests will be processed on receipt of faxed instructions only where payment is made to the account of record.

Redemption orders may not be withdrawn without the consent of the Company except when the redemption of Shares has been temporarily suspended in the circumstances described under the section entitled "*Determination and Publication and Temporary Suspension of Net Asset Value*" in the Prospectus.

Notwithstanding the above deadlines, the Manager may, in exceptional circumstances, at its absolute discretion and upon prior notice to the relevant Shareholders, determine to impose a later deadline for the receipt of Redemption Request Forms in respect of the Company or any given Portfolio or Share Class, provided that such later deadline will not be later than the Valuation Point in respect of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented). Prior to placing their redemption request, Shareholders may contact the Administrator (contact details above) to confirm whether a later Dealing Deadline has been approved in respect of any Portfolio of the Company.

Settlement Procedures

Redemption proceeds are expected to be paid within five (5) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption Proceeds will be paid by telegraphic transfer to the Shareholder's account specified in the Redemption Request Form.

If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with. Where a Shareholder instructs that redemption proceeds are to be paid to a different account to that previously specified by it, the original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

If outstanding redemption requests from all holders of Shares of a particular series on any Dealing Day total in aggregate more than 10% of all the Shares of such series in issue on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such excess number of Shares in issue in that series on that Dealing Day in respect of which redemption requests have been received as the Manager shall determine. If the Manager refuses to redeem Shares for this reason, the requests for redemption on such date shall be reduced rateably and the Shares to which each request relates which are not redeemed shall be redeemed on each subsequent Dealing Day in priority to any request received following that Dealing Day, provided that the Company shall not be obliged to redeem more than 10% of the number of Shares of a particular series outstanding on any Dealing Day, until all the Shares of the series to which the original request related have been redeemed. In the event that redemption requests in respect of a series are restricted in accordance with the above provisions for ten consecutive Dealing Days, the Board shall convene a meeting to determine whether it is appropriate to suspend dealings in the relevant Portfolio in accordance with the provisions of the section entitled "*Temporary Suspension of Net Asset Value*".

Any amount payable to a Shareholder in connection with the redemption or repurchase of Shares may, with the consent of the Shareholder concerned, be paid by the transfer to such Shareholder of the assets of the Company in specie, provided that the nature of the assets and the type of assets to be transferred to each Shareholder shall be determined by the Directors on such basis as the Directors in their sole discretion shall deem equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary. For the foregoing purposes the value of assets shall be determined on the same basis as used in calculating the Redemption Price of the Shares being so repurchased. Where the Shareholder has requested the redemption of Shares representing 5% or more of the Net Asset Value of the relevant Portfolio, the redemption proceeds may be paid in specie solely at the discretion of the Company. An individual Shareholder may request that the assets be sold, at the Shareholder's expense, and determine to receive the cash proceeds instead.

Total Redemption of Shares

The Company may redeem all of the Shares of any Share Class in issue if the Shareholders in that class pass a Special Resolution providing for such redemption at a general meeting of the holders of the Shares of that Class, or if the redemption of the Shares in that class is approved by a resolution in writing signed by all of the holders of the Shares in that class or if the Net Asset Value of the Share Class falls below such amount as specified below. Shares will be repurchased at the Net Asset Value per Share on the relevant Dealing Day less such sums as the Directors in their absolute discretion may from time to time determine as an appropriate provision for duties and charges in relation to the realisation or cancellation of the Shares to be repurchased.

Compulsory Redemption of Shares

The Company may redeem the Shares of any Shareholder whose holding in any Portfolio falls below the minimum ongoing shareholding amount in respect of the relevant Share Class as set out in the table in the section headed "*Subscriptions*" above.

Holders of Shares in the Company are required to notify the Company immediately when, at any time following their initial subscription for Shares in the Company, they become U.S. Persons or Irish Residents or cease to be Exempt Investors, or the Declaration made by or on their behalf is no longer valid. Shareholders are also required to notify the Company immediately in the event that they hold Shares for the account or benefit of U.S. Persons or Irish Residents or Irish Residents who cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid or where they hold Shares in the Company in breach of any law or regulation or otherwise in circumstances having or which may have any adverse regulatory, pecuniary, legal or material administrative disadvantage for the Company or its Shareholders as a whole; or if the information contained on their application form for Shares is no longer correct.

Where the Directors become aware that a Shareholder in the Company (a) is a U.S. Person other than a Permitted U.S. Person or is holding Shares for the account of a U.S. Person that is not an "accredited investor" and a "qualified purchaser" as such terms are defined under U.S. federal securities laws; or (b) is holding Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, legal, pecuniary, tax or material administrative disadvantage for the Company, the relevant Portfolio or its Shareholders as a whole, the Directors may: (i) direct such Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares; or (ii) redeem the relevant Shares at the Net Asset Value of the Shares as at the Dealing Day immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Under the Articles, any person who becomes aware that he is holding Shares in contravention of any of the above provisions and who fails to transfer, or deliver for redemption, his Shares if so directed by the Directors pursuant to the above provisions or who fails to make the appropriate notification to the Company is obliged to indemnify and hold harmless each of the Directors, the Company, the Administrator, the Depositary, the Investment Manager and the Shareholders of the Company (each an "**Indemnified Party**") from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

The Articles permit the Company to redeem the Shares where during a period of six (6) years no acknowledgement has been received in respect of any Share certificate, contract note or other confirmation of ownership of the Shares sent to the Shareholder, and require the Company to hold the redemption monies in a separate interest bearing account.

The Company may compulsorily redeem Shares in order to ensure compliance with the percentage limitation on investment in each of the Portfolios by Benefit Plan Investors as set out in the section entitled 'Limitation on Investments by Benefit Plan Investors' in the Prospectus.

The Company may also compulsorily redeem Shares in a Man Numeric Portfolio if, at any time after the first anniversary of the first allotment of Shares in a Man Numeric Portfolio, the Net Asset Value of a Man Numeric Portfolio falls below USD 50,000,000 on any Valuation Day.

CONVERSION OF SHARES

Shareholders will be entitled to exchange any or all of their Shares of any series representing any Portfolio for Shares of any other series in respect of any other Portfolio available for issue at that time (including any Man GLG Portfolio).

Information in relation to the conversion and transfer of Shares is set out in the section of the Prospectus entitled "*Conversion and Redemption and Transfers of Shares*".

TRANSFERS OF SHARES

Shares may be transferred in accordance with the provisions set out in the section of the Prospectus entitled "*Conversion and Redemption and Transfers of Shares*".

KEY RISK FACTORS FOR THE MAN NUMERIC PORTFOLIOS

Investors should be aware of the risks of the Man Numeric Portfolios including, but not limited to, the risks described in the section of the Prospectus titled "*Certain Investment Risks*" and below. Investment in a Man Numeric Portfolio is suitable only for persons who are in a position to take such a risk. There can be no assurance that a Man Numeric Portfolio will achieve its investment objectives.

As investors could lose some or all of their investment, potential investors should carefully consider the information contained in this Supplement and the relevant Appendix before making any investment in Shares. In particular, but without limitation, investors should carefully consider the risks associated with investing in the Shares, whether the Shares are a suitable investment for them and whether they have sufficient resources to be able to bear any losses which may result from an investment in the Shares.

The following summary of the key risks is not exhaustive and new risks may emerge over time. Investors should only invest in the Shares if they understand the terms on which the Shares are offered and should, where appropriate, seek advice from relevant adviser(s) before making an investment.

References below to "Portfolio" or "Portfolios" shall, where the context admits, be to any of the Man Numeric Portfolios.

General Risks

Speculative investment

There can be no assurance that a Portfolio will achieve its investment objective. An investment in the Shares is not guaranteed or subject to principal or capital protection and investors could lose some or all of their investment. Both an investment in a Portfolio and the investments which the Portfolios propose to make are speculative. Furthermore, the Portfolios' investments may be subject to sudden, unexpected and substantial price movements (which may be influenced by factors such as changes in interest rates, currency exchange rate and economic and political events which are beyond the control of, and not predictable by, the Investment Manager). Unexpected and substantial price movements may lead to substantial fluctuations in the Net Asset Value per Share within a short period of time. Accordingly, an investment in the Shares should be made only by those persons who could afford to sustain a loss in such an investment. Regardless of the fact that the Investment Manager intends to manage a Portfolio diligently in pursuit of a Portfolio's investment objective, no guarantee or representation can be made that a Portfolio's investment objective and strategy will be successful, that the various investment strategies and trading strategies utilised will have low correlation with each other or that a Portfolio's returns will exhibit low correlation with an investor's traditional investment portfolio. The Portfolios may utilise a variety of investment techniques, each of which can involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which a Portfolio's investment portfolio may be subject.

Performance history

There can be no assurance that information on the Investment Manager or the investment strategies set out in this Supplement, in the key investor information documents or elsewhere, including information on past performance, will be indicative of how the Shares will perform (either in terms of profitability or low correlation with other investments) in the future.

Operating History

Man Numeric Emerging Markets Equity was approved in Ireland by the Central Bank on 8 December 2014 and has no prior operating history. There can be no assurances that the Portfolio will be successful in meeting its objectives.

Man Numeric US Large Cap Equity was approved in Ireland by the Central Bank on 2 September 2015 and has no prior operating history. There can be no assurances that the Portfolio will be successful in meeting its objectives.

Man Numeric Global Equity was approved in Ireland by the Central Bank on 2 September 2015 and has no prior operating history. There can be no assurances that the Portfolio will be successful in meeting its objectives.

Dependence on the Investment Manager

The success of any Portfolio is significantly dependent upon the ability of the Investment Manager to develop and implement effectively the Portfolios' investment objectives. Except as otherwise discussed herein, investors will be relying entirely on the Investment Manager to conduct and manage the day-to-day affairs of the Company. Subjective decisions made by the Investment Manager may cause the Company and its Portfolios to incur losses or to miss profit opportunities on which it could otherwise have capitalised.

The performance of the Investment Manager is largely dependent on the talents and efforts of the highly skilled personnel of the relevant Investment Manager. The success of the Company and its Portfolios depends on the Investment Manager's ability to identify, and willingness to provide, acceptable compensation to attract, retain and motivate talented investment professionals and other personnel. There can be no assurance that the Investment Manager's investment professionals will continue to be associated with the Investment Manager throughout the life of the relevant Portfolio and there is no guarantee that the talents of the Investment Manager's investment professionals could be replaced. The failure to attract or retain such investment professionals could have a material adverse effect on the Company, its Portfolios and the Shareholders.

Operational risk

The Company depends on the Investment Manager to develop appropriate systems and procedures to control operational risk. These systems and procedures may not account for every actual or potential disruption of the Investment Manager's operations. The Investment Manager's business is dynamic and complex. As a result, certain operational risks are intrinsic to the Investment Manager's operations, especially given the volume, diversity and complexity of transactions that the Investment Manager is expected to undertake daily on behalf of its clients. Disruptions in the Investment Manager's operations may cause the Portfolios to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage.

Trading systems risks

The Company and the Manager depend on the relevant Investment Manager and its other service providers to develop and implement appropriate systems for the trading activities of the Man Numeric Portfolios. Further, the Manager and the Investment Manager rely extensively on computer programmes and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of the Portfolios' activities. Certain of the Manager's and the Investment Manager's operations interface will be dependent upon systems operated by third parties, including brokers, the Administrator, market counterparties and their sub- depositaries and other service providers, and the Investment Manager may not be in a position to verify the risks or reliability of such third-party systems. These programmes or systems may be subject to certain limitations, including, but not limited to, those caused by computer "worms", viruses and power failures. The Investment Manager and the Manager's operations are highly dependent on each of these systems and the successful operation of such systems is often out of the Manager's and Investment Manager's control. The failure of one or more systems or the inability of such systems to satisfy the Company's new or growing businesses could have a material adverse effect on the Portfolios. For example, systems failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the ability of the Manager to monitor the Portfolios' investment portfolio and risks.

