



BNP PARIBAS
INVESTMENT PARTNERS

BNP PARIBAS INSTICASH

*An open-ended investment company
incorporated under Luxembourg Law*

Prospectus

APRIL 2015

INFORMATION REQUESTS

BNP Paribas InstiCash
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

NOTICE

This Prospectus may not be used for the purpose of an offer or solicitation to sell in any country or any circumstance in which such an offer or entreaty is not authorised.

The Company is approved as an Undertaking for Collective Investment in Transferable Securities (UCITS) in Luxembourg. It is specifically authorised to market its shares in Luxembourg, Austria, Chile, Cyprus, France, Germany, Greece, Hungary, Ireland, Italy, Jersey, the Netherlands, Peru, Singapore, Spain, Switzerland, and the United-Kingdom. Not all the sub-funds, categories, or classes of shares are necessarily registered in these countries. It is vital that before subscribing, potential investors ensure that they are informed about the sub-funds, categories, or classes of shares that are authorised to be marketed in their country of residence and the constraints applicable in each of these countries.

In particular, the Company's shares have not been registered in accordance with any legal or regulatory provisions in the United States of America. Consequently, this document may not be introduced, transmitted or distributed in that country, or its territories or possessions, or sent to its residents, nationals, or any other companies, associations, employee benefit plans or entities whose assets constitute employee benefit plan assets whether or not subject to the United States Employee Retirement Income Securities Act of 1974, as amended (collectively, "Benefit Plans"), or entities incorporated in or governed by the laws of that country. Furthermore, the Company's shares may not be offered or sold to such persons.

In addition, no one may issue any information other than that presented in the Prospectus or the documents mentioned in it, which may be consulted by the public. The Company's Board of Directors vouches for the accuracy of the information contained in the Prospectus on the date of publication.

Lastly, the Prospectus may be updated to take account of additional or closed sub-funds or any significant changes to the Company's structure and operating methods. Therefore, subscribers are recommended to request any more recent documents as mentioned below under "Information for Shareholders". Subscribers are also recommended to seek advice on the laws and regulations (such as those relating to taxation and exchange control) applicable to the subscription, purchase, holding and redemption of shares in their country of origin, residence or domicile.

The Prospectus is only valid if accompanied by the latest audited annual report as well as the latest interim report if the latter is more recent than the annual report.

If there is any inconsistency or ambiguity regarding the meaning of a word or sentence in any translation of the Prospectus, the English version shall prevail.

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BOOK II OF THE PROSPECTUS

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An information section is available relating to each particular sub-fund. It specifies each sub-fund's investment policy and objective, the features of the shares, their accounting currency, valuation day, methods of subscription, redemption and/or conversion, applicable fees and costs, and, if applicable, the history and other specific characteristics of the sub-fund in question. Investors are reminded that, unless otherwise stated in Book II, the general regulations stipulated in Book I of the Prospectus will apply to each sub-fund.

GENERAL INFORMATION

REGISTERED OFFICE

BNP Paribas InstiCash
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

THE COMPANY'S BOARD OF DIRECTORS

Chairman

Mr. Anthony FINAN, Deputy-Head of Distributors Business Line, BNP Paribas Investment Partners, Paris

Members

Mr. Mr. Christian DARGNAT, Head of Distributors Business Line, BNP Paribas Investment Partners, Paris
Mr. Pierre GRANIE, Head of Europe Domestic Markets Institutional Sales, BNP Paribas Investment Partners, Paris
Mr. Marc RAYNAUD, Head of Global Fund Solutions, BNP Paribas Investment Partners, Paris
Mr. Philippe RENAUDIN, Chief Investment Officer Money Market, BNP Paribas Asset Management, Paris
Christian VOLLE, Chairman of the "Fondation pour l'Art et la Recherche" Paris

Company Secretary (non-member of the Board)

Ms. Claire COLLET-LAMBERT, Head of Fund Legal, BNP Paribas Investment Partners Luxembourg, Hesperange

MANAGEMENT COMPANY

BNP Paribas Investment Partners Luxembourg
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

BNP Paribas Investment Partners Luxembourg is a Management Company as defined by Chapter 15 of the Luxembourg Law of 17 December 2010 concerning undertakings for collective investment.

The Management Company performs the administration, portfolio management and marketing duties.

THE MANAGEMENT COMPANY'S BOARD OF DIRECTORS

Chairman

Mr. Marc RAYNAUD, Head of Global Fund Solutions, BNP Paribas Investment Partners, Paris

Members

Mr Pascal BIVILLE, Head of Strategy and Finance, BNP Paribas Investment Partners, Paris
Mr. Stéphane BRUNET, Chief Executive Officer, BNP Paribas Investment Partners Luxembourg, Hesperange
Mrs. Charlotte DENNERY, Chief Operating Officer, BNP Paribas Investment Partners, Paris
Mr. Anthony FINAN, Deputy-Head of Distributors Business Line, BNP Paribas Investment Partners, Paris
Mr. Carlo THILL, Chairman of the Management Board, BGL BNP Paribas Luxembourg, Luxembourg

NAV CALCULATION

BNP Paribas Investment Partners Luxembourg
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

TRANSFER AGENT AND REGISTRAR

BNP Paribas Securities Services, Luxembourg Branch
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

DEPOSITORY / PAYING AGENT

BNP Paribas Securities Services, Luxembourg Branch
33 rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

INVESTMENT MANAGERS

BNP Paribas Group management entities:

- **BNP Paribas Asset Management S.A.S**
1, boulevard Haussmann, F-75009 Paris, France
A French company, incorporated on 28 July 1980.
- **Fischer Francis Trees & Watts, Inc.**
200 Park Avenue, 11th floor, New York, NY 10166, USA
An US company, incorporated on 24 August 1972

AUDITOR

PricewaterhouseCoopers Société Coopérative

2 rue Gerhard Mercator
B.P. 1443
L-2182 Luxembourg
Grand Duchy of Luxembourg

ARTICLES OF ASSOCIATION

The Company was incorporated on 30 June 1998 and a notice was published in the *Mémorial, Recueil Spécial des Sociétés et Associations* (the *Mémorial*).

The Articles of Association have been modified at various times, most recently at the Extraordinary General Meeting held on 22 May 2012, with publication in the *Mémorial* on 29 May 2012.

The latest version of the Articles of Association has been filed with the Trade and Companies Registrar of Luxembourg, where any interested party may consult it and obtain a copy (website www.rcsl.lu).

TERMINOLOGY

For purposes of this document, the following terms shall have the following meanings. The below terminology is a generic list of terms. Some of them may therefore not be used in the present document:

<u>Accounting Currency:</u>	Currency in which the assets of a sub-fund are stated for accounting purposes, which may be different of the share category valuation currency.
<u>Active Trading:</u>	Subscription, conversion, or redemption in the same sub-fund over a short period of time and involving substantial amounts, usually with the aim of making a quick profit. This activity is prejudicial to other shareholders as it affects the sub-fund's performance and disrupts management of the assets.
<u>Authorised Investors:</u>	Investors specially approved by the board of directors of the Company.
<u>Certificate of Deposit (CD):</u>	Negotiable debt security issued by a bank or financial institution for maturities ranging from 1 day to 1 year.
<u>Circular 08/356:</u>	Circular issued by the CSSF on 4 June 2008 concerning the rules applicable to undertakings for collective investment when they utilise certain techniques and instruments based on transferable securities and money market instruments. This document is available on the CSSF website (www.cssf.lu).
<u>Circular 11/512:</u>	Circular issued by the CSSF on 30 May 2011 concerning: a) The presentation of the main regulatory changes in risk management following the publication of the CSSF Regulation 10-4 and ESMA clarifications; b) Further clarification from the CSSF on risk management rules; c) Definition of the content and format of the risk management process to be communicated to the CSSF. This document is available on the CSSF website (www.cssf.lu).
<u>Circular 14/592:</u>	Circular issued by the CSSF on 30 September 2014 concerning ESMA guidelines on ETF and other UCITS issues. This document is available on the CSSF website (www.cssf.lu).
<u>Commercial paper (CP):</u>	Negotiable debt security issued by a non-financial institution for maturities ranging from 1 day to 1 year.
<u>Company Name:</u>	BNP Paribas InstiCash
<u>CSSF:</u>	<i>Commission de Surveillance du Secteur Financier</i> , the regulatory authority for UCI in the Grand Duchy of Luxembourg.
<u>Currencies:</u>	
<u>EUR:</u>	Euro
<u>GBP:</u>	British Pound
<u>USD:</u>	United States Dollar
<u>Directive 78/660:</u>	European Council Directive 78/660/EEC of 25 July 1978 concerning the annual accounts of certain forms of companies, as amended.
<u>Directive 83/349:</u>	European Council Directive 83/349/EEC of 13 June 1983 concerning consolidated accounts, as amended.
<u>Directive 2003/48:</u>	European Council Directive 2003/48/EC of 3 June 2003 on the taxation of savings income in the form of interest payments.
<u>Directive 2004/39:</u>	European Council Directive 2004/39/EC of 21 April 2004 on markets in financial instruments.
<u>Directive 2006/48:</u>	European Council Directive 2006/48/EC of 14 June 2006 relating to the taking up and pursuit of the business of credit institutions.
<u>Directive 2009/65:</u>	European Council Directive 2009/65/EC of 13 July 2009 regarding the coordination of legislative, regulatory and administrative provisions concerning undertakings for collective investment in transferable securities (UCITS IV).
<u>Distribution Fee:</u>	Fee calculated and deducted monthly from the average net assets of a sub-fund, share category, or share class, paid to the Management Company and serving to cover remuneration of the distributors, supplemental to the share of the management fee that they receive.
<u>EEA:</u>	European Economic Area
<u>ESMA:</u>	European Securities and Markets Authority
<u>ESMA/2011/112:</u>	Guidelines to competent authorities and UCITS management companies on risk measurement and the calculation of global exposure for certain types of structured UCITS issued by the ESMA on April 14, 2011. This document is available on the ESMA website (www.esma.europa.eu).
<u>Euro Commercial Paper (ECP):</u>	Specific commercial paper negotiated on the London market (fixed rates only). It can be issued by both financial and non-financial institutions.
<u>Indirect Fee:</u>	Ongoing charges incurred in underlying UCITS and/or UCIs the Company is invested in and included in the Ongoing Charges mentioned in the KIID.
<u>Institutional Investors:</u>	Legal entities who hold their own account or hold an account on behalf of physical persons in connection with a group savings scheme or an equivalent scheme and UCI. Portfolio managers subscribing within the scope of discretionary individual portfolios management mandates are not included in this category ("Managers").
<u>IRS:</u>	Interest Rate Swap
<u>KIID:</u>	Key Investor Information Document
<u>Law:</u>	Luxembourg law of 17 December 2010 concerning undertakings for collective investment. This law implements Directive 2009/65/EC (UCITS IV) of 13 July 2009 into Luxembourg law.

<u>Law of 10 August 1915:</u>	Luxembourg law of 10 August 1915 on commercial companies, as amended.
<u>Management Fee:</u>	Fee calculated and deducted monthly from the average net assets of a sub-fund, share category, or share class, paid to the Management Company and serving to cover remuneration of the asset managers and also distributors in connection with the marketing of the Company's stock.
<u>Managers:</u>	Portfolio managers subscribing within the scope of discretionary individual portfolios management mandates.
<u>Market Timing:</u>	Arbitrage technique whereby an investor systematically subscribes and redeems or converts units or shares in a single UCITS within a short space of time by taking advantage of time differences and/or imperfections or deficiencies in the system of determining the NAV of the UCITS. This technique is not authorised by the Company.
<u>Money Market Instruments:</u>	Instruments normally dealt on the money market that are liquid and whose value can be accurately determined at any time.
<u>Money Market Fund:</u>	Money market funds compliant with ESMA guidance (CESR/10-049 of 19 May 2010). <u>Short-Term Money Market Funds</u> are a sub-part of this category with stricter guidelines (in terms of maximum maturities or minimum sovereign ratings especially) defined in the same ESMA guidance.
<u>NAV:</u>	Net Asset Value
<u>OECD:</u>	Organisation for Economic Co-operation and Development
<u>One-off Expenses:</u>	Expenses other than management, performance, distribution and other fees described below borne by each sub-fund. These expenses include but are not limited to legal fees, taxes, assessments or miscellaneous fees levied on sub-funds and not considered as ordinary expenses.
<u>OTC:</u>	Over The Counter
<u>Other Fees:</u>	Fees calculated and deducted monthly from the average net assets of a sub-fund, share category, or share class and serving to cover general custody assets expenses (remuneration of the Depositary) and daily administration expenses (NAV calculation, record and book keeping, notices to the shareholders, providing and printing the documents legally required for the shareholders, domiciliation, auditors cost and fees...), except for brokerage fees, commissions for transactions not related to the deposit, director fees, interest and bank fees, one-off expenses, and the <i>taxe d'abonnement</i> in force in Luxembourg, as well as any other specific foreign tax.
<u>Prospectus:</u>	The present document.
<u>Reference Currency:</u>	Main currency when several valuation currencies are available for a same share category.
<u>Repurchase Agreement (Repo):</u>	Money market operation based upon arrangements involving the sale of financial assets at a specified price with a commitment to repurchase the same or similar assets at a fixed price on a specified future date. A Reverse Repurchase Agreement is the opposite operation, consisting in purchasing financial assets at a specified price with a commitment to re-sell the same or similar assets at a fixed price on a specified future date.
<u>Time Deposit (TD):</u>	Interest-bearing bank deposit that has a specified date of maturity.
<u>Treasury Bill (T-bill):</u>	Government obligation issued for maturities ranging from 1 month to 1 year. They are traded on a discount basis (fixed rates) and redeemed at par
<u>UCI:</u>	Undertaking for Collective Investment
<u>UCITS:</u>	Undertaking for Collective Investment in Transferable Securities
<u>Valuation Currenc(ies)y:</u>	Currency in which the net asset values of a sub-fund, share category, or share class are calculated. There may be several valuation currencies for the same sub-fund, share category, or share class (so called "Multi-Currency" facility). When the currency available in the share category, or share class is different from the accounting currency, subscription/conversion/redemption orders may be taken into account without suffering exchange rate charges.
<u>Valuation Day:</u>	Each open bank day in Luxembourg and subject to exceptions available in the Book II: It corresponds also to: <ul style="list-style-type: none"> • Date attached to the NAV when it is published • Trade date attached to orders • With regards to exceptions in the valuation rules, closing date prices used for the valuation method of the underlying assets in the sub-funds portfolios

BNP PARIBAS INSTICASH

BOOK I OF THE PROSPECTUS

GENERAL PROVISIONS

BNP Paribas InstiCash is an open-ended investment company (*société d'investissement à capital variable – abbreviated to SICAV*), incorporated under Luxembourg law on 30 June 1998 for an indefinite period.

The Company is currently governed by the provisions of Part I of the Law of 17 December 2010 governing undertakings for collective investment as well as by Directive 2009/65.

The Company's capital is expressed in euros ("EUR") and is at all times equal to the total net assets of the various sub-funds. It is represented by fully paid-up shares issued without a designated par value, described below under "The Shares". The capital varies automatically without the notification and specific recording measures required for increases and decreases in the capital of limited companies. Its minimum capital is defined by the Law.

The Company is registered in the Luxembourg Trade Register under the number B 65 026.

The Company is an umbrella fund, which comprises multiple sub-funds, each with distinct assets and liabilities of the Company. Each sub-fund shall have an investment policy and a reference currency that shall be specific to it as determined by the Board of Directors.

The Company is a single legal entity.

In accordance with Article 181 of the Law:

- the rights of shareholders and creditors in relation to a sub-fund or arising from the constitution, operation or liquidation of a sub-fund are limited to the assets of that sub-fund;
- the assets of a sub-fund are the exclusive property of shareholders in that sub-fund and of creditors where the credit arises from the constitution, operation or liquidation of the sub-fund;
- in relations between shareholders, each sub-fund is treated as a separate entity.