Trade error risks

The complex trading programmes operated by the Investment Manager and the volume of transactions invariably result in occasional trades being executed which, with the benefit of hindsight, were not required by the trading programme. To the extent an error is caused by a counterparty, such as a broker, the Investment Manager generally attempts to recover any loss associated with such error from such counterparty. To the extent an error is caused by the Investment Manager, a formalised process is in place for the resolution of such errors. Given the volume, diversity and complexity of transactions executed by the Investment Manager on behalf of the Portfolios, investors should assume that trading errors (and similar errors) may occur, and may result in losses to the Portfolios. If such errors result in gains to the Portfolios, such gains will be retained by the Portfolios. However, if such errors result in losses, they will be

borne by the Investment Manager in accordance with its internal policies unless otherwise determined by the Directors.

Cash management

The Company may enter into arrangements by which cash not required by a Portfolio for trading purposes will be managed by the Investment Manager. Such arrangements may include the entry by a Portfolio into repurchase or reverse repurchase transactions and other cash management arrangements, including holding cash in bank accounts or secured or unsecured deposits, or investing such cash in corporate or government bonds, or such other instruments as deemed appropriate by the Investment Manager. Such arrangements are further described in the section of Appendix A relating to the relevant Portfolio.

A repurchase transaction involves the sale of securities by a seller to a buyer for a purchase price, and an agreement for the seller to repurchase such securities on a mutually agreed future date for the same purchase price, plus interest at a negotiated rate. From the perspective of the buyer, the transaction is referred to as a reverse repurchase transaction, and involves buying securities against payment of a cash price, with the buyer agreeing to resell the securities at a future date, and the original seller agreeing to repurchase such securities at the same price, plus interest at a negotiated rate. Such transactions are economically equivalent to a cash loan collateralised by the securities.

The use of repurchase and reverse repurchase agreements by a Portfolio involves certain risks. For example, if the seller of securities to a Portfolio under a reverse repurchase transaction defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Portfolio will seek to dispose of such securities, which could involve costs or delays. The Portfolio may suffer a loss to the extent that the proceeds from the disposal of the underlying securities are less than the repurchase price due from the defaulting seller.

Borrowing for operations

The Portfolios may borrow money on a temporary basis for cash management purposes and to meet redemptions that would otherwise result in the premature liquidation of its investments. The use of short-term borrowing creates several additional risks for a Portfolio. If a Portfolio is unable to service the debt, a secured lender could liquidate the Portfolio's position in some or all of the financial instruments that have been pledged as collateral and cause the Portfolio to incur significant losses. The occurrence of other material defaults and other financing agreements, may trigger cross-defaults under the Company's agreements with other brokers, lenders, clearing firms or other counterparties, multiplying the materially adverse impact to the relevant Portfolio. The amount of debt which the Portfolios may have outstanding at any time may be large in relation to their assets. Consequently, the level of interest rates generally, and the rates at which the Portfolios can borrow particularly will affect the operating results of the Portfolios.

Lack of Secondary Market

An investment in the Portfolios provides limited liquidity since there is not expected to be a secondary market for Shares. Shareholders will have the redemption rights set out in the *"Redemption, Conversion and Transfer of Shares"* section of this Supplement.

Use of estimates for subscriptions and redemptions

The Net Asset Value of the Shares may be based in part on estimated valuations which may prove to be inaccurate or valuations which contain significant discretionary factors. Where subscription and/or redemption prices are based on estimated Net Asset Values, it should be noted that such prices may not be revised if such estimates prove to be inaccurate. In the case that any subscriptions or redemptions are effected at prices based wholly or partly on estimates then, to the extent that these estimates are too high, net new subscriptions at this price will provide a benefit to continuing investors, to the detriment of new investors, and net new redemptions will cause continuing investors to suffer a dilution in the value of their shares, to the benefit of redeemers. If these estimates are too low, net new subscriptions at this price will cause continuing investors to suffer a dilution in the value of their shares, to the benefit of new investors and net new redemptions will provide a benefit to continuing investors, to the detriment of redeemers.

Performance fees

In the case of any Portfolio which charges a performance fee, investors should note that there will be no equalisation methods used for the purpose of determining the performance fee payable. There is a risk that a Shareholder redeeming Shares may still incur a performance fee in respect of the Shares, even though a loss in investment capital has been suffered by the redeeming Shareholder.

Performance fees may create an incentive for the Investment Manager to make investments which are riskier than would be the case in the absence of a fee based on performance.

Effect of substantial redemptions

Several factors cause substantial redemptions to be a risk factor for Shareholders. The Company will pursue a variety of investment strategies that will take time to develop and implement. Subject to the applicable investment objective and investment strategies, a portion of the Portfolio's portfolio may be comprised of financial instruments that are traded over the counter (OTC) and which may experience reduced liquidity. The Portfolio may not be able to dispose of such financial instruments readily. Substantial redemptions could be triggered by a number of events, including, for example, unsatisfactory performance, significant change in personnel or management of the Investment Manager, removal or replacement of the Investment Manager as the investment manager of a Portfolio, a decision by the Company and/or the Portfolio's investors to liquidate such Portfolio's assets by redeeming Shares, investor reaction to redemptions from the Investment Manager's other accounts, legal or regulatory issues that investors perceive to have a bearing on the Portfolio or the Investment Manager, or other factors. Actions taken to meet substantial redemption requests from the Company (as well as similar actions taken simultaneously in the Investment Manager's other accounts) could result in prices of financial instruments held by a Portfolio decreasing and in Portfolio expenses increasing (i.e. transaction costs and the costs of terminating agreements). The overall value of a Portfolio also may decrease because the liquidation value of certain assets may be materially less than their mark-to-market value. A Portfolio may be forced to sell its more liquid positions which may cause an imbalance in the portfolio that could adversely affect the remaining Shareholders. Substantial redemptions could also significantly restrict a Portfolio's ability to obtain financing or derivatives counterparties needed for its investment and trading strategies, which would have a further material adverse effect on the Portfolio's performance.

CNH Share Class Currency Risk

The Portfolios may offer Share Classes designated in CNH. Investors should be aware that there may be additional risks involved in investing through CNH over and above those of investing in or through other currencies. CNH currency exchange rates may fluctuate significantly over short periods of time causing, along with other factors, fluctuations in the Net Asset Value per Share Class designated in CNH as well.

Investors should be aware of the fact that the CNH is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of currencies. Currently, the Chinese Renminbi is traded in two markets: one in Mainland China, and one outside Mainland China (primarily in Hong Kong). The Renminbi traded in Mainland China is not freely convertible and is subject to exchange controls and certain requirements by the government of Mainland China. The Renminbi traded outside Mainland China, on the other hand, is freely tradable.

The Share Classes denominated in Renminbi participate in the offshore Renminbi (CNH) market, which allows investors to transact Renminbi (CNH) outside of Mainland China with approved banks in Hong Kong and other offshore markets.

As a result the exchange rate used for Share Classes denominated in Renminbi is the offshore Renminbi (CNH). The value of offshore Renminbi (CNH) could differ, perhaps significantly from that of the onshore Chinese Renminbi (CNY) due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Currently, the Chinese government imposes certain restrictions on repatriation of Renminbi outside of Mainland China. Investors should note, that such restrictions may limit the depth of the Renminbi market available outside of Mainland China, and thereby may reduce the liquidity of the CNH Share Classes.

The Chinese government's policies on exchange controls and repatriation restrictions are subject to change, and the CNH Share Classes and their investors' position may be adversely affected by such change.

In addition, currency markets in CNH may have lower trading volumes than the currencies of more developed countries and accordingly markets in CNH may be materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of other currencies. Government supervision and regulation of the exchange of CNH is also less developed than in many more developed countries and there is a greater measure of legal uncertainty concerning the rights and duties of market participants with respect to trades in CNH. As a result, the attention of investors in CNH designated Classes is drawn to the restrictions and limitations referred to under the heading "Settlement Procedures" in the "Redemption, Conversion and Transfer of Shares" section of this Supplement, including the potential imposition by the Board of a redemption gate of 10% of all Shares in issue on any Dealing Day.

The risks outlined under the heading "Hedging Transactions" should be read in conjunction with the above to understand the additional risks associated with hedge classes.

Risks relating to investments

General economic and market conditions

The success of the Portfolios' activities will be affected by general economic and market conditions, such as interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Portfolios' investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of financial instruments' prices and the liquidity of the Portfolio's investments. Volatility or illiquidity could impair the Company's profitability or result in losses. The Company may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets — the larger the positions, the greater the potential for loss.

The economies of some countries may differ favourably or unfavourably from the US and Western European economies in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, certain economies are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. The economies of certain countries may be based, predominantly, on only a few industries and may be vulnerable to changes in trade conditions and may have higher levels of debt or inflation.

Model and Data Risk

The Investment Manager relies heavily on quantitative models (proprietary models developed by the Investment Manager, collectively "Models") and information and data both developed by the Investment Manager and those supplied by third parties (collectively, "Data") rather than granting trade-by-trade discretion to the Investment Manager's investment professionals. Models and Data are used to construct sets of transactions and investments, to value investments or potential investments (including, without limitation, for trading purposes and for purposes of determining the Net Asset Value of the Company), to provide risk management insights and to assist in hedging the Portfolio 's investments. Models and Data are known to have errors, omissions, imperfections and malfunctions (collectively, "System Events").

The Investment Manager seeks to reduce the incidence and impact of System Events through a certain degree of internal testing and real-time monitoring, and the use of independent safeguards in the overall portfolio management system and often, with respect to proprietary models, in the software code itself. Despite such testing, monitoring and independent safeguards, System Events may result in, among other things, the execution of unanticipated trades, the failure to execute anticipated trades, delays to the execution of anticipated trades, the failure to properly allocate trades, the failure to properly gather and organize available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s)—all of which may have materially negative effects on the Company and/or its returns.

The investment strategies of the Portfolios are highly reliant on the gathering, cleaning, culling and analysis of large amounts of Data. Accordingly, Models rely heavily on appropriate Data inputs. However, it is not possible or practicable to factor all relevant, available Data into forecasts and/or trading decisions of the Models. The Investment Manager will use its discretion to determine what Data to gather with respect to each investment strategy and what subset of that Data the Models take into account to produce forecasts which may have an impact on ultimate trading decisions. In addition, due to the automated nature of Data gathering, the volume and depth of Data available, the complexity and often manual nature of Data cleaning, and the fact that the substantial majority of Data comes from third-party sources, it is inevitable that not all desired and/or relevant Data will be available to, or processed by, the Investment Manager at all times. If incorrect Data is fed into even a well-founded Model, it may lead to a System Event subjecting the Portfolios to loss. Further, even if Data is input correctly, "model prices" anticipated by the Data through the Models may differ substantially from market prices, especially for securities with complex characteristics, such as derivatives.

Where incorrect or incomplete Data is available, the Investment Manager may, and often will, continue to generate forecasts and make trading decisions based on the Data available to it. Additionally, the Investment Manager may determine that certain available Data, while potentially useful in generating forecasts and/or making trade decisions, is not cost effective to gather due to the technology costs and, in such cases, the Investment Manager will not utilize such Data. Shareholders should be aware that there is no guarantee that any specific Data or type of Data will be utilized in generating forecasts or making trading decisions with respect to the Models, nor is there any guarantee that the Data actually utilized in generating forecasts or making trading decisions underlying the Models will be (i) the most accurate data available or (ii) free of errors. Shareholders should assume that the Data set used in connection with the Models is limited and should understand that the foregoing risks associated with gathering, cleaning, culling and analysis of large amounts of Data are an inherent part of investing with a process-driven, systematic adviser such as the Investment Manager.

When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon expose the Portfolios to potential risks. For example, by relying on Models and Data, the Investment Manager may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favourable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful and when determining the Net Asset Value of the Portfolios, any valuations of the Portfolios' investments that are based on valuation Models may prove to be incorrect. In addition, Models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. Furthermore, in unforeseen or certain low-probability scenarios (often involving a market disruption of some kind), Models may produce unexpected results which may or may not be System Events.

Errors in Models and Data are often extremely difficult to detect, and, in the case of proprietary models, the difficulty of detecting System Events may be exacerbated by the lack of design documents or specifications. Regardless of how difficult their detection appears in retrospect, some System Events will go undetected for long periods of time and some will never be detected. The degradation or impact caused by these System Events can compound over time. Finally, the Investment Manager will endeavour to address any impactful System Events that it detects. The Investment Manager believes that the testing and monitoring performed on its models will enable the Investment Manager to identify and address those System Events that a prudent person managing a process-driven, systematic and computerized investment program would identify and address by correcting the underlying issue(s) giving rise to the System Events or limiting the use of proprietary models, generally or in a particular application. Shareholders should assume that System Events and their ensuing risks and impact are an inherent part of investing with a process-driven, systematic investment manager such as the Investment Manager. Accordingly, the Investment Manager does not expect to disclose discovered System Events to the Company or to Shareholders.

The Portfolios will bear the risks associated with the reliance on Models and Data including that the Portfolios will bear all losses related to System Events unless otherwise determined by the Investment Manager in accordance with its internal policies or as may be required by applicable law (including ERISA).

Obsolescence Risk

The Portfolios are unlikely to be successful in their quantitative trading strategies unless the assumptions underlying the Models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become

inaccurate and are not promptly adjusted, it is likely that profitable trading signals will not be generated. If and to the extent that the Models do not reflect certain factors, and the Investment Manager does not successfully address such omission through its testing and evaluation and modify the Models accordingly, major losses may result – all of which will be borne by the Portfolios. The Investment Manager will continue to test, evaluate and add new Models, which may lead to the Models being modified from time to time. Any modification of the Models or strategies will not be subject to any requirement that Shareholders receive notice of the change or that they consent to it. There can be no assurance as to the effects (positive or negative) of any modification to the Models or strategies on the Portfolio's performance.

Crowding/Convergence

There is significant competition among quantitatively-focused managers and the ability of the Investment Manager to deliver returns that have a low correlation with global aggregate equity markets and other hedge funds is dependent on their ability to employ Models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that the Investment Manager is not able to develop sufficiently differentiated Models, the Portfolios' investment objectives may not be met, irrespective of whether the Models are profitable in an absolute sense. In addition, to the extent that the Models come to resemble those employed by other managers, there is an increased risk that a market disruption may negatively affect predictive Models such as those employed by the Portfolios, as such a disruption could accelerate reductions in liquidity or rapid re-pricing due to simultaneous trading across a number of funds utilizing Models (or similar quantitatively-focused investment strategies) in the marketplace.

Involuntary Disclosure Risk

The ability of the Investment Manager to achieve its investment goals for the relevant Portfolio is dependent in large part on its ability to develop and protect its models and proprietary research. The models and proprietary research and the Models and Data are largely protected by the Investment Manager through the use of policies, procedures, agreements, and similar measures designed to create and enforce robust confidentiality, non-disclosure, and similar safeguards. However, aggressive position-level public disclosure obligations (or disclosure obligations to exchanges or regulators with insufficient privacy safeguards) could lead to opportunities for competitors to reverse-engineer the Investment Manager's models, and thereby impair the relative or absolute performance of the Company and its Portfolios.

Limited diversification and risk management failures

Except as described in this Supplement, including but not limited to the General Investment Guidelines and Restrictions, Investment Objective and Investment Policy sections of this Supplement, the Company has no formal guidelines for diversification. As a result, the Portfolios could, to the extent permitted by applicable laws and the General Investment Guidelines and Restrictions become concentrated in a limited number of issues, types of financial instruments, industries, sectors, strategies, countries, or geographic regions, and any such concentration of risk may increase losses suffered by the Portfolios. This limited diversity could expose the Portfolios to losses disproportionate to market movements in general. Even when the Investment Manager attempts to control risks and diversify the portfolio, risks associated with different assets may be correlated in unexpected ways, with the result that the Portfolios face concentrated exposure to certain risks. In addition, many pooled investment vehicles pursue similar strategies, which creates the risk that many funds would be forced to liquidate positions at the same time, reducing liquidity, increasing volatility and exacerbating losses. Although the Investment Manager attempts to identify, monitor and manage risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Many risk management techniques are based on observed historical market behaviour, but future market behaviour may be entirely different. Any inadequacy or failure in the Investment Manager's risk management efforts could result in material losses for the Company.

Ramp-up periods

During a "ramp-up period" of a new strategy, a Portfolio may not be fully invested, in order to avoid impact on the relevant markets, which may result in a reduction in expected investment returns for the duration of this period.

Competition for investments

Certain markets in which the Portfolios may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns, or the liquidity of the Portfolios' positions may be reduced. There can be no assurance that the Investment Manager will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organised to make such investments, which may result in increased competition to the Portfolios in obtaining suitable investments.

Market risk

The Portfolios may make investments in markets that are volatile and/or which may become illiquid. Accordingly, the ability of the Portfolios to respond to market movements may be impaired, which may result in significant losses to the Portfolios.

A public exchange typically has the right to suspend or limit trading in all securities that it lists. Such a suspension could render it impossible for a Portfolio to liquidate its positions and thereby exposes it to losses. In addition, there is no guarantee that markets will remain liquid enough for the Portfolios to close out positions.

Systemic risk

Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Portfolios interact on a daily basis.

Interest and exchange rate risks

Fluctuations in exchange rates could cause the value of investments made by Shareholders to increase or decrease. The Portfolios may have exposure to foreign exchange and/or interest rate risks. The Investment Manager may seek to mitigate its risks through hedging transactions. To the extent these hedging transactions are imperfect or are only placed over a portion of the target investment exposure, the relevant Shareholders will realise the resulting benefit or loss.

The Portfolios may invest in financial instruments denominated in non-US currencies, the prices of which are determined with reference to currencies other than the US Dollar. However, the Company values its financial instruments in US Dollars. The Investment Manager may or may not seek to hedge its non-US currency exposure by entering into currency hedging transactions, such as treasury locks, forward contracts, futures contracts and cross-currency swaps. There can be no guarantee that financial instruments suitable for hedging currency or market shifts will be available at the time when the Portfolios wish to use them, or that hedging techniques employed by the Portfolios will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all.

To the extent unhedged, the value of a Portfolio's positions in non-US investments will fluctuate with US Dollar exchange rates as well as with the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the US Dollar compared to the other currencies in which a Portfolio makes investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of the Portfolio's financial instruments in their local markets and may result in a loss to the Portfolio. Conversely, a decrease in the value of the US Dollar will have the opposite effect on a Portfolio's non-US Dollar investments.

Delay in receiving subscription monies

In the light of the fact that subscription monies in respect of any Subscription Dealing Deadline are only due after the said Subscription Dealing Deadline, the adjustment of the investment exposure of a Portfolio in anticipation of the payment of said subscription monies is unavoidable. Whilst market practice suggests it to be a remote scenario, there may be circumstances where an investor fails to pay such subscription monies to a Portfolio for any reason. The Administrator will make reasonable efforts to preclude any such

payment failure from happening. However, the performance of a Portfolio may be affected (positively or negatively) until the investment exposure can be adjusted. As such a Portfolio may be substantially over-exposed to the investment strategy (depending on the size of the amount of subscription monies in question relative to the Net Asset Value of a Portfolio) and whilst the Directors have the right to make an adjustment prior to the next Subscription Dealing Deadline in their sole, absolute discretion, in the ordinary course such adjustment will only be made on the next Subscription Dealing Deadline. This means that Shareholders will bear the full effects of any over-exposure until such adjustment to the investment exposure is next made and no extraordinary steps will be taken to mitigate this risk. Please note that there is no committed facility in place by which the effects of the failure by an investor to pay outstanding subscription monies would be mitigated. Should a transaction fail to settle, the Directors shall at their discretion be entitled to cancel the relevant Shares issued in relation to such transaction.

Investments in emerging markets

The Company may invest its assets in securities or currencies of emerging market countries. Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include: (a) increased risk of nationalisation or expropriation of assets or confiscatory taxation; (b) greater social, economic and political uncertainty, including war; (c) higher dependence on exports and the corresponding importance of international trade; (d) greater volatility, less liquidity and smaller capitalisation of markets; (e) greater volatility in currency exchange rates; (f) greater risk of inflation; (g) greater controls on foreign investment and limitations on realisation of investments, repatriation of invested capital and on the ability to exchange local currencies for US Dollars; (h) increased likelihood of governmental involvement in and control over the economy; (i) governmental decisions to cease support of economic reform programmes or to impose centrally planned economies; (j) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (k) less extensive regulation of the markets; (l) longer settlement periods for transactions and less reliable clearance and custody arrangements; (m) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (n) certain considerations regarding the maintenance of the Company's financial instruments with non-US brokers and securities depositories. Accordingly a Portfolio which principally invests in emerging markets may not be able to make redemption payments in the period set out in the Prospectus or this Supplement.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. The Company could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on financial instruments held by the Company or gains from the disposition of such financial instruments.

In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries.

Terrorism and catastrophe risks

A Portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes and other natural disasters, terrorism and other catastrophic events. These risks of loss can be substantial and could adversely affect the return of a Portfolio.

Counterparty risk

A Portfolio will have significant credit and operational risk exposure to its counterparties, which will require the Company to post collateral to support its obligations in connection with transactions involving forwards,

swaps, futures, options and other derivative instruments. Additionally, for example, the Company may lend securities on a collateralised and an uncollateralised basis, from the assets of a Portfolio.

Investments will normally be entered into between the Company and brokers as principal (and not as agent). Accordingly, the Company is exposed to the risk that brokers may, in an insolvency or similar event, be unable to meet contractual obligations to the Company. Should any counterparty transacting with the Company become insolvent, any claim that the Company may have against such counterparties would ordinarily be unsecured.

Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the Net Asset Value of a Portfolio being less than if the Company had not entered into the transaction.

If one or more of the Company's counterparties that act as broker-dealer for the Company were to become insolvent or the subject of liquidation proceedings, there exists the risk that the recovery of the Company's securities and other assets from such depositary or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such depositary or broker-dealer.

Investors should assume that the insolvency of any Company counterparty would result in a loss to the Company, which could be material.

Leverage and Financing Arrangements

The Company may borrow on a temporary basis and/or utilise various forms of leverage including leveraged or short positions under derivative instruments. While leverage presents opportunities for increasing total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent leverage is employed, and substantial losses may result from unwinding short positions.

As a general matter, the banks and dealers that provide financing to the Company for temporary borrowing purposes can apply essentially discretionary margin, haircut financing as well as security and collateral valuation policies. For example, should the financial instruments pledged to brokers to secure the Company's margin accounts decline in value, the Company could be subject to a "margin call", pursuant to which the Company must either deposit additional funds or financial instruments with the broker or suffer mandatory liquidation of the pledged financial instruments to compensate for the decline in value. In the event of a sudden drop in the value of the Company's portfolio, the Company might not be able to liquidate financial instruments quickly enough to satisfy their margin requirements. Increases in the amount of margin or similar payments could result in the need for trading activity at times and prices which could be disadvantageous to the Company.

As a consequence of leverage, interest expense may be material as a percentage of the assets of the Company. Interest expense could force a reduction in the exposure of the Shares to the relevant investment strategies. The use of such leverage means that even comparatively small losses, or insufficient profits to offset expenses, could rapidly deplete the capital available to the Company and reduce or eliminate its profit potential. Further fees relating to any financing arrangements (for temporary borrowing purposes) such as arrangement, commitment, minimum utilisation and renewal fees may also be payable. Changes by banks and dealers in such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or government, regulatory or judicial action, may result in large margin calls, loss of financing, forced liquidations of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants. The imposition of any such limitations or restrictions could compel the Company to liquidate all or part of its portfolio at disadvantageous prices, which may lead to a complete loss of the Company's equity.

There can be no assurance that the Company will be able to maintain adequate financing arrangements or avoid having to close out positions at losses which if held would have been profitable. There is also no assurance that any financing arrangement will be renewed and, if any financing arrangement in respect of

the Shares is renewed, it may be renewed on less favourable terms. In particular, third parties may not be available to act as financing providers and the Man Group itself may face regulatory, commercial or other constraints, resulting in it not offering or renewing a financing arrangement. Additionally, any financing arrangement may be subject to early termination in accordance with its terms and may be terminated by a counterparty. A loss of, a termination of, or a reduction in, a financing arrangement may have the effect of causing the Company to reduce its overall investment exposure in respect of the Shares with a corresponding reduction in investment return expectations. The renewal of a financing arrangement might be subject to a change in terms of that financing arrangement including but not limited to a change in applicable interest margins.