The Board of Directors may at any time create new sub-funds, investment policy and offering methods of which will be communicated at the appropriate time by an update to the Prospectus. Shareholders may also be informed via press publication if required by regulations or if deemed appropriate by the Board of Directors. Similarly, the Board of Directors may close sub-funds, in accordance with the provisions of Appendix 4.

ADMINISTRATION AND MANAGEMENT

The Company is directed and represented by the Board of Directors acting under the authority of the General Shareholders' Meeting. The Company outsources management, audit and asset custody services. The roles and responsibilities associated with these functions are described below. The composition of the Board of Directors and the names, addresses and detailed information about the service providers are listed above in "General Information".

The Management Company, the Investment Managers, the Depositary, the Administrative agent, Distributors and other service providers and their respective affiliates, directors, officers and shareholders are or may be involved in other financial, investment and professional activities that may create conflicts of interest with the management and administration of the Company. These include the management of other funds, purchases and sales of securities, brokerage services, depositary and safekeeping services, and serving as directors, officers, advisors or agents for other funds or other companies, including companies in which a sub-fund may invest. Each of the Parties will ensure that the performance of their respective duties will not be impaired by any such other involvement that they might have. In the event that a conflict of interest does arise, the Directors and the relevant Parties involved shall endeavour to resolve it fairly, within reasonable time and in the interest of the Company.

Board of Directors

The Board of Directors assumes ultimate responsibility for the management of the Company and is therefore responsible for the Company's investment policy definition and implementation.

The Board has granted Ms. Claire COLLET-LAMBERT (Company Secretary) responsibilities relating to the day-to-day management of the Company (including the right to act as an authorised signatory of the Company) and its representation.

Management Company

BNP Paribas Investment Partners Luxembourg was incorporated as a limited company (*société anonyme*) in Luxembourg on 19 February 1988. Its Articles of Association have been modified at various times, most recently at the Extraordinary General Meeting held on 21 July 2014 with publication in the *Mémorial* on 11 August 2014. Its share capital is EUR 3 million, fully paid up.

The Management Company performs administration, portfolio management and marketing tasks on behalf of the Company.

Under its own responsibility and at its own expense, the Management Company is authorised to delegate some or all of these tasks to third parties of its choice.

It has used this authority to delegate:

- the functions of Transfer Agent and Registrar to BNP Paribas Securities Services, Luxembourg branch;
- the management of the Company's holdings, and the observance of its investment policy and restrictions, to the investment managers listed above in "General Information". A list of the investment managers effectively in charge of management and details of the portfolios managed are appended to the Company's periodic reports. Investors may request an up-to-date list of investment managers specifying the portfolios managed by each.

In executing securities transactions and in selecting any broker, dealer, or other counterparty, the Management Company and any Investment Managers will use due diligence in seeking the best overall terms available. For any transaction, this will involve consideration of all factors deemed relevant, such as market breadth, security price and the financial condition and execution capability of the counterparty. An investment manager may select counterparties from within BNP Paribas so long as they appear to offer the best overall terms available.

In addition, the Management Company may decide to appoint Distributors/Nominees to assist in the distribution of the Company's shares in the countries where they are marketed.

Distribution and Nominee contracts will be concluded between the Management Company and the various Distributors/Nominees.

In accordance with the Distribution and Nominee Contract, the Nominee will be recorded in the register of shareholders in place of the end shareholders.

Shareholders who have invested in the Company through a Nominee can at any time request the transfer to their own name of the shares subscribed via the Nominee. In this case, the shareholders will be recorded in the register of shareholders in their own name as soon as the transfer instruction is received from the Nominee.

Investors may subscribe to the Company directly without necessarily subscribing via a Distributor/Nominee.

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

Depositary

Custody and supervision of the Company's assets are entrusted to a depositary, which fulfils the obligations and duties prescribed by Luxembourg law.

In accordance with standard banking practices and current regulations, the depositary may, under its responsibility, entrust some or all of the assets in its safekeeping to other banking establishments or financial intermediaries.

The depositary must also ensure that:

- (a) the sale, issue, redemption, conversion and cancellation of the Company's shares are conducted in accordance with the Law and the Articles of Association;
- (b) in transactions involving the Company's assets, it receives the proceeds in the prescribed time; and
- (c) the Company's income is allocated in accordance with the Articles of Association.

Auditor

All the Company's accounts and transactions are subject to an annual audit by the Auditor.

INVESTMENT POLICY, OBJECTIVES, RESTRICTIONS AND TECHNIQUES

The Company's general objective is to provide its investors with the highest possible appreciation of capital invested while offering them a broad distribution of risks. To this end, the Company will principally invest its assets in a range of transferable securities, money market instruments, units, or shares in UCIs, credit institution deposits, and financial derivative instrument denominated in various currencies and issued in different countries.

The Company's investment policy is determined by the Board of Directors in light of current political, economic, financial and monetary circumstances. The policy will vary for different sub-funds, within the limits of, and in accordance with, the specific features and objective of each as stipulated in Book II.

The investment policy will be conducted with strict adherence to the principle of diversification and spread of risks. To this end, without prejudice to anything that may be specified for one or more individual sub-funds, the Company will be subject to a series of investment restrictions as stipulated in Appendix 1. In this respect, the attention of investors is drawn to the investment risks described in Appendix 3.

The Board of Directors has adopted a corporate governance policy that includes voting at shareholders' meetings of companies in which sub-funds invest. The main principles governing the Board's voting policy relate to a company's ability to provide shareholders with transparency and accountability with respect to the shareholders' investments and that a company should be managed to assure growth and return of the shares over the long term. The Board of Directors shall execute the voting policy in good faith taking into account the best interest of the shareholders of the investment funds. For further reference please consult also the website www.bnpparibas-ip.com

Furthermore, the Company is authorised to utilise techniques and instruments on transferable securities and money market instruments under the conditions and limits defined in Appendix 2, provided that these techniques and financial derivatives instruments are employed for the purposes of efficient portfolio management. When these operations involve the use of financial derivative instrument, these conditions and limits must comply with the provisions of the Law. Under no circumstances can these operations cause the Company and its sub-funds to deviate from the investment objectives as described in the Prospectus.

Unless otherwise specified in each sub-fund's investment policy, no guarantee can be given on the realisation of the investment objectives of the sub-funds, and past performance is not an indicator of future performance.

THE SHARES

SHARE CATEGORIES AND CLASSES

Within each sub-fund, the Board of Directors will be able to create the following share categories, and share classes (“categories” and “classes”):

Category	Class	Registered	Bearer ⁽¹⁾	Investors	Initial subscription price per share ⁽²⁾	Minimum holding ⁽³⁾
I	Capitalisation (CAP)	Yes	Yes ⁽³⁾	Institutional Investors and UCIs	100,- in the Reference Currencies	Institutional Investors: Equivalent of EUR 3 million per sub-fund UCIs: None
I ⁽⁴⁾	Distribution (DIS)				1,- in the Reference Currencies	
I M Distribution ⁽⁶⁾	Distribution (DIS)				10.000,- in the Reference Currencies	
IT1 ⁽⁵⁾	Capitalisation (CAP)				100,- in the Reference Currencies	
Privilege	Capitalisation (CAP)		Yes	All	100,- in the Reference Currencies	Equivalent of EUR 1 million per sub-fund Managers: None
Privilege ⁽⁴⁾	Distribution (DIS)				1,- in the Reference Currencies	
Privilege M Distribution ⁽⁶⁾	Distribution (DIS)				10.000,- in the Reference Currencies	
Privilege T1 ⁽⁵⁾	Capitalisation (CAP)				100,- in the Reference Currencies	
Classic	Capitalisation (CAP)		Yes	All	100,- in the Reference Currencies	None
Classic T1 ⁽⁵⁾						
X	Capitalisation (CAP)	No	Authorized Investors	100,- in the Reference Currencies	None	

(1) Uncertificated,

(2) Entry costs excluded, if any

(3) At the discretion of the Board of Directors

(4) Stable NAV

(5) “T1”: Subscriptions and Redemptions are paid on the business day following the applicable Valuation day.