Execution of orders

The Company's investment strategies and trading strategies depend on its ability to establish and maintain an overall market position in a combination of financial instruments selected by the Investment Manager. The Company's trading orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, trading volume surges or systems failures attributable to the Investment Manager, the Manager, the Company's counterparties, brokers, dealers, agents or other service providers. In such event, the Company might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, the Company might not be able to make such adjustment. As a result, the Company would not be able to achieve the market position selected by the Investment Manager, which may result in a loss.

Hedging transactions

The Investment Manager may utilise financial instruments both for investment purposes and for risk management purposes in order to: (a) protect against possible changes in the market value of a Portfolio's investment portfolio resulting from fluctuations in the markets and changes in interest rates; (b) protect a Portfolio's unrealised gains in the value of its investment portfolio; (c) facilitate the sale of any such investments; (d) enhance or preserve returns, spreads or gains on any investment in a Portfolio's portfolio; (e) hedge against a directional trade; (f) hedge the interest rate, credit or currency exchange rate on any of the Portfolio's financial instruments; (g) protect against any increase in the price of any financial instruments the Company anticipates purchasing at a later date; or (h) act for any other reason that the Investment Manager deems appropriate. The Company will not be required to hedge any particular risk in connection with a particular transaction or its portfolios generally. While the Company may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Company than if it had not engaged in any such hedging transaction. Moreover, it should be noted that the Portfolios will always be exposed to certain risks that may not be hedged.

Equities

The Portfolios may invest in equity securities and equity derivatives. The value of these financial instruments generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Portfolios may suffer losses if they invest in equity instruments of issuers whose performance diverges from the Investment Manager's expectations or if equity markets generally move in a single direction and the Portfolio has not hedged against such a general move. The Portfolios may also be exposed to risks that issuers will not fulfil contractual obligations such as, in the case of convertible securities, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

Underlying funds

The Portfolios may invest all or part of their assets in regulated collective investment schemes or other pooled vehicles managed by the Investment Manager and/or other members of the Man Group and/or independent investment managers. Any such underlying vehicles through which the Portfolios directly or indirectly invest may face similar risks or greater risks in regard to their investments as are described in these risk factors as applicable to the Portfolios and consequently the Portfolios will also bear these risks indirectly. In addition, investors in the Company would be subject to fees (except those fees which are attributable to a member of the Man Group, in the case of funds so managed) both at the level of the Company and at the level of the underlying fund. Should an underlying fund through which the Company directly or indirectly invests fail for any reason (including, but not limited to, failures relating to fraud, operations, valuations or the custody of assets) the Net Asset Value per Share may reduce accordingly.

Exchange Traded Funds ("ETFs")

The Company may invest in ETFs, which are shares of publicly-traded unit investment trusts, open-ended funds, or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. In addition, the Company may bear, along with other shareholders of an ETF, its pro rata portion of the ETF's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of the Company's expenses (i.e. the management fee and operating expenses), Shareholders may also indirectly bear similar expenses of an ETF, which can have a material adverse effect on the return on capital of the Company.

Debt securities

The Company may invest in corporate and government debt securities and instruments, and may take short positions in these securities. The Company may invest in these securities when they offer opportunities for capital appreciation (or capital depreciation in the case of short positions) and may also invest in these securities for temporary defensive purposes and to maintain liquidity. Debt securities include, among others: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by a sovereign government; municipal securities; and mortgage-backed securities (MBS) and asset backed securities (ABS), including securities backed by collateralised debt obligations (CDO). The Company may also be exposed to the underlying credit worthiness of corporations, municipalities and sovereign states (among others) by the use of credit default swaps (CDS), as described in "Derivative instruments generally", and "Swaps" below. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations.

Debt securities are subject to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations (i.e. credit risk) and are subject to price volatility resulting from, among other things, interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e. market risk). An economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

The Company may invest in both investment grade debt securities and non-investment grade debt securities (commonly referred to as junk bonds), as well as unrated debt securities. Non-investment grade debt securities in the lowest rating categories and unrated debt securities may involve a substantial risk of default or may be in default. Adverse changes in economic conditions or developments regarding the individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of non-investment grade debt securities to make principal and interest payments than issuers of higher grade debt securities. Moreover, the market for lower grade debt securities may be thinner and less active than for higher grade debt securities.

The financial crisis demonstrated that even securities backed by very large pools of assets may be subject to volatility where markets may be subject to volatility levels which are higher than might ordinarily be expected. Pre-crisis, debt securities backed by CDOs were considered to be low-risk instruments, as historical statistics appeared to demonstrate that cash flows from a sufficiently large pool of assets, such as credit card debts or mortgage debts, should be highly stable. Accordingly, ratings agencies frequently assigned investment grade ratings to these securities and, in many cases, "AAA" or equivalent ratings. In spite of such high ratings, during the financial crisis, the holders of many of these debt securities suffered significant losses due, among other factors, to statistically unprecedented levels of defaults by underlying debtors. There can be no assurance that, in comparable markets, MBS or ABS held by the Company would not be subject to similar losses.

Where the Company invests in MBS and other debt securities secured by real estate, it will be exposed to the fluctuations and cycles in value which are characteristic of real estate markets, as well as specific risks including, among others: adverse changes in national or international economic conditions; changes in supply of or demand for properties; the financial condition of tenants, buyers and sellers of properties; changes in the availability of debt financing; changes in interest rates, exchange rates, real estate tax rates

and other operating expenses; and government actions including potential regulations on rent control, environmental laws and regulations, real estate laws and regulations, zoning and planning laws, regulations and other rules and fiscal policies.

Derivative instruments generally

The Company may enter into derivative instruments, such as credit derivatives. It may take advantage of opportunities with respect to certain derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of the Portfolio and legally permissible. Special risks may apply to instruments that are invested in by the Company in the future that cannot be determined at this time or until such instruments are developed or invested in by the Company. For example, risks with respect to credit derivatives may include determining whether an event will trigger payment under the contract and whether such payment will offset the loss or payment due under another instrument. In the past, buyers and sellers of credit derivatives have found that a trigger event in one contract may not match the trigger event in another contract, exposing the buyer or the seller to further risk. Other swaps, options, and other derivative instruments may be subject to various types of risks, including market risk, regulatory risk, tax risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk, and operations risk. In addition, as new derivative instruments are developed, documentation may not be standardised, leading to potential disputes or misunderstanding with counterparties. The regulatory and tax environment for derivative instruments in which the Company may participate is evolving, and changes in the regulation or taxation of such financial instruments may have a material adverse effect on the Company.

Futures

The value of futures depends upon the price of the financial instruments, such as equity securities, underlying them. The prices of futures are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, investments in futures are also subject to the risk of the failure of any of the exchanges on which the Company's positions trade or of its clearing houses or counterparties.

Futures positions may be illiquid because certain exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Company from promptly liquidating unfavourable positions and subject the Company to substantial losses or prevent it from entering into desired trades. In extraordinary circumstances, a futures exchange or other regulator could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

The price of stock index futures contracts may not correlate perfectly with the movement in the underlying stock index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, shareholders may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Secondly, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause price distortions. Successful use of stock index futures contracts by the Company also is subject to the Investment Manager's ability to correctly predict movements in the direction of the market.

Options

The Company may incur risks associated with the sale and purchase of call options and/or put options.

The seller (writer) of a call option, which is covered (i.e. the writer holds the underlying security), assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a

theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option.

The seller (writer) of a put option which is covered (i.e. the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Swaps

The Company may enter into swap transactions. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. The use of total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions or any other similar transactions, whether referencing fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions) is a highly specialised activity that involves investment techniques and risks different from those associated with ordinary securities transactions. Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. Accordingly, the Company's risk of credit loss may be the amount of interest payments it is entitled to receive on a net basis. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty. Where a trade is 'in the money', the Company is further exposed to the creditworthiness of the counterparty until any excess margin is returned.

Swap agreements are currently principal-to-principal transactions in which performance is the responsibility of the individual counterparty and not an organised exchange or clearinghouse. As such, the Company is exposed to the risk of counterparty default and counterparty credit risk. In addition, the margin rate associated with the transaction is often at the discretion of the Company's counterparty, which may result, in certain circumstances, in an unexpectedly large margin call and an associated liquidity drain for the Company. However, global regulators have recently moved to more closely regulate the over-the-counter market, and accordingly will require that a substantial portion of over-the-counter swaps be executed in regulated markets, submitted for clearing through regulated clearinghouses, and subject to mandated margin requirements. It is unclear as to how effective this regulatory change will be at reducing counterparty risk and increasing the efficiency of the market. The future costs associated with such trades and the liquidity impact of providing collateral is also uncertain and may be significantly more than is currently the case, thereby potentially reducing returns. In addition, a swap transaction is a contract whose value is derived from another underlying asset. As such, a move in the price of the underlying asset can, due to the embedded leverage in the swap, magnify any gains or losses resulting from the transaction. As is the case with any derivative transaction, the counterparty hedge-based pricing and funding costs on entry and exit may be more costly than buying the underlying reference asset directly. Moreover, the Company's forecasts of market values, interest rates, and currency exchange rates may be inaccurate and may result in overall investment performance results that are worse than the results that would have been achieved if the Company did not engage in swap transactions.

Forward contracts

The Company may make use of forward contracts. Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may be used by the Company for hedging purposes, such as to protect against

uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the base currency of the relevant Portfolio. As is the case for any attempt at hedging downside risk, there is a risk that there is an imperfect correlation between the value of the securities and the forward contracts entered into with respect to those holdings resulting in an unprotected loss. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. As in the case of a futures contract, a forward usually only requires a much smaller amount of margin to be provided relative to the economic exposure which the forward contract provides to the relevant investment; it creates a 'gearing' or 'leverage' effect. This means that a small margin payment can lead to enhanced losses as well as enhanced gains. It also means that a relatively small movement in the underlying instrument can lead to a much greater proportional movement in the value of the forward contract. The principals who deal in the forward markets are not required to continue to make markets in the currencies they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets, particularly the currency markets, due to unusually high trading volume, political intervention, market dislocations, unanticipated third country events affecting the underlying asset, unscheduled holidays and market closures or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of the Company. Market illiquidity or disruption could result in major losses to the Company.

OTC derivative instruments

In general there is less governmental regulation and supervision of transactions in the OTC markets than in organised stock exchanges. Many of the protections afforded to transactions on organised exchanges, such as the performance guarantee of an exchange clearing house may not exist for OTC transactions. Therefore there is a risk of counterparty default. To mitigate this risk, the Company must contract with counterparties which meet the UCITS requirements and may use preferred counterparties which it believes to be creditworthy and may reduce the exposure incurred in connection with such transactions through the use of a letter of credit or collateral. However, there can be no guarantee that a counterparty will not default, or that the Company will not sustain losses as a result.

The Investment Manager will continuously assess the credit or counterparty risk as well as the potential risk which, for trading activities, is the risk resulting from adverse movements in the level of volatility of market prices and the Investment Manager will assess the hedging effectiveness on an ongoing basis. The Investment Manager will define specific internal limits applicable to these kinds of operations and monitor the counterparties accepted for these transactions.

In addition to the above the OTC market may be illiquid and it may not always be possible to execute a transaction quickly at an attractive price. From time to time the counterparties with which the Company effects the transactions might cease making markets or quoting prices in certain of the instruments. In such instances the Company might be unable to enter into a desired transaction in currencies, credit default swaps or total return swaps or enter into an offsetting transaction with respect to an open position which might adversely affect its performance. Further, in contrast to exchange traded instruments, forward, spot and option contracts on currencies do not provide the Investment Manager with the possibility to offset the Company's obligations through an equal and opposite transaction. For this reason entering into forward, spot or options contracts, the Company may be required, and must be able to, perform its obligations under the contracts.

Contracts for difference

A contract for difference is a contract between two parties, buyer and seller, stipulating that the seller will pay the buyer the difference between the current value of an asset (a security, instrument, basket or index) and its value at contract time. If the difference is negative then, instead, the buyer pays instead to the seller. Contracts for differences allow investors to take synthetic long or synthetic short positions with a

variable margin, which, unlike futures contracts, have no fixed expiry date or contract size. Unlike shares, with CFDs the buyer is potentially liable for far more than the amount they paid on margin.

Legal, regulatory and taxation risks

Regulatory risks

Legal, tax and regulatory developments could occur during the term of the Company that may adversely affect the Company. Securities and futures markets are subject to comprehensive regulation and limitation of statutes, regulatory rules and margin requirements. The Central Bank, FCA, other regulators and self-regulatory organisations and exchanges may be authorised to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions. The regulatory environment for private funds is evolving, and changes in the regulation of private funds may adversely affect the value of investments held by the Company and the ability of the Company to obtain the leverage it might otherwise obtain or to pursue its trading strategies. There has been an increase in governmental, as well as self-regulatory, scrutiny of the alternative investment industry in general. It is impossible to predict what, if any, changes in regulations may occur, but any regulations which restrict the ability of the Company to trade in securities or the ability of the Company to employ, or brokers and other counterparties to extend, credit in their trading (as well as other regulatory changes that result) could have a material adverse impact on the profit potential of the Company.

Further, in the United States, the Dodd-Frank Wall Street Reform and Consumer Protection Act 2010 (the "Dodd-Frank Act") seeks to regulate markets, market participants and financial instruments that have been previously unregulated and substantially alters the regulation of many other markets, market participants and financial instruments. Because many provisions of the Dodd-Frank Act require rule-making by applicable regulators and mandate numerous studies and reports, the final extent and impact of the legislation is yet to be fully determined but it is likely to affect the Company and/or the Investment Manager.

Enhanced regulation of the OTC derivatives markets

The European Market Infrastructure Regulation ("EMIR") seeks comprehensively to regulate the OTC derivatives market in Europe for the first time including, in particular, imposing mandatory central clearing, trade reporting and, for non-centrally cleared trades, risk management obligations on counterparties. Similarly, the Dodd-Frank Act includes provisions that comprehensively regulate the OTC derivatives markets for the first time. The Dodd-Frank Act will require that a substantial portion of OTC derivatives must be executed in regulated markets and submitted for clearing to regulated clearinghouses. Although the Dodd-Frank Act includes limited exemptions from the clearing and margin requirements for so-called "end-users", the Company may not be able to rely on such exemptions. In addition, the OTC derivative dealers with which the Company executes the majority of its OTC derivatives will not be able to rely on the end-user exemptions under the Dodd-Frank Act and therefore such dealers will be subject to clearing and margin requirements notwithstanding whether the Company is subject to such requirements. Taken together, these regulatory developments will increase the OTC derivative dealers' costs, and these increased costs are expected to be passed through to other market participants in the form of higher upfront and mark-to-market margin, less favourable trade pricing, and possible new or increased fees.

The US Securities and Exchange Commission (the "SEC") or the US Commodity Futures Trading Commission (the "CFTC") may also require a substantial portion of derivatives transactions that are currently executed on a bi-lateral basis in the OTC markets to be executed through a regulated securities, futures, or swap exchange or execution facility. Similarly, under EMIR, European regulators may require a substantial proportion of such derivatives transactions to be brought on exchange and/or centrally cleared. Such requirements may make it more difficult and costly for investment funds, including the Company, to enter into highly tailored or customised transactions. They may also render certain strategies in which the Company might otherwise engage impossible or so costly that they will no longer be economical to implement. They may also increase the overall costs for OTC derivative dealers, which are likely to be passed along, at least partially, to market participants in the form of higher fees or less advantageous dealer marks. The overall impact of EMIR and the Dodd-Frank Act on the Company is highly uncertain and it is unclear how the OTC derivatives markets will adapt to these new regulatory regimes.

Position limits

"Position limits" imposed by various regulators or exchanges may limit the Company's ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if the Company does not intend to exceed applicable position limits, it is possible that the Investment Manager's other accounts together with the Company may be aggregated. To the extent that the Company's position limits were collapsed with an affiliate's position limits, the effect on the Company and resulting restriction on its investment activities may be significant. If at any time positions managed by the Investment Manager were to exceed applicable position limits, the Investment Manager would be required to liquidate positions, which might include positions of the Company, to the extent necessary to come within those limits. Further, to avoid exceeding the position limits, the Company might have to forego or modify certain of its contemplated trades.

Litigation

With regard to certain of the Company's investments, it is a possibility that the Investment Manager and/or the Company may be plaintiffs or defendants in civil proceedings. The expense of prosecuting claims, for which there is no guarantee of success, and/or the expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Company and would or may reduce net assets.

Legal risk in emerging markets

Many of the laws that govern private and foreign investment, financial instruments transactions, creditors' rights and other contractual relationships in emerging markets are new and largely untested. As a result, the Company may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

Regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed countries. In certain instances, management may take significant actions without the consent of investors. This difficulty in protecting and enforcing rights may have a material adverse effect on the Company and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which assets of the Company are invested.

This difficulty in protecting and enforcing rights may have a material adverse effect on the Company and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which assets of the Company are invested.

Tax considerations

The Directors may take positions on certain tax issues which depend on legal conclusions not yet addressed by the courts. Additionally, no assurance can be given that legislative, administrative or judicial changes will not occur which will alter, either prospectively or retroactively, the tax considerations or risk factors discussed in this Supplement.

Certain EU Member States have taken steps towards implementing a "financial transactions tax" ("FTT"), applicable to transactions in securities or other financial instruments where at least one party to the transaction, the issuer of the securities or other financial instruments, or the relevant broker, is located in the European Union. If implemented, the FTT may result in substantial loss to the Company, both directly through increased transaction costs and also indirectly through reduced liquidity in markets in securities and other financial instruments. The FTT may also render economically unviable certain investment strategies which the Investment Manager might otherwise have pursued, which may impair the Investment Manager's ability to generate returns for Shareholders.

THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE EXPLANATION OF THE RISKS INVOLVED IN THIS OFFERING AND THE COMPANY WILL FACE ADDITIONAL RISK FACTORS WHICH ARE NOT SET OUT ABOVE AND WHICH CANNOT BE SPECIFIED IN ADVANCE. PROSPECTIVE INVESTORS MUST READ THIS ENTIRE SUPPLEMENT INCLUDING ALL APPENDICES AND MUST CONSULT THEIR OWN PROFESSIONAL ADVISERS, BEFORE DECIDING TO INVEST IN THE COMPANY.

THE PROSPECTUS

This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the Man Numeric Portfolios.

1. Important Information

2. The Company

3. Fees and Expenses

4. Investment Powers and Restrictions

5. Efficient Portfolio Management

6. Certain Investment Risks

7. Determination and Publication and Temporary Suspension of Net Asset Value;

8. Termination of Portfolios;

9. Taxation;

10. General:

    (a) The Share Capital;

    (b) Variation of Share Capital;

    (c) Variation of Shareholder Rights;

    (d) Voting Rights;

    (e) Memorandum and Articles of Association;

    (f) Conflicts of Interest;

    (g) Meetings;

    (h) Reports and Accounts;

    (i) Account Communications;

    (j) Confidential Information;

    (k) Periodic Reports;

    (l) Winding-Up;

    (m) Material Contracts; and

    (n) Documents for Inspection;

11. Appendix I – Definitions;

12. Appendix II – Regulation S Definition of US Person;

13. Appendix III – Recognised Markets;

14. Appendix IV – Additional Distribution and Selling Restrictions; and

15. Appendix V – Delegates and Sub-Delegates of the Depositary.

Appendix A

Investment Objective and Policies of the Man Numeric Portfolios

GENERAL INFORMATION

INVESTMENT OBJECTIVE

The investment objective and policies of each Man Numeric Portfolio shall be set out in this Appendix A.

The assets of the Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of that Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Portfolios are set out in Appendix VI to the Prospectus.

QUANTITATIVE INVESTMENTS AND SYSTEMATIC TRADING

Save as otherwise disclosed herein, each Man Numeric Portfolio is a quantitative investment fund, meaning that all or some of its underlying investments are purchased, held and sold in accordance with quantitative data analysis undertaken by a computer-based proprietary model developed by Numeric to implement the investment strategy of the Man Numeric Portfolio, rather than granting trade-by-trade discretion to Numeric's investment professionals. The proprietary models and information and data provided by third parties are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of the Man Numeric Portfolio), to provide risk management insights, and to assist in hedging the investments of the Man Numeric Portfolio.

Numeric's long-standing philosophy is that, in the aggregate, markets are efficient and real economic performance drives returns. However, over certain time periods, markets are inefficient - stock prices fluctuate more than the underlying information set, all new significant information is not perfectly priced, and companies can manipulate reported earnings to please the market. Numeric’s stock selection models were designed to take advantage of these inefficiencies. Although Numeric’s investment processes have been enhanced over the years, the firm continues to adhere to these fundamental beliefs.

While Numeric takes a quantitative approach to investing, fundamental and intuitive underpinnings are a prerequisite for all alpha signals. Numeric seeks to exploit market inefficiencies related to security valuation, earnings momentum and earnings quality. These signals are divided into two complementary sets of models – Numeric’s proprietary Valuation and Information Flow models. Valuation and Information Flow models are used in approximately equal weights to rank stocks.

The valuation signals are based on the idea that financial and behavioural attributes set a stock’s price. The valuation signals are combined to form the Value Composite model, which seeks to identify companies that are mispriced relative to their projected earnings, cash flow, asset values, cash liquidity, dividend policy, growth and quality. Together these signals are designed to identify companies that are over- or under-valued in the market.

Information Flow signals analyse actions of various market participants (e.g. analysts, corporate management, and other informed investors) to aid Numeric in forecasting a company’s business momentum and the direction and magnitude of its earnings. The signal is designed to exploit the fact that both analysts’ earnings estimates and returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an earnings trend, Numeric also forecasts those that it believes will experience excess returns.

Beyond the quantitative stock selection process, Numeric’s portfolio managers are responsible for validating all buy and sell decisions. This final oversight confirms the accuracy of the fundamental data inputs, accounts for late-breaking news or other information not incorporated in the model's output, and ensures compliance with portfolio and client guidelines. This added portfolio manager skill complements Numeric’s quantitative process.

Numeric commits significant research resources towards enhancing its existing investment models, uncovering new sources of alpha, and strengthening its implementation capabilities with careful consideration of the effects of trade size, trading venue, and transaction costs.

USE OF FINANCIAL DERIVATIVE INSTRUMENTS

The Portfolios may use financial derivative instruments ("**FDI**") for investment and / or hedging purposes. The extent to which each Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors on an individual Portfolio basis. The extent to which each Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations. Investors should refer to the section of the Prospectus entitled "*Investment Risks*" for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by a Portfolio in implementing its investment policy. FDI may reference a broad range of underlying assets, including bonds, equities, currencies, interest rates, dividends and financial indices.

Futures

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide the Portfolio with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A futures position can be created by way of paying a deposit ('Margin'). Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

Forwards

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the relevant Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

Options

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Portfolio may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Portfolio will be in accordance with the limits prescribed by the law. A Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.

Asset Swapped Convertible Option Transactions (ASCOTS)

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the investment manager in an effort to protect a portfolio against the potential impact of credit risk or interest rate risk in a

particular convertible bond. In an ASCOT transaction, the investment manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the investment manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the investment manager determines that he wishes to realise the value of any gain or loss on this call option.

Warrants

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.

Share Purchase Rights

Share purchase rights, which give a Portfolio the ability but not the obligation to purchase more shares, may be issued to a Portfolio pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate

Swaps

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Portfolio against foreign exchange rate risks. Exchange rate swaps could be used by the Portfolio to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Portfolio to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

Swaptions

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

Variance Swaps

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to

have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within a Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the Portfolio cannot fall below zero.

Forward starting variance swaps

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

Total Return Swaps

Where a Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

Unless disclosed otherwise in relation to the relevant Portfolio in the "*Investment Instruments and Asset Classes*" section of this Supplement, each Portfolio may undertake a total return swap in respect of any asset in which its investment policies would allow it to invest directly.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail at "*Key Risk Factors for the Man Numeric Portfolios – Counterparty Risk*.

Contracts for Differences

Contracts for difference ("CFD") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

Embedded Derivatives

Convertible Bonds

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder.