(6) Monthly dividend

In some sub-funds, following sub-categories may be created:

M Distribution categories

These categories pay dividend on a monthly basis

Other characteristics of these sub-categories are the same as those of their mother-category in the same sub-fund.

General provision available for all categories

The Board of Directors may decide at any time to split or consolidate the shares issued within one same sub-fund, category, or class into a number of shares determined by the Board itself. The total net asset value of such shares must be equal to the net asset value of the subdivided/consolidated shares existing at the time of the splitting/consolidation event.

If the assets of a category/class fall below EUR 100,000.00 or equivalent, the Board of Directors reserves the right to liquidate or merge it with another category/class if it decides it is in the best interest of shareholders.

Before subscribing, the investor should check in Book II which categories and classes are available for each sub-fund.

If it transpires that shares are held by persons other than those authorised, they will be converted to the appropriate category, class or currency.

Bearer shares

New bearer shares are issued in dematerialised form.

Registered shares

The register of shareholders is kept in Luxembourg by the registrar indicated above in “General Information”. Unless otherwise specified, shareholders whose shares are held in registered form will not receive a certificate representing their shares. Instead, they will be sent confirmation of their entry in the register.

The shares must be fully paid-up and are issued without a par value. Unless otherwise indicated, there is no limitation on their number. The rights attached to the shares are those described in the law of 10 August 1915, unless exempted by the Law.

Fractions of shares may be issued up to one-millionth of a share.

All the Company’s whole shares, whatever their value, have equal voting rights. The shares of each sub-fund, category, or class have an equal right to the liquidation proceeds of the sub-fund, category, or class.

Orders received will be processed only in the reference currency of the category.

Before subscription, investors are invited to seek information on the opening of the categories, their currencies and the sub-funds in which they are open.

DIVIDENDS

Capitalisation shares retain their income to reinvest it.

The general meeting of shareholders holding distribution shares for each sub-fund concerned decides each year on the Board of Directors' proposal to pay a dividend, which is calculated in accordance with the limitations defined by law and the Articles of Association. In this respect, the general meeting reserves the right to distribute the net assets of each of the Company's sub-funds up to the limit of the legal minimum capital. The nature of the distribution (net investment income or capital) will be mentioned in the Company's Financial Statements.

If, given market conditions, it is in the shareholders' interest not to distribute a dividend, then no such distribution will be carried out.

If it deems it advisable, the Board of Directors may decide to distribute interim dividends.

The Board of Directors determines the payment methods for the dividends and interim dividends that have been decided upon. Dividends will, in principle, be paid in the reference currency of the class.

Declared dividends and interim dividends not collected by shareholders within a period of five years from the payment date will lapse and revert to the sub-fund concerned.

Interest will not be paid on declared and unclaimed dividends or interim dividends, which will be held by the Company on behalf of the shareholders of the sub-fund for the duration of the legal limitation period.

For I Distribution and Privilege Distribution shares (stable NAV)

To keep the Net Asset Value of the class stable, a significant portion or even all of the net investment income available for allotment to the shares of the class will be declared daily as dividends and distributed on a monthly basis in order to keep the Net Asset Value of the distribution shares at the initial subscription price. The distributed dividends will be reinvested automatically in new shares or, at the shareholder's request, will be credited to separate account. The objective is to preserve the capital, to keep investments liquid and to maintain a consistent performance by means of the investment policy and the straight-line amortisation method used for the class.

When the net return of a distribution share declared daily is negative an appropriate number of shares will be redeemed on a daily basis in order to maintain a stable net asset value per shares. In such circumstances, the number of shares held and the value of the corresponding participation will decrease and the relevant investors will get back less than originally invested.

For I M Distribution and Privilege M Distribution share categories: the dividend distribution will be executed on a monthly basis, if there is any dividend to be paid.

SUBSCRIPTION, CONVERSION AND REDEMPTION OF SHARES

The shares of the Company may be locally offered for subscription via regular savings plans, redemption and conversion programs, specific to this local supply, and may be subject to additional charges.

In the event that a regular savings plan is terminated prior to the agreed final date, the sum of entry costs payable by the shareholders concerned may be greater than would have been the case for standard subscriptions.

Investors may be required to appoint a paying agent as nominee (the "Nominee") for all actions connected with their shareholding in the Company.

On the basis of this mandate, the Nominee is specifically required to:

- send requests for subscription, redemption and conversion, grouped by share category, share class, sub-fund and distributor to the Company;
- be listed on the Company's register in its name "on behalf of a third party"; and
- exercise the investor's voting right (if any), according to the investor's instructions.

The Nominee must make every effort to keep an up-to-date electronic list of investors' names and addresses and the number of shares held; the status of shareholder can be verified via the confirmation letter sent to the investor by the Nominee.

Investors are informed that they may be required to pay additional fees for the activity of the above Nominee.

Preliminary Information

Subscriptions, conversions and redemptions of shares are made with reference to their unknown net asset value (NAV). Subscriptions must only concern a set amount, except subscriptions requests for "T1" share class which can be submitted either for a set number of shares or for a set amount.

The Board of Directors reserves the right to:

- (a) refuse a subscription, or conversion request for any reason whatsoever in whole or in part;
- (b) redeem, at any time, shares held by persons who are not authorised to buy or hold the Company's shares;
- (c) reject subscription, conversion or redemption requests from any investor who it suspects of using practices associated with Market Timing and Active Trading, and, where applicable, take necessary measures to protect the other investors in the Company, notably by charging an additional exit costs up to 2% of the order amount, to be retained by the sub-fund.

The Board of Directors is authorised to set minimum amounts for subscription, conversion, redemption and holding.

Subscriptions from entities which submit subscription applications and whose names show that they belong to one and the same group, or which have one central decision-making body, will be grouped together to calculate these minimum subscription amounts.

Should a share redemption or conversion request, a merger/splitting procedure, or any other event, have the effect of reducing the number or the total net book value of the shares held by a shareholder to below the number or value decided upon by the Board of Directors, the Company may redeem all the shares.

In certain cases stipulated in the section on suspension of the calculation of the NAV, the Board of Directors is authorised to temporarily suspend the issue, conversion and redemption of shares and the calculation of their net asset value.

The Board of Directors may decide, in the interest of the shareholders, to close a sub-fund, category and/or class for subscription or conversion in, under certain conditions and for the time it defines. Such a decision will not be published but the website www.bnpparibas-ip.com will be updated accordingly.

In connection with anti-money laundering procedures, the subscription form must be accompanied, in the case of an individual, by the identity card or passport of the subscriber, authenticated by a competent authority (for example, an embassy, consulate, notary, police superintendent) or by a financial institution subject to equivalent identification standards to those applicable in Luxembourg or the Articles of Association; and by an extract from the trade and companies register for a legal entity, in the following cases:

1. direct subscription to the Company;
2. subscription through a professional financial sector intermediary resident in a country that is not subject to an obligation for identification equivalent to Luxembourg standards as regards preventing the use of the financial system for the purposes of money laundering;
3. subscription through a subsidiary or branch office, the parent company of which would be subject to an obligation for identification equivalent to that required under Luxembourg law, if the law applicable to the parent company does not oblige it to ensure that its subsidiaries or branch offices adhere to these provisions.

The Company is also bound to identify the source of funds if they come from financial institutions that are not subject to an obligation for identification equivalent to those required under Luxembourg law. Subscriptions may be temporarily frozen pending identification of the source of the funds.

It is generally accepted that finance sector professionals resident in countries that have signed up to the conclusions of the FATF (Financial Action Task Force) on money laundering are deemed to have an obligation for identification equivalent to that required under Luxembourg law.

Processing of Personal Information

In submitting a subscription request, the investor authorises the Company to store and utilise all of the confidential information that it may acquire on the investor with a view to managing its account or their business relationship. To the extent that this usage so requires, the investor also authorises the sharing of this information with different service providers of the Company. It is to be noted that some service providers established outside of the European Union may be subject to less stringent rules on the safeguarding of information. The information may be used for purposes of filing, order processing, responding to shareholder requests, and providing them with information on other Company products and services. Neither the Company nor its Management Company will disclose confidential information on shareholders unless required to do so by specific regulations.

Subscriptions

All subscription requests have to be submitted for a set amount, except "T1" share class which can be submitted either for a set number of shares or for a set amount.

The shares will be issued at a price corresponding to the net asset value per share plus the entry costs as described in Book II.

For an order to be executed at the net asset value on a given valuation day, it must be received by the Company before the time and date specified in the detailed conditions for each sub-fund in Book II. Orders received after this deadline will be processed at the net asset value on the next valuation day.

In order to be accepted by the Company, the order must include all necessary information relating to the identification of the subscribed shares and the identity of the subscriber as described above.

The Company reserves the right to postpone, and/or cancel subscription requests if it is not certain that the appropriate payment will reach the Depositary within the required payment time or if the order is incomplete. The Board of Directors or its agent may process the request by applying an additional charge to reflect interest owed at the customary market rates; or cancelling the share allotment, as applicable accompanied by a request for compensation for any loss owing to failure to make payment before the stipulated time limit. The shares will not be assigned until the duly completed subscription request has been received accompanied by the payment or a document irrevocably guaranteeing that the payment will be made before the deadline. The Company cannot be held responsible for the delayed processing of incomplete orders.

Any outstanding balance remaining after subscription will be reimbursed to the shareholder, unless the amount is less than EUR 15 or its currency equivalent, as the case may be. Amounts thus not reimbursed will be retained by the relevant sub-fund.

The Board of Directors may accept the issue of shares in exchange for the contribution in kind of transferable securities, in accordance with the conditions defined by Luxembourg Law, in particular with respect to the obligation for the submission of a valuation report by the Auditor mentioned under "General Information" above, and provided that these transferable securities meet the Company's investment policy and restrictions for the sub-fund concerned as described in Book II. Unless otherwise specified, the costs of such a transaction will be borne by the applicant.

Conversions

Without prejudice to the specific provisions of a sub-fund, category, or class, shareholders may request the conversion of some or all of their shares into shares of another category, or class in the same sub-fund. The number of newly issued shares and the costs arising from the transaction are calculated in accordance with the formula described below.

Shareholders may not convert part or all of their shares in one sub-fund into shares of another sub-fund.

Conversions are only permitted between the following categories within the same sub-fund:

To From	I	IT1	I Distri bution	I M Distri bution	Privi lege	Privi lege T1	Privileg e Distri bution	Privileg e M Distri bution	Classic	Clas sic T1	X
I	-	No	Yes	Yes		No	Yes		Yes	No	No
IT1	No	-	No		Yes	No			Yes		
I Distri bution	Yes	No	-	Yes	Yes	No	Yes	Yes	Yes	No	No
I M Distri bution			Yes	-							
Privileg e	Yes	No	Yes		-	No	Yes			No	No
Privileg e T1	No	Yes	No		No	-	No			Yes	
Privileg e Distri bution	Yes	No	Yes	Yes	Yes	No	-	Yes	Yes	No	No
Privileg e M Distri bution							Yes	-			
Classic	Yes	No	Yes		No	Yes	Yes	-	No	No	
Classic T1	No	Yes	No		Yes	No			-		
X	Yes	No	Yes		No	Yes			No	-	

For a conversion order to be executed at the net asset value on a given valuation day, it must be received by the Company before the time and date specified for each sub-fund in Book II. Orders received after this deadline will be processed at the net asset value on the next valuation day.

Conversion requests for bearer shares can only be processed if accompanied by representative securities, if applicable, with unexpired coupons attached.

Conversion Formula

The number of shares allocated to a new sub-fund, category or class will be established according to the following formula:

$$S_n = \frac{(S_o \times P_o) - C}{P_n}$$

S_n	the number of shares to be issued in the new category/class;
S_o	the number of shares to be redeemed in the original category/class;
P_o	the redemption price of the shares of the original dated category/class (including exit costs if any);
P_n	the share subscription price of the new category/class (including entry costs if any), and
C	conversion costs (if applicable).

In the case of shares held in account (with or without attribution of fractions of shares), any outstanding balance remaining after conversion will be reimbursed to the shareholder, unless the amount is less than EUR 15 or its currency equivalent, as the case may be. Amounts thus not reimbursed will be deemed belonging to the relevant sub-fund.

Redemptions

Subject to the exceptions and limitations prescribed in the Prospectus, all shareholders are entitled, at any time, to have their shares redeemed by the Company.

For an order to be executed at the net asset value on a given valuation day, it must be received by the Company before the time and date specified in the conditions for each sub-fund in Book II. Orders received after this deadline will be processed at the net asset value on the next valuation day.

In order to be accepted by the Company, the order must include all necessary information relating to the identification of the shares in question and the identity of the shareholder as described above.

Unless otherwise specified for a particular sub-fund, the redemption amount for each share will be reimbursed in the subscription currency, less, where necessary, the applicable exit costs.

The redemption proceeds will only be paid when the Depositary has received the bearer securities representing the redeemed shares, with unexpired coupons attached, or a guarantee from an independent depositary of the forthcoming delivery of the securities.

The Company reserves the right to postpone redemption requests if the order is incomplete. The Company cannot be held responsible for the delayed processing of incomplete orders.

Redemptions in kind are possible upon specific approval of the Board of Directors, provided that the remaining shareholders are not prejudiced and that a valuation report is produced by the Company's Auditor. The type and kind of assets that may be transferred in such cases will be determined by the manager, taking into account the investment policy and restrictions of the sub-fund in question. The costs of such transfers may be borne by the applicant.

In the event that the total net redemption/conversion applications received for a given sub-fund on a Valuation Day equals or exceeds 10% of the net assets of the sub-fund in question, the Board of Directors may decide to split and/or defer the redemption/conversion applications on a pro-rata basis so as to reduce the number of shares redeemed/converted to date to 10% of the net assets of the sub-fund concerned. Any redemption/conversion applications deferred shall be given in priority in relation to redemption/conversion applications received on the next Valuation Day, again subject to the limit of 10% of net assets.

In the case of shares held in account (with or without attribution of fractions of shares), any outstanding balance remaining after redemption will be reimbursed to the shareholder, unless the amount is less than EUR 15 or its currency equivalent, as the case may be. Amounts thus not reimbursed will be deemed belonging to the relevant sub-fund.

Stock exchange listing

By decision of the Board of Directors, the shares of the sub-funds and categories of the Company may be admitted to official listing on the Luxembourg Stock Exchange and/or as applicable on another securities exchange.

NET ASSET VALUE

CALCULATION OF THE NET ASSET VALUE PER SHARE

Each net asset value calculation will be made as follows under the responsibility of the Board of Directors:

1. The net asset value will be calculated as specified in Book II.
2. The net asset value per share will be calculated with reference to the total net assets of the corresponding sub-fund, category, or class. The total net assets of each sub-fund, category, or class will be calculated by adding all the asset items held by each (including the entitlements or percentages held in certain internal sub-portfolios as more fully described in point 4, below) from which any related liabilities and commitments will be subtracted, all in accordance with the description in point 4, paragraph 4, below.
3. The net asset value per share of each sub-fund, category, or class will be calculated by dividing its respective total net assets by the number of shares in issue up to six decimal places.
4. Internally, in order to ensure the overall financial and administrative management of the set of assets belonging to one or more sub-funds, categories, or classes, the Board of Directors may create as many internal sub-portfolios as there are sets of assets to be managed (the "internal sub-portfolios").

Accordingly, one or more sub-funds, categories, or classes that have entirely or partially the same investment policy may combine the assets acquired by each of them in order to implement this investment policy in an internal sub-portfolio created for this purpose. The portion held by each sub-fund, category, or class within each of these internal sub-portfolios may be expressed either in terms of percentages or in terms of entitlements, as specified in the following two paragraphs. The creation of an internal sub-portfolio will have the sole objective of facilitating the Company's financial and administrative management.

The holding percentages will be established solely on the basis of the contribution ratio of the assets of a given internal sub-portfolio. These holding percentages will be recalculated on each valuation day to take account of any redemptions, issues, conversions, distributions or any other events generally of any kind affecting any of the sub-funds, categories, or classes concerned that would increase or decrease their participation in the internal sub-portfolio concerned.

The entitlements issued by a given internal sub-portfolio will be valued as regularly and according to identical methods *mutatis mutandis* as those mentioned in points 1, 2 and 3, above. The total number of entitlements issued will vary according to the distributions, redemptions, issues, conversions, or any other events generally of any kind affecting any of the sub-funds, categories, or classes concerned that would increase or decrease their participation in the internal sub-portfolio concerned.

5. Whatever the number of categories, or classes created within a particular sub-fund, the total net assets of the sub-fund will be calculated at the intervals defined by Luxembourg Law, the Articles of Association, or the Prospectus. The total net assets of each sub-fund will be calculated by adding together the total net assets of each category, or class created within the sub-fund.
6. Without prejudice to the information in point 4, above, concerning entitlements and holding percentages, and without prejudice to the particular rules that may be defined for one or more particular sub-funds, the net assets of the various sub-funds will be valued in accordance with the rules stipulated below.

COMPOSITION OF ASSETS

The Company's assets primarily include:

- (1) cash in hand and cash deposit including interest accrued but not yet received and interest accrued on these deposits until the payment date;
- (2) all notes and bills payable on demand and accounts receivable (including the results of sales of securities before the proceeds have been received);
- (3) all securities, units, shares, bonds, options or subscription rights and other investments and securities which are the property of the Company;
- (4) all dividends and distributions to be received by the Company in cash or securities that the Company is aware of;
- (5) all interest accrued but not yet received and all interest generated up to the payment date by securities which are the property of the Company, unless such interest is included in the principal of these securities;
- (6) the Company's formation expenses, insofar as these have not been written down;
- (7) all other assets, whatever their nature, including prepaid expenses.

VALUATION RULES

The assets of each sub-fund shall be valued as follows:

- (1) the value of cash in hand and cash deposit, bills and drafts payable at sight and accounts receivable, prepaid expenses, and dividends and interest due but not yet received, shall comprise the nominal value of these assets, unless it is unlikely that this value could be received; in that event, the value will be determined by deducting an amount which the Company deems adequate to reflect the actual value of these assets;
- (2) the value of shares or units in undertakings for collective investment shall be determined on the basis of the last net asset value available on the Valuation Day;
- (3) the valuation of all securities listed on a stock exchange or any other regulated market, which functions regularly, is recognised and accessible to the public, is based on the closing price on the order acceptance date, and, if the securities concerned are traded on several markets, on the basis of the most recent price on the major market on which they are traded; if this price is not a true reflection, the valuation shall be based on the probable sale price estimated by the Board of Directors in a prudent and bona fide manner;
- (4) unlisted securities or securities not traded on a stock exchange or another regulated market which functions in a regular manner is recognised and accessible to the public, shall be valued on the basis of the probable sale price estimated in a prudent and bona fide manner by a qualified professional appointed for this purpose by the Board of Directors;
- (5) securities denominated in a currency other than the currency in which the sub-fund concerned is denominated shall be converted at the exchange rate prevailing on the Valuation Day;
- (6) If permitted by market practice, liquid assets, money market instruments and all other instruments may be valued at their nominal value plus accrued interest or according to the linear amortisation method. Any decision to value the assets in the portfolio using the linear amortisation method must be approved by the Board of Directors, which will record the reasons for such a decision. The Board of Directors will put in place appropriate checks and controls concerning the valuation of the instruments.

- (7) the Board of Directors is authorised to draw up or amend the rules in respect of the relevant valuation rates. Decisions taken in this respect shall be included in the Book II;
- (8) IRS shall be valued on the basis of the difference between the value of all future interest payable by the Company to its counterparty on the valuation date at the zero coupon swap rate corresponding to the maturity of these payments and the value of all future interest payable by the counterparty to the Company on the valuation date at the zero coupon swap rate corresponding to the maturity of these payments;

COMPOSITION OF LIABILITIES

The Company's liabilities primarily include:

- (1) all loans, matured bills and accounts payable;
- (2) all known liabilities, whether or not due, including all contractual obligations due and relating to payment in cash or kind, including the amount of dividends announced by the Company but yet to be paid;
- (3) all reserves, authorised or approved by the Board of Directors, including reserves set up in order to cover a potential capital loss on certain of the Company's investments;
- (4) any other undertakings given by the Company, except for those represented by the Company's equity. For the valuation of the amount of these liabilities, the Company shall take account of all the charges for which it is liable, including, without restriction, the costs of amendments to the Articles of Association, the Prospectus and any other document relating to the Company, management, advisory, performance and other fees and extraordinary expenses, any taxes and duties payable to government departments and stock exchanges, the costs of financial charges, bank charges or brokerage incurred upon the purchase and sale of assets or otherwise. When assessing the amount of these liabilities, the Company shall take account of regular and periodic administrative and other expenses on a prorata temporis basis.

The assets, liabilities, expenses and fees not allocated to a sub-fund, category, or class shall be apportioned to the various sub-funds, categories, or classes in equal parts or, subject to the amounts involved justifying this, proportionally to their respective net assets. Each of the Company's shares which is in the process of being redeemed shall be considered as a share issued and existing until closure on the Valuation Day relating to the redemption of such share and its price shall be considered as a liability of the Company as from closing on the date in question until such time as the price has been duly paid. Each share to be issued by the Company in accordance with subscription applications received shall be considered as being an amount due to the Company until such time as it has been duly received by the Company. As far as possible, account shall be taken of any investment or divestment decided by the Company until the Valuation Day.

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

Without prejudice to legal causes for suspension, the Board of Directors may at any time temporarily suspend the calculation of the net asset value of shares of one or more sub-funds, as well as the issue, conversion and redemption in the following cases:

- (a) during any period when one or more currency markets, or a stock exchange, which are the main markets or exchanges where a substantial portion of a sub-fund's investments at a given time are listed, is/are closed, except for normal closing days, or during which trading is subject to major restrictions or is suspended;
- (b) when the political, economic, military, currency, social situation, or any event of *force majeure* beyond the responsibility or power of the Company makes it impossible to dispose of one assets by reasonable and normal means, without seriously harming the shareholders' interests;
- (c) during any failure in the means of communication normally used to determine the price of any of the Company's investments or the going prices on a particular market or exchange;
- (d) when restrictions on foreign exchange or transfer of capital prevents transactions from being carried out on behalf of the Company or when purchases or sales of the Company's assets cannot be carried out at normal exchange rates;
- (e) as soon as a decision has been taken to either liquidate the Company or one or more sub-funds, categories, or classes;
- (f) to determine an exchange parity under a merger, partial business transfer, splitting, or any restructuring operation within, by or in one or more sub-funds, categories, or classes;
- (g) for a "Feeder" sub-fund, when the net asset value, issue, conversion, or redemption of units, or shares of the "Master" sub-fund are suspended;
- (h) any other cases when the Board of Directors estimates by a justified decision that such a suspension is necessary to safeguard the general interests of the shareholders concerned.

In the event the calculation of the net asset value is suspended, the Company shall immediately and in an appropriate manner inform the shareholders who requested the subscription, conversion or redemption of the shares of the sub-fund(s) in question.

In exceptional circumstances which could have a negative impact on shareholders' interests, or in the event of subscription, redemption or conversion applications exceeding 10% of a sub-funds' net assets, the Board of Directors reserves the right not to determine the value of a share until such time as the required purchases and sales of securities have been made on behalf of the sub-fund. In that event, subscription, redemption and conversion applications in the pipeline will be processed simultaneously on the basis of the net asset value so calculated.

Pending subscription, conversion and redemption applications may be withdrawn by written notification provided that such notification is received by the company prior to lifting of the suspension. Pending applications will be taken into account on the first calculation date following lifting of the suspension. If all pending applications cannot be processed on the same calculation date, the earliest applications shall take precedence over more recent applications.

Swing pricing

In certain market conditions, taking account of the volume of purchase and sale transactions in a given sub-fund, category, or class and the size of these transactions, the Board of Directors may consider that it is in the interest of shareholders to calculate the NAV per share based on the purchase and sale prices of the assets and/or by applying an estimate of the difference between the buy and sell prices applicable on the markets on which the assets are traded. The Board of Directors may further adjust the NAV for transaction fees and sales commissions, provided these fees and commissions do not exceed 1% of the NAV of the sub-fund, category, or class at that time.

TAX PROVISIONS

TAXATION OF THE COMPANY

At the date of the Prospectus, the Company is not liable to any Luxembourg income tax or capital gains tax.

The Company is liable to an annual *taxe d'abonnement* in Luxembourg representing 0.05% of the net asset value. This rate is reduced to 0.01% for:

- a) sub-funds with the exclusive objective of collective investments in money market instruments and deposits with credit institutions;
- b) sub-funds with the exclusive objective of collective investments with credit institutions;
- c) sub-funds, categories, or classes reserved for Institutional Investors, Managers, and UCIs.

The following are exempt from this *taxe d'abonnement*:

- a) the value of assets represented by units, or shares in other UCIs, provided that these units or shares have already been subject to the *taxe d'abonnement*;
- b) sub-funds, categories, and/or classes:
 - (i) whose securities are reserved to Institutional Investors, Managers, or UCIs and
 - (ii) whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions, and
 - (iii) whose weighted residual portfolio maturity does not exceed 90 days, and
 - (iv) that have obtained the highest possible rating from a recognised rating agency;
- c) sub-funds, share categories and/or classes reserved to:
 - (i) institutions for occupational retirement pension or similar investment vehicles, set up at the initiative of one or more employers for the benefit of their employees, and
 - (ii) companies having one or more employers investing funds to provide pension benefits to their employees;
- d) sub-funds whose main objective is investment in microfinance institutions;
- e) sub-funds, shares categories and/or classes:
 - (i) whose securities are listed or traded on at least one stock exchange or another regulated market operating regularly that is recognized and open to the public, and
 - (ii) whose exclusive object is to replicate the performance of one or several indices.

When due, the *taxe d'abonnement* is payable quarterly based on the relevant net assets and calculated at the end of the quarter for which it is applicable.

In addition, the Company may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

TAXATION OF THE COMPANY'S INVESTMENTS

Some of the Company's portfolio income, especially income in dividends and interest, as well as certain capital gains, may be subject to tax at various rates and of different types in the countries in which they are generated. This income and capital gains may also be subject to withholding tax. Under certain circumstances, the Company may not be eligible for the international agreements preventing double taxation that exist between the Grand Duchy of Luxembourg and other countries. Some countries will only consider that persons taxable in Luxembourg qualify under these agreements.

TAXATION OF SHAREHOLDERS

a) Residents of the Grand Duchy of Luxembourg

On the date of the Prospectus, the dividends earned and capital gains made on the sale of shares by residents of the Grand Duchy of Luxembourg are not subject to withholding tax.

Dividends are taxable at the base rate.

Capital gains made on the sale of shares are not subject to income tax if the shares are held for a period of over six months, except in the case of resident shareholders holding over 10% of the shares of the Company.

b) Non-residents

In principle, according to current law and in the event that the provisions of Directive 2003/48 as specified in item c) below do not apply:

- the dividends earned and the capital gains made on the sale of shares by non-residents are not subject to withholding tax;
- the capital gains made by non-residents on the sale of shares are not subject to Luxembourg income tax.

Nevertheless, if there is a dual tax convention between the Grand Duchy and the shareholder's country of residence, the capital gains made on the sale of shares are tax-exempt in principle in Luxembourg, with the taxation authority being attributed to the shareholder's country of residence.

c) Residents of another member state of the European Union, including the French overseas departments, the Azores, Madeira, the Canary Islands, the Åland Islands and Gibraltar

Any individual who receives dividends from the Company or the proceeds from the sale of shares in the Company through a paying agent based in a state other than the one in which he resides is advised to seek information on the legal and regulatory provisions applicable to him.

Countries covered by Directive 2003/48 will report to the tax authorities in the state of residence of the beneficial owner of the income the amounts of income from debt claims included in the amount distributed by the Company (if the sub-fund invests more than 15% of its assets in debt claims as defined by Article 6 of Directive 2003/48) or included in the capital gain from the sale, refund or redemption of shares in the Company (if the sub-fund invests more than 25% of its assets in debt claims as defined by Article 6 of Directive 2003/48).

Until 31 December 2014, instead of such reporting, the Grand Duchy of Luxembourg, as well as certain other countries, including Austria and Switzerland, will generally apply a withholding tax on the interest and other income related to interest paid to a beneficial owner resident in another member state. This withholding tax will be 35%. Such withholding will be taken into consideration for tax purposes by the tax authority of the state of residence of the individual, in accordance with applicable tax law. The beneficial owner may instruct the paying agent to submit to the information-exchange system or to use a tax certificate as an alternative to the withholding tax.

d) Residents of third countries or territories

In principle, no withholding tax is levied on interest paid to residents of third countries or territories.

However, withholding tax is levied, in accordance with Directive 2003/48, on interest and related income paid out to beneficial owners resident in the Netherlands Antilles, Aruba, Guernsey, Jersey, the Isle of Man, the British Virgin Islands and Montserrat.

e) US Tax

Under the Foreign Account Tax Compliance Act ("FATCA") provisions coming into force as from 1st July 2014, in the case the Company invests directly or indirectly in US assets, income received from such US investments could be subject to a 30% US withholding tax.

To avoid such withholding tax the United States have entered, on 28th March 2014, into an intergovernmental agreement (the "IGA") with the Grand Duchy of Luxembourg under which the Luxembourg financial institutions undertake due diligence to report certain information on their direct or indirect U.S. investors to the Luxembourg Tax authorities. Such information will be onward reported by the Luxembourg tax authorities to the U.S. Internal Revenue Service ("IRS").

The foregoing provisions are based on the Law and practices currently in force, and are subject to change. Potential investors are advised to seek information in their country of origin, place of residence or domicile on the possible tax consequences associated with their investment. The attention of investors is also drawn to certain tax provisions specific to individual countries in which the Company publicly markets its shares.

GENERAL MEETINGS AND INFORMATION FOR SHAREHOLDERS

GENERAL SHAREHOLDERS' MEETINGS

The Annual General Shareholders' Meeting is held at 3 pm on the last Friday of September at the Company's registered office or any other location in the Grand Duchy of Luxembourg specified in the notice to attend the meeting. If that day is not a bank business day in Luxembourg, the Annual General Meeting will be held on the following bank business day. Other General Meetings may be convened in accordance with the prescriptions of Luxembourg law and the Company's Articles of Association.

Notices inviting shareholders to attend General Meetings will be published according to the forms and times prescribed in Luxembourg law and the Company's Articles of Association, and at least with a 14 days prior notice.

Similarly, General Meetings will be conducted as prescribed by Luxembourg law and the Company's Articles of Association.

Every share, irrespective of its unit value, entitles its holder to one vote. All shares have equal weight in decisions taken at the General Meeting when decisions concern the Company as a whole. When decisions concern the specific rights of shareholders of one sub-fund, category, or class, only the holders of shares of that sub-fund, category, or class may vote.

INFORMATION FOR SHAREHOLDERS

Net Asset Values and Dividends

The Company publishes the legally required information in the Grand Duchy of Luxembourg and in all other countries where the shares are publicly offered.

This information is also available on the website: www.bnpparibas-ip.com

Financial Year

The Company's financial year starts on 1st June and ends on 31st May.

Financial Reports

The Company publishes an annual report closed on the last day of the financial year, certified by the auditors, as well as a non-certified, semi-annual interim report closed on the last day of the sixth month of the financial year. The Company is authorised to publish a simplified version of the financial report when required.

The financial reports of each sub-fund are published in the accounting currency of the sub-fund, although the consolidated accounts of the Company are expressed in euro.

The annual report is made public within four months of the end of the financial year and the interim report within two months of the end of the half-year.

Documents for Consultation

The Articles of Association, the Prospectus, the KIID, and periodic reports may be consulted at the Company's registered office and at the establishments responsible for the Company's financial service. Copies of the Articles of Association and the annual and interim reports are available upon request.

Information on changes to the Company will be published in the *Luxemburger Wort* newspaper and in any other newspapers deemed appropriate by the Board of Directors in countries in which the Company publicly markets its shares.

Documents and information are also available on the website: www.bnpparibas-ip.com

APPENDIX 1 – INVESTMENT RESTRICTIONS

For the purpose of this Appendix 1, the following definitions apply:

“Member State”: Means member state of the European Union. The states that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the European Union, within the limits set forth by this Agreement and related acts are considered as equivalent to Member States of the European Union.

“Third Country”: Means a country other than a Member State.

1. A sub-fund's investments shall comprise only one or more of the following:

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market as defined by Directive 2004/39;
- b) transferable securities and money market instruments dealt in on another regulated market in a Member State, which operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a country which is not a European Union Member State or dealt in on another regulated market in a country which is not a European Union Member State which operates regularly and is recognised and open to the public;
- d) recently issued transferable securities and money market instruments, provided that:
 - (i) the terms of issue include an undertaking that an application will be made for admission to official listing on a stock exchange or to another regulated market which operates regularly and is recognised and open to the public; and
 - (ii) the admission is secured within one year of the issue;
- e) units or shares in UCITS authorised according to Directive 2009/65 and/or other UCIs within the meaning of Article 1(2)(a) and (b) of the Directive 2009/65, whether or not established in a Member State, provided that:
 - (i) such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU legislation, and that cooperation between authorities is sufficiently ensured;
 - (ii) the level of protection to unitholders or shareholders in these other UCIs is equivalent to that provided for unitholders or shareholders in a UCITS, and in particular that the rules on assets segregation, borrowings, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65;
 - (iii) the business of these other UCIs is reported in semi-annual interim and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period; and
 - (iv) no more than 10% of the assets of the UCITS or of the other UCIs whose acquisition is contemplated, can, according to their management regulations or articles of association, be invested in aggregate in units or shares of other UCITS or other UCIs;
- f) deposits with credit institution which are repayable on demand or have the right to be withdrawn and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the credit institution has its registered office in a Third Country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU legislation;
- g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in points a), b) and c) above or financial derivative instruments dealt in over-the-counter (OTC) derivatives, provided that:
 - (i) the underlying of the derivative consists of instruments covered by this paragraph^{1.}, financial indices, interest rates, foreign exchange rates or currencies, in which the corresponding sub-fund may invest according to its investment objectives as stated in the Company's Articles of Association.
 - (ii) the counterparties to OTC derivatives transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF, and
 - (iii) the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time and at their fair value at the Company's initiative;
- h) money market instruments other than those dealt in on a regulated market, which fall under Article 1 of the Law, if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, provided that they are:
 - (i) issued or guaranteed by a central, regional or local authority, by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a Third Country or, in the case of a Federal State, by one of the members making up the federation or, by a public international body to which one or more European Union Member States belong;
 - (ii) issued by a company any securities of which are dealt in on regulated markets referred to in Section 1. paragraph a), b) or c) above;
 - (iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU legislation; or
 - (iv) issued by other bodies belonging to the categories approved by the CSSF provided that the investments in such instruments are subject to investor protection equivalent to that laid down in points (i), (ii) or (iii) first, second or third sub-clauses immediately preceding, and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 000 000 and which presents and publishes its annual accounts in accordance with the Directive 78/660, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2. A sub-fund shall not, however:

- a) invest more than 10% of its assets in transferable securities, or money market instruments other than those referred to in Section 1.; or
- b) acquire either precious metal or certificates representing them.

A sub-fund may hold ancillary liquid assets.

3. The Company may acquire movables and immovable property indispensable for the direct performance of its activity.

4.

- a) A sub-fund shall not invest no more than:

- (i) 10% of its assets in transferable securities or money market instruments issued by the same body; or
- (ii) 20% of its assets in deposits made with the same body.

The risk exposure to a counterparty of a sub-fund in an OTC derivative transaction shall not exceed either:

- (i) 10% of its assets when the counterparty is a credit institution referred to Section 1. paragraph f); or
- (ii) 5% of its assets, in other cases.

- b) The total value of the transferable securities and the money market instruments held by a sub-fund in the issuing bodies in each of which it invests more than 5% of its assets shall not exceed 40% of the value of its assets. That limitation shall not apply to deposits or OTC derivative transactions made with financial institutions subject prudential supervision.

Notwithstanding the individual limits laid down in paragraph a), a sub-fund shall not combine, where this would lead to investment of more than 20% of its assets in a single body, any of the following:

- (i) investments in transferable securities or money market instruments issued by that body;
- (ii) deposits made with that body; or
- (iii) exposure arising from OTC derivatives transactions undertaken with that body.

- c) The 10% limit laid down in the paragraph a) point (i) may be raised to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its local authorities, by a Third Country or by public international body to which one or more Member States belong.

- d) The 10% limit laid down in the paragraph a) point (i) may be raised to a maximum of 25% where bonds are issued by a credit institution which has its registered office in a Member State and is subject by law to special supervision designed to protect bond-holders. In particular, sums deriving from the issue of those bonds shall be invested in accordance with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in the event of failure of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

Where a sub-fund invests more than 5% of its assets in the bonds referred to in paragraph a) which are issued by a single issuer, the total value of these investments shall not exceed 80% of the value of the assets of the sub-fund.

- e) The transferable securities and money market instruments referred to in paragraphs c) and d) shall not be taken into account for the purpose of applying the limit of 40% referred to in paragraph b).

The limits provided in paragraph a), b), c) and d) shall not be combined, and thus investments in transferable securities or money market instruments issued by the same body or in deposits or derivative instruments made with this body carried out in accordance with paragraph a), b), c) and d) shall not exceed in total 35% of the assets of the sub-fund.

Companies which are grouped together into a consolidated accounting entity as defined by Directive 83/349 or in accordance with recognised international accounting rules are considered as a single entity for the calculation of the limits stipulated in this Section 4.

A single sub-fund may invest a cumulative total of up to 20% of its assets in the transferable securities and money market instruments of a single group.

- 5. Without prejudice to the limits laid down in Section 8., the limits laid down in Section 4. are raised to a maximum of 20% for investments in shares or debt securities issued by the same body, when the aim of the sub-fund's investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

- (i) its composition is sufficiently diversified;
- (ii) the index represents an adequate benchmark for the market to which it refers; and
- (iii) it is published in an appropriate manner.

This limit of 20% shall be raised to a maximum 35% where that proves to be justified by exceptional market conditions (such as, but not limited to, disruptive market conditions or extremely volatile markets) in particular in regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to that limit shall be permitted only for a single issuer.

- 6. As an exception to Section 4., in accordance with the principle of risk-spreading, a sub-fund shall invest up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a Third Country part of the OECD, Brazil, Indonesia, Russia, Singapore and South Africa, or a public international body to which one or more Member States belong.

Such a sub-fund shall hold securities from at least six different issues, but securities from any single issue shall not account for more than 30% of its total assets.

7.

- a) A sub-fund may acquire the units or shares in UCITS or other UCIs referred to in Section 1. paragraph e), provided that no more than 20% of its assets are invested in units or shares of a single UCITS or other UCI. For the purposes of the application of this investment limit, each sub-fund in a multi-sub-fund UCI, as defined by Article 181 of the Law, is considered as a separate issuer, provided that the principle of segregation of the commitments of the different sub-funds with regard to third parties is assured.

- b) Investments made in units or shares of UCIs other than UCITS shall not exceed, in aggregate, 30% of the assets of a sub-fund. Where a sub-fund has acquired units or shares of another UCITS or UCIs, the assets of the respective UCITS or other UCIs are not combined for the purposes of the limits laid down in Section 4.

- c) Due to the fact that the Company may invest in UCI units, or