Convertible Preference Shares

Convertible Preference Shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

Partly Paid Securities

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

RISK MANAGEMENT PROCEDURES

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments. Any FDI contemplated by this Supplement but which are not included in the risk management process will not be utilised until such time as a revised risk management process has been provided to the Central Bank.

The Man Numeric Portfolios may use financial derivative instruments ("FDI") for investment purposes. However, none of the Man Numeric Portfolios is expected to have an above average risk profile as a result of its investment in FDI.

Where the Company enters into an arrangement with a counterparty, the Investment Manager's counterparty selection procedures are centred on various factors to ensure that the Investment Manager is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.

CHANGE IN INVESTMENT OBJECTIVES OR POLICIES

Any change to the investment objective or any material change in investment policy of a Man Numeric Portfolio will only be made with the approval of an Ordinary Resolution of the Shareholders. In the event of a change of investment objective and/or a change in the investment policy of a Man Numeric Portfolio, a reasonable notification period will be provided by the Company to enable Shareholders to redeem their Shares prior to the implementation of such changes.

INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolios is set out in the section of the Prospectus titled "*Investment Powers and Restrictions*".

EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled "*Efficient Portfolio Management*".

For the purposes of the section titled "*Efficient Portfolio Management – Currency Transactions*" it should be noted that the base currency of the Man Numeric Portfolios is USD or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the Man Numeric Portfolios, Numeric may hedge the investments in the Man Numeric Portfolios against currency fluctuations that are adverse to the base currency of the Man Numeric Portfolios.

BORROWING POLICY AND LEVERAGE

Under the Articles, the Directors are empowered to exercise all of the borrowing powers of the Company, subject to any limitations under the UCITS Regulations, and to charge the assets of the Company as security for any such borrowings. Under the UCITS Regulations, the Company may not borrow money,

grant loans or act as guarantor on behalf of third parties, except as follows: (i) foreign currency may be acquired by means of a back-to-back loan, and (ii) the Company may incur temporary borrowings for the account of any Portfolio in an amount not exceeding 10% of the net assets of the Portfolio, and the assets of the relevant Portfolio may be charged as security for such borrowings.

Subject to the provisions of the UCITS Regulations and the UCITS Notices, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Supplement, the Company has entered into a pledge agreement with Morgan Stanley & Co International plc on behalf of Man Numeric Emerging Markets Equity. In addition, the Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

The Central Bank defines "leverage" as being a fund's global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDI. The leverage of a Man Numeric Portfolio will not exceed 100% of the Net Asset Value of that Man Numeric Portfolio. Therefore, although a Man Numeric Portfolio will be leveraged in this sense through its use of FDI, Numeric does not expect the use of FDI to significantly increase the Man Numeric Portfolio's risk profile and Numeric does not intend to use FDI as a means of gearing the Man Numeric Portfolio or as an alternative to borrowing.

Each Portfolio's global exposure relating to financial derivative instruments will be calculated using a commitment approach. For the avoidance of doubt, the Company may incur temporary borrowings for the account of any Man Numeric Portfolio in an amount not exceeding 10% of the Net Asset Value of a Portfolio, as disclosed in the section entitled "Borrowing Policy. Investors should refer to the section entitled "Investment Risks" for information in relation to the risks associated with the use of FDI and the description of a Portfolio's investment objective below.

PROFILE OF A TYPICAL INVESTOR

The Portfolios are available to a wide range of investors seeking access to a portfolio managed in accordance with a specific investment objective and policy. Investors should in particular read the Profile of a Typical Investor as set out for the Portfolio below in Appendix A and Risk Factors as set out in the section of the Prospectus titled "*Certain Investment Risks"* together with the section of this Supplement entitled "*Key Risk Factors for the Portfolio*".

MAN NUMERIC EMERGING MARKETS EQUITY

INVESTMENT OBJECTIVE

The Portfolio's objective is to earn a return on investment greater than the returns available from investments in the MSCI Emerging Markets Index.

INVESTMENT POLICY

The Portfolio will seek to achieve its objective by using Numeric's proprietary quantitative models to select securities for purchase or sale in order to allocate all or substantially all of its assets in accordance with the Man Numeric Emerging Markets strategy. The strategy involves taking long positions in relation to issuers primarily in emerging markets throughout the world, that represent, in the judgment of Numeric, an opportunity for short-term investment gains. In selecting securities eligible for investment, Numeric will consider a security's market capitalisation, median daily value traded and analyst coverage criteria. Further details in relation to the model is set out below under the heading "*Investment Approach".*

The Portfolio will implement its strategy by (i) investing all or part of the net proceeds of Shares in exchange traded and OTC financial derivative instruments, (ii) investing all or part of the net proceeds of Shares in transferable securities, (iii) collective investment schemes; (iv) money market instruments, and (v) deposits, cash or cash equivalents as described in further detail below under the heading "*Investment Instruments and Asset Classes".*

It is expected that the Portfolio will have a high volatility due to the make-up of the investments in the Portfolio.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*". The Portfolio will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled "*Investment Powers and Restrictions*".

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall typically be in the region of 0% to 10% of the Net Asset Value of the Portfolio and shall not exceed 20% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

The MSCI Emerging Markets Index is a broad-based index covering a universe of countries selected by MSCI Inc. on the basis of their relative economic development, size, liquidity and market accessibility. As at the date of this Supplement, the MSCI Emerging Markets Index covers over 800 securities across 23 markets and represents approximately 11% of world market capitalisation. Investors should note that the Portfolio does not intend to track this index, which is included here for performance comparison purposes only.

Investment Approach

The Portfolio will primarily invest, directly or indirectly (through financial derivative instruments) in equity securities in global emerging markets. The Portfolio follows an investment strategy of purchasing and selling primarily emerging market securities identified by quantitative stock selection models.

The strategy is an equity long-only strategy with high volume trading in listed equities, in accordance with Numeric's proprietary quantitative models. The strategy may invest in securities with exposure to countries that are included in the MSCI Emerging Markets Index.

The Portfolio implements its strategy and selects securities for purchase and sale using quantitative stock selection models developed by Numeric. Stocks are selected using the balanced combination of two

primary selection criteria: Valuation and Information Flow models. An overview of the model groups is provided below.

Valuation: The valuation signals are based on the idea that financial and behavioral attributes set a stock's price. The valuation signals are comprised of the "Fair Value" signal, the "Alternative Value" signal and the "Cash Flow" signal (see below for further detail) which are combined to form the "Value Composite model", which seeks to identify companies that are mispriced relative to their projected earnings, cash flow, asset values, cash liquidity, dividend policy, growth and quality. Together, these signals are designed to identify companies that are over- or under-valued in the market.

The "Fair Value" signal is the primary forward-earnings based valuation signal utilized in the Value Composite model. The Fair Value signal is designed to screen investor overreaction in the marketplace. Numeric believes that investors often overreact to real and perceived news, sending stock prices away from their fundamental values at times. The Fair Value signal estimates the Fair Value of each stock based on a set of fundamental and behavioural characteristics. Identifying deviations of market prices from this fair value presents opportunities to gain excess returns when the price corrects.

In addition to the Fair Value signal, "Alternative Value" and "Cash Flow" signals are utilised to increase the robustness of the Value Composite model throughout the economic cycle. Alternative Value signals include measures of a company's valuation relative to its book value, balance sheet cash, dividend payout, and sales. In an effort to address the differences between accrual and cash earnings and different capital structures, operating cash flow and earnings before interest, taxes, depreciation and amortisation (or 'EBITDA') signals are incorporated as well. The Portfolio may also have regard to gross profits, being the difference between sales and the cost of goods sold. Firms with high gross profits can invest in sales and marketing efforts, along with research and development, potentially leading to competitive advantages relative to peers. The Value Composite model blends the different views on valuation into a single signal, which is designed to produce superior returns with lower volatility.

Information Flow: Information flow signals analyse actions of various market participants (e.g., analysts, corporate management, and other informed investors) to aid Numeric in forecasting a company's business momentum and the direction and magnitude of its earnings. The signals are designed to exploit the fact that both forecast fundamentals and stock returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an upward trend, Numeric also forecasts those that it believes will experience excess returns.

- The "Estrend" signal is designed to exploit the fact that both analysts' earnings estimates and returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an earnings trend, Numeric also forecasts those that it believes will experience excess returns.

- The "Quality" signal analyses the latest financial statement filings from company management. The stocks are then ranked based on Numeric's assessment of the aggressiveness of accounting practices followed. Companies using aggressive accounting practices may be more prone to future earnings and revenue shocks, whereas companies pursuing conservative accounting practices are more likely to perform in line with their estimates in the future.

- The "Momentum" signal is based on the premise that medium-term price trends tend to persist. Because price discovery in equity markets is a process that takes place under uncertainty, investors more often than not move with the herd. Also, momentum can be an indicator of developments not yet captured by analyst estimates. For example, this may result from selective dissemination of information or the trading action of investors with superior information processing ability. "Style Momentum" is predicated on the idea that investors tend to chase styles and spread their thematically-oriented investments over short- to mid-term horizons, thus creating momentum in style returns. This multi-variate approach to capturing style effects is then implemented bottom-up in the portfolio by buying stocks that have in-favour styles and avoiding stocks that have out-of-favour styles.

- The "Informed Investor" signal analyses the trading activities of market participants that Numeric believes have superior information. Numeric seeks to buy stocks about which these investors (e.g. investors engaged in short selling of stock or option trading) have a positive view, and sell

candidates where they have a negative view. This signal is concerned with analysing the activities of market participants, and seeks to utilise information obtained from their trading activities in the context of stock selection for the Portfolio. The Investment Manager may decide to sell or buy stocks on the basis of this information, but will not engage in synthetic short selling.

Numeric regularly refines, tests and validates the results of its models. The Portfolio's assets will be invested based on a signal generally composed of approximately 40% allocated towards the Value Composite model and 40% towards trend-following models (Estrend and Momentum), with no more than approximately 20% allocated towards Quality and other factors. This allocation is static over time, and changes to the allocation are subject to approval from Numeric's Investment Committee, which comprises senior Numeric investment officers and senior personnel. Under extreme market conditions, Numeric may, in its discretion but subject to Investment Committee approval, reallocate the Portfolio's investment model combination between the Valuation and Information Flow models as it deems necessary.

The Portfolio may use any combination of these models as well as other models developed by Numeric from time to time. Numeric will further refine and validate the results of the models through fundamental analysis, including reviewing company earnings and growth rates, and reading analyst notes and news releases.

As described in detail above, the primary stock selection criteria are the Value Composite and Information Flow models (Estrend, Momentum and Quality) (the "**Core Models**") and the Portfolio will primarily use a combination of these Core Models. Where it is deemed to be of benefit to the Portfolio, or where the Investment Manager determines a more efficient and effective method of measuring the Core Models, for example through the availability of new data sets or newly developed ideas or research, the Investment Manager may utilise other models within the group of models outlined above or potentially a new group of models.

While stocks are recommended for selection based on Numeric's proprietary quantitative models and in accordance with the Man Numeric Emerging Markets strategy, the final decision on whether to buy or sell a stock is made by Numeric's portfolio managers after careful validation of the fundamental financial inputs to the models. Numeric's Portfolio and Research team assist the portfolio managers in validating the financial inputs to the model. Numeric's portfolio managers may override the models' recommendations in the event of any late-breaking events, news stories, or data quality.
The Portfolio's investment will result in an exposure to emerging markets in excess of 20% of Net Asset Value and up to 100% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

While the Portfolio will invest primarily in emerging markets, it may also invest in global, non-emerging market equities, unrestricted by geographical location. The Portfolio's exposure to non-emerging market equities shall range between 0% and 15% of the Net Asset Value of the Portfolio.

Investment Instruments and Asset Classes

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange in another jurisdiction. Instruments used to effect such investment include Depositary Recipts (as set out below).

Transferable Securities

Equities	The Portfolio will invest primarily, directly or indirectly, in listed equities of emerging markets issuers across all industrial sectors and market corporations.

ADRs, EDRs and GDRs	The Portfolio may invest in American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts as alternatives to directly purchasing the underlying equity securities in their national markets and currencies.

Money Market Instruments

Money Market Instruments	Money Market Instruments, including certificates of deposit, commercial paper, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.

Other Collective Investment Schemes

UCITS	The Portfolio may invest in other UCITS, including exchange traded funds, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.
Non-UCITS	The Portfolio may invest in non-UCITS which are eligible in accordance with the UCITS requirements and the requirements of the Central Bank.
ETFs (which will be UCITS or eligible non-UCITS)	The Portfolio may invest in ETFs as alternatives to directly purchasing the underlying equity securities and for cash management purposes. The Portfolio's investment in ETFs may include ETFs which embed some or all of the financial derivative instruments included beneath the sub-heading "Financial Derivative Instruments" below.

Cash and cash equivalents

Bank Deposits	Term deposits may be used for cash management purposes.
Foreign Currency	The Portfolio may take positions in foreign currencies for cash management purposes.
Other Liquid Assets	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

Financial Derivative Instruments

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying assets referred to above.

Futures	UCITS eligible equity index futures may be used to gain exposure to equity markets as an alternative to individual equities and for cash management purposes. Futures contracts may be used to hedge against market risk.
Forwards	Forwards may be used to gain exposure to a change in the value of an asset or to hedge against market risk.
Options	Not applicable.
Swaps	Swaps may be used to gain exposure to equity markets in which direct investment requires prior registration and this registration has not been finalised or where swaps provide a more efficient means of implementation of the

	investment objective and policy. It is anticipated that the relevant jurisdictions will include India, Brazil and Chile.
Contracts for Differences	Not applicable.
Embedded Derivatives	Convertible bonds, convertible preference shares and partly paid securities may be used for investment purposes, as an alternative to investment in equities or bonds and such embedded derivatives may also embed leverage.

INVESTMENT RESTRICTIONS
The Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

LEVERAGE
"Leverage" in the context of UCITS funds such as the Portfolio is defined as being a fund's global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDIs.

The leverage of the Portfolio will not exceed 100% of the Net Asset Value of the Portfolio. Therefore, although the Portfolio may be leveraged in this sense through its use of FDI, the Investment Manager does not expect the use of FDI to significantly increase the Portfolio's risk profile and the Investment Manager does not intend to use FDI as a means of gearing the Portfolio or as an alternative to borrowing.

LONG INVESTMENT STRATEGY

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the preceding market conditions and considered in light of the investment objective of the Portfolio.

RISK MEASUREMENT METHODOLOGY

The Portfolio will use the commitment approach to measure market risk and leverage in accordance with the parameters set out in the "*General Information"* section of this Appendix A.

PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 6. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a high volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at www.man.com, for the most recent SRRI.

Base Currency: USD

Management Fees

The management fees in respect of this portfolio are outlined in the table below.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.60%	1.85%	0.85%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

MAN NUMERIC US LARGE CAP EQUITY

INVESTMENT OBJECTIVE

The Portfolio's objective is to earn a return on investment greater than the returns available from investments in the S&P 500 Index.

INVESTMENT POLICY

The Portfolio will seek to achieve its objective by using Numeric's proprietary quantitative models to select securities for purchase or sale in order to allocate all or substantially all of its assets in accordance with the Man Numeric U.S. Large Cap Core strategy. The strategy involves taking long positions in relation to issuers primarily in the United States, that represent, in the judgment of Numeric, an opportunity for short-term investment gains. In selecting securities eligible for investment, Numeric will consider a security's market capitalisation, median daily value traded and analyst coverage criteria. Further details in relation to the model is set out below under the heading "*Investment Approach*".

The Portfolio will implement its strategy by: (i) investing all or part of the net proceeds of Shares in transferable securities (as set out in the table below headed "*Transferable Securities*"); (ii) investing in exchange traded and OTC financial derivative instruments (as set out in the table below headed "*Financial Derivative Instruments*"); (iii) investing in collective investment schemes; (iv) investing in money market instruments; and (v) investing in deposits, cash or cash equivalents as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*". The Portfolio will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled "*Investment Powers and Restrictions*".

The S&P 500 Index is a stock market index that represents the largest 500 stocks in the United States by market capitalization and captures approximately 80% coverage of available capitalization. Investors should note that the Portfolio does not intend to track this index, which is included here for performance comparison purposes only.

Investment Approach

The Portfolio will primarily invest, directly or indirectly (through financial derivative instruments), in equity securities listed or domiciled in the United States. The Portfolio follows an investment strategy of purchasing and selling primarily U.S. securities identified by quantitative stock selection models.

The strategy is an equity long-only strategy with high volume trading in listed equities, in accordance with Numeric's proprietary quantitative models.

The Portfolio implements its strategy and selects securities for purchase and sale using quantitative stock selection models developed by Numeric. Stocks are selected using the balanced combination of two primary selection criteria: Valuation and Information Flow models. An overview of the model groups is provided below.

Valuation: The valuation signals are based on the idea that financial and behavioural attributes set a stock's price. The valuation signals are comprised of the "Fair Value" signal, the "Alternative Value" signal and the "Cash Flow" signal (see below for further detail) which are combined to form the "Value Composite model", which seeks to identify companies that are mispriced relative to their projected earnings, cash flow, asset values, cash liquidity, dividend policy, growth and quality. Together, these signals are designed to identify companies that are over- or under-valued in the market.

The “Fair Value” signal is the primary forward-earnings based valuation signal utilized in the Value Composite model. The Fair Value signal is designed to screen investor overreaction in the marketplace. Numeric believes that investors often overreact to real and perceived news, sending stock prices away from their fundamental values at times. The Fair Value signal estimates the fair value of each stock based on a set of fundamental and behavioural characteristics. Identifying deviations of market prices from this fair value presents opportunities to gain excess returns when the price corrects.

In addition to the Fair Value signal, “Alternative Value” and “Cash Flow” signals are utilised to increase the robustness of the Value Composite model throughout the economic cycle. Alternative Value signals include measures of a company’s valuation relative to its gross profits (this “gross profit” signal compares company valuation relative to the gross earnings, which is simply the difference between sales and the cost of goods sold. Firms with high gross profits can invest in sales and marketing efforts, along with research and development, potentially leading to competitive advantages relative to peers), earnings before interest, taxes, depreciation, and sales. The Value Composite model blends the different views on valuation into a single signal, which is designed to produce superior returns with lower volatility.

Information Flow: Information flow signals analyse actions of various market participants (e.g., analysts, corporate management and other informed investors) to aid Numeric in forecasting a company’s business momentum and the direction and magnitude of its earnings. The signals are designed to exploit the fact that both forecast fundamentals and stock returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an upward trend, Numeric also forecasts those that it believes will experience excess returns.

- The “Estrend” signal is designed to exploit the fact that both analysts’ earnings estimates and returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an earnings trend, Numeric also forecasts those that it believes will experience excess returns.

- The “Quality” signal analyses the latest financial statement filings from company management. The stocks are then ranked based on Numeric’s assessment of the aggressiveness of accounting practices followed. Companies using aggressive accounting practices may be more prone to future earnings and revenue shocks, whereas companies pursuing conservative accounting practices are more likely to perform in line with their estimates in the future.

- The “Momentum” signal is based on the premise that medium-term price trends tend to persist. Because price discovery in equity markets is a process that takes place under uncertainty, investors more often than not move with the herd. Also, momentum can be an indicator of developments not yet captured by analyst estimates. For example, this may result from selective dissemination of information or the trading action of investors with superior information processing ability. “Style Momentum” is predicated on the idea that investors tend to chase styles and spread their thematically-oriented investments over short- to mid-term horizons, thus creating momentum in style returns. This multi-variate approach to capturing style effects is then implemented bottom-up in the portfolio by buying stocks that have in-favour styles and avoiding stocks that have out-of-favour styles.

- The “Informed Investor” signal analyses the trading activities of market participants that Numeric believe have superior information. Numeric seeks to buy stocks about which these investors (e.g. investors engaged in short selling of stock or options trading) have a positive view, and sell stocks where investors have a negative view. This signal is concerned with analysing the activities of market participants, and seeks to utilise information obtained from their trading activities in the context of stock selection for the Portfolio. The Investment Manager may decide to sell or buy stocks on the basis of this information, but will not engage in synthetic short selling.

Numeric regularly refines, tests and validates the results of its models. The Portfolio’s assets will be invested based on a signal generally composed of approximately equal allocations towards the Value Composite model and the Information Flow model. This allocation is typically static over time, and changes to the allocation are subject to approval from Numeric’s Investment Committee, which comprises senior Numeric investment officers and senior personnel. Under extreme market conditions, Numeric may, in its discretion but subject to Investment Committee approval, reallocate the Portfolio’s investment model combination between the Valuation and Information Flow models as it deems necessary.

Numeric will further refine and validate the results of the models through fundamental analysis, including reviewing company earnings and growth rates, and reading analyst notes and news releases.

As described in detail above, the primary stock selection criteria are the Valuation and Information Flow models (the "Core Models") and the Portfolio will use a combination of these Core Models. Where it is deemed to be of benefit to the Portfolio, or where the Investment Manager determines a more efficient and effective method of measuring the Core Models, for example through the availability of new datasets or newly developed ideas or research, the Investment Manager may utilise other supplementary models within the Core group of models. These supplemental models are intended to complement rather than modify the purpose of the Core Models and examples would include "style momentum" and "gross profit" models as referenced above.

While stocks are recommended for selection based on Numeric's proprietary quantitative models and in accordance with the Man Numeric U.S. Large Cap Core strategy, the final decision on whether to buy or sell a stock is made by Numeric's portfolio managers after careful validation of the fundamental financial inputs to the models. Numeric's Portfolio Implementation and Research team assists the portfolio managers in validating the financial inputs to the model. Numeric's portfolio managers may override the models' recommendations in the event of any late-breaking events, news stories, or data quality.

Investment Instruments and Asset Classes

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above.

Transferable Securities

Equities	The Portfolio will primarily invest, directly or indirectly, in equity securities listed or domiciled in the United States, across all industrial sectors and market corporations.
ADRs, EDRs and GDRs	The Portfolio may invest in American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts as alternatives to directly purchasing the underlying equity securities in their national markets and currencies.

Money Market Instruments

Money Market Instruments	Money Market Instruments, including certificates of deposit, commercial paper, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term government debt obligations may be used for cash management purposes. Debt securities referenced in this paragraph and below in respect of "Other Liquid Assets" may be either fixed or floating rate, and may be investment grade or non-investment grade. The Portfolio shall not utilise money market instruments to any substantial degree.

Other Collective Investment Schemes

UCITS	The Portfolio may invest in other UCITS, including exchange traded funds, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.
Non-UCITS	The Portfolio may invest in non-UCITS which are eligible in accordance with the UCITS requirements and the requirements of the Central Bank.
ETFs (which will be UCITS or eligible non-UCITS)	The Portfolio may invest in ETFs as alternatives to directly purchasing the underlying equity securities and for cash management purposes. The Portfolio's investment in ETFs may include ETFs which embed some or all of the financial

	derivative instruments included beneath the sub-heading "Financial Derivative Instruments" below.

Cash and cash equivalents

Bank Deposits	Term deposits may be used for cash management purposes.
Foreign Currency	The Portfolio may take positions in foreign currencies for cash management purposes.
Other Liquid Assets	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

Financial Derivative Instruments

The financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying assets referred to above.

Futures	UCITS eligible equity index futures may be used to gain exposure to equity markets as an alternative to individual equities and for cash management purposes. Futures contracts may be used to hedge against market risk.
Forwards	Forwards may be used to gain exposure to a change in the value of an asset or to hedge against market risk.
Options	Not applicable.
Swaps	Swaps may be used to gain exposure to equity markets where swaps provide a more efficient means of implementation of the investment objective and policy.
Contracts for Differences	Contracts for differences may be used to gain exposure to equity markets where contracts for differences provide a more efficient means of implementation of the investment objective and policy.
Embedded Derivatives	Convertible bonds, convertible preference shares and partly paid securities may be used for investment purposes, as an alternative to investment in equities or bonds, and such embedded derivatives may also embed leverage.

INVESTMENT RESTRICTIONS

The Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

LEVERAGE

"Leverage" in the context of UCITS funds such as the Portfolio is defined as being a fund's global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDIs.

The leverage of the Portfolio will not exceed 100% of the Net Asset Value of the Portfolio. Therefore, although the Portfolio may be leveraged in this sense through its use of FDI, the Investment Manager does not expect the use of FDI to significantly increase the Portfolio's risk profile and the Investment Manager does not intend to use FDI as a means of gearing the Portfolio or as an alternative to borrowing.

LONG INVESTMENT STRATEGY

The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the preceding market conditions and considered in light of the investment objective of the Portfolio.

RISK MEASUREMENT METHODOLOGY

The Portfolio will use the commitment approach to measure market risk and leverage in accordance with the parameters set out in the "*General Information"* section of this Appendix A.

PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at www.man.com, for the most recent SRRI.

Base Currency: USD

Management Fees

The management fees in respect of this portfolio are outlined in the table below.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.35%	1.60%	0.60%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day

INVESTMENT OBJECTIVE

The Portfolio's objective is to earn a return on investment greater than the returns available from investments in the MSCI World Index.

INVESTMENT POLICY

The Portfolio will seek to achieve its objective by using Numeric's proprietary quantitative models to select securities for purchase or sale in order to allocate all or substantially all of its assets in accordance with the Man Numeric Global Core strategy. The strategy involves taking long positions in relation to issuers in the countries included in the MSCI World Index, and in the judgment of Numeric, represent an opportunity for short-term investment gains. In selecting securities eligible for investment, Numeric will consider a security's market capitalisation, median daily value traded and analyst coverage criteria. Further details in relation to the model is set out below under the heading "*Investment Approach*".

The Portfolio will implement its strategy by: (i) investing all or part of the net proceeds of Shares in transferable securities (as set out in the table below headed "*Transferable Securities*"); (ii) investing in exchange traded and OTC financial derivative instruments (as set out in the table below headed "*Financial Derivative Instruments*"); (iii) investing in collective investment schemes; (iv) investing in money market instruments; and (v) investing in deposits, cash or cash equivalents as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*". The Portfolio will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled "Investment Powers and Restrictions".

The MSCI World Index is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed markets. The MSCI World Index captures large and mid-cap representation across 23 developed markets countries, and covers approximately 85% of the free float-adjusted market capitalisation in each country. Investors should note that the Portfolio does not intend to track this index, which is included here for performance comparison purposes only.

Investment Approach

The Portfolio will primarily invest, directly or indirectly (through financial derivative instruments), in equity securities listed or domiciled in the countries included in the MSCI World Index. No more than 10% of the Net Asset Value of the Portfolio will be invested in emerging markets. The Portfolio follows an investment strategy of purchasing and selling primarily global securities identified by quantitative stock selection models.

The strategy is an equity long-only strategy with high volume trading in listed equities, in accordance with Numeric's proprietary quantitative models.

The Portfolio implements its strategy and selects securities for purchase and sale using quantitative stock selection models developed by Numeric. Stocks are selected using the balanced combination of two

primary selection criteria: Valuation and Information Flow models. An overview of the model groups is provided below.

These Valuation and Information Flow model groups are generally estimated for stocks both at a regional level (ie USA, Europe or Japan) and at a global level. Specifically, stocks are typically compared to regional

industry-sector peers and global industry-sector peers. Each of these comparisons will produce a different model score. Since the model scores are defined as being peer relative (ie in comparison to similar stocks in the same sector), by altering the selection of stocks that make up the peer comparison (ie either the regional peer universe, or the global peer universe), the respective model will produce a different score. The regional and global model scores are then combined for each stock to form one final model score that drives the investment decision.

Valuation: The valuation signals are based on the idea that financial and behavioural attributes set a stock's price. The valuation signals are comprised of the "Fair Value" signal, the "Alternative Value" signal and the "Cash Flow" signal (see below for further detail) which are combined to form the "Value Composite model", which seeks to identify companies that are mispriced relative to their projected earnings, cash flow, asset values, cash liquidity, dividend policy, growth and quality. Together, these signals are designed to identify companies that are over- or under-valued in the market.

The "Fair Value" signal is the primary forward-earnings based valuation signal utilized in the Value Composite model. The Fair Value signal is designed to screen investor overreaction in the marketplace. Numeric believes that investors often overreact to real and perceived news, sending stock prices away from their fundamental values at times. The Fair Value signal estimates the fair value of each stock based on a set of fundamental and behavioural characteristics. Identifying deviations of market prices from this fair value presents opportunities to gain excess returns when the price corrects.

In addition to the Fair Value signal, "Alternative Value" and "Cash Flow" signals are utilised to increase the robustness of the Value Composite model throughout the economic cycle. Alternative Value signals include measures of a company's valuation relative to its gross profits (this "gross profit" signal compares company valuation relative to the gross earnings, which is simply the difference between sales and the cost of goods sold. Firms with high gross profits can invest in sales and marketing efforts, along with research and development, potentially leading to competitive advantages relative to peers), earnings before interest, taxes, depreciation, and sales. The Value Composite model blends the different views on valuation into a single signal, which is designed to produce superior returns with lower volatility.

Information Flow: Information flow signals analyse actions of various market participants (e.g., analysts, corporate management and other informed investors) to aid Numeric in forecasting a company's business momentum and the direction and magnitude of its earnings. The signals are designed to exploit the fact that both forecast fundamentals and stock returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an upward trend, Numeric also forecasts those that it believes will experience excess returns.

- The "Estrend" signal is designed to exploit the fact that both analysts' earnings estimates and returns tend to under-react to news in the medium term. By forecasting which stocks are most likely to continue an earnings trend, Numeric also forecasts those that it believes will experience excess returns.

- The "Quality" signal analyses the latest financial statement filings from company management. The stocks are then ranked based on Numeric's assessment of the aggressiveness of accounting practices followed. Companies using aggressive accounting practices may be more prone to future earnings and revenue shocks, whereas companies pursuing conservative accounting practices are more likely to perform in line with their estimates in the future.

- The "Momentum" signal is based on the premise that medium-term price trends tend to persist. Because price discovery in equity markets is a process that takes place under uncertainty, investors more often than not move with the herd. Also, Momentum can be an indicator of developments not yet captured by analyst estimates. For example, this may result from selective dissemination of information or the trading action of investors with superior information processing ability. "Style Momentum" is predicated on the idea that investors tend to chase styles and spread their thematically-oriented investments over short- to mid-term horizons, thus creating momentum in style returns. This multi-variate approach to capturing style effects is then implemented bottom-up in the portfolio by buying stocks that have in-favour styles and avoiding stocks that have out-of-favour styles.

- The “Informed Investor” signal analyses the trading activities of market participants that Numeric believes have superior information. Numeric seeks to buy stocks about which these investors (e.g. investors engaged in short selling of stock or option trading)) have a positive view, and sell candidates where they have a negative view. This signal is concerned with analysing the activities of market participants, and seeks to utilise information obtained from their trading activities in the context of stock selection for the Portfolio. The Investment Manager may decide to sell or buy stocks on the basis of this information, but will not engage in synthetic short selling.

Numeric regularly refines, tests and validates the results of its models. The Portfolio’s assets will be invested based on a signal generally composed of approximately equal allocations towards the Value Composite model and the Information Flow model. This allocation is typically static over time, and changes to the allocation are subject to approval from Numeric’s Investment Committee, which comprises senior Numeric investment officers and senior personnel. Under extreme market conditions, Numeric may, in its discretion but subject to Investment Committee approval, reallocate the Portfolio’s investment model combination between the Valuation and Information Flow models as it deems necessary.

Numeric will further refine and validate the results of the models through fundamental analysis, including reviewing company earnings and growth rates, and reading analyst notes and news releases.

As described in detail above, the primary stock selection criteria are the Valuation and Information Flow models (the “Core Models”) and the Portfolio will use a combination of these Core Models. Where it is deemed to be of benefit to the Portfolio, or where the Investment Manager determines a more efficient and effective method of measuring the Core Models, for example through the availability of new datasets or newly developed ideas or research, the Investment Manager may utilise other supplementary models within the Core group of models. These supplemental models are intended to complement rather than modify the purpose of the Core Models and examples would include “style momentum” and “gross profit” models as referenced above.

While stocks are recommended for selection based on Numeric’s proprietary quantitative models and in accordance with the Man Numeric Global Core strategy, the final decision on whether to buy or sell a stock is made by Numeric’s portfolio managers after careful validation of the fundamental financial inputs to the models. Numeric’s Portfolio Implementation and Research team assists the portfolio managers in validating the financial inputs to the model. Numeric’s portfolio managers may override the models’ recommendations in the event of any late-breaking events, news stories, or data quality.

Investment Instruments and Asset Classes

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above.

Transferable Securities

Equities	The Portfolio will primarily invest, directly or indirectly, in equity securities listed or domiciled in the countries included in the MSCI World Index, across all industrial sectors and market corporations.
ADRs, EDRs and GDRs	The Portfolio may invest in American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts as alternatives to directly purchasing the underlying equity securities in their national markets and currencies.

Money Market Instruments

Money Market Instruments	Money Market Instruments, including certificates of deposit, commercial paper, bankers’ acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term government debt obligations may be used for cash management purposes. Debt securities referenced in this paragraph and below in respect of “Other Liquid Assets” may be either fixed or floating rate, and may be

	investment grade or non-investment grade. The Portfolio shall not utilise money market instruments to any substantial degree.

Other Collective Investment Schemes

UCITS	The Portfolio may invest in other UCITS, including exchange traded funds, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.
Non-UCITS	The Portfolio may invest in non-UCITS which are eligible in accordance with the UCITS requirements and the requirements of the Central Bank.
ETFs (which will be UCITS or eligible non-UCITS)	The Portfolio may invest in ETFs as alternatives to directly purchasing the underlying equity securities and for cash management purposes. The Portfolio's investment in ETFs may include ETFs which embed some or all of the financial derivative instruments included beneath the sub-heading "Financial Derivative Instruments" below.

Cash and cash equivalents

Bank Deposits	Term deposits may be used for cash management purposes.
Foreign Currency	The Portfolio may take positions in foreign currencies for cash management purposes.
Other Liquid Assets	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

Financial Derivative Instruments

The financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying assets referred to above.

Futures	UCITS eligible equity index futures may be used to gain exposure to equity markets as an alternative to individual equities and for cash management purposes. Futures contracts may be used to hedge against market risk.
Forwards	Forwards may be used to gain exposure to a change in the value of an asset or to hedge against market risk.
Options	Not applicable.
Swaps	Swaps may be used to gain exposure to equity markets where swaps provide a more efficient means of implementation of the investment objective and policy.
Contracts for Differences	Contracts for differences may be used to gain exposure to equity markets where contracts for differences provide a more efficient means of implementation of the investment objective and policy.
Embedded Derivatives	Convertible bonds, convertible preference shares and partly paid securities may be used for investment purposes, as an alternative to investment in equities or bonds and such embedded derivatives may also embed leverage.

INVESTMENT RESTRICTIONS

The Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

LEVERAGE

"Leverage" in the context of UCITS funds such as the Portfolio is defined as being a fund's global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDIs.

The leverage of the Portfolio will not exceed 100% of the Net Asset Value of the Portfolio. Therefore, although the Portfolio may be leveraged in this sense through its use of FDI, the Investment Manager does not expect the use of FDI to significantly increase the Portfolio's risk profile and the Investment Manager does not intend to use FDI as a means of gearing the Portfolio or as an alternative to borrowing.

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The Portfolio applies a long-only investment strategy. The Portfolio's market exposure may vary in time but will not exceed a maximum of 100% of Net Asset Value of the Portfolio for long positions, depending on the Investment Manager's analysis of the preceding market conditions and considered in light of the investment objective of the Portfolio.

RISK MEASUREMENT METHODOLOGY

The Portfolio will use the commitment approach to measure market risk and leverage in accordance with the parameters set out in the "*General Information"* section of this Appendix A.

PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at www.man.com, for the most recent SRRI.

Base Currency: USD

Management Fees

The management fees in respect of this portfolio are outlined in the table below.

Share Class Type	**"D"**	**"DY"**	**"I"**
Management Fee	1.50%	1.75%	0.75%

Dealing Terms

Subscription Dealing Deadline (Irish Time)	**Redemption Dealing Deadline (Irish Time)**
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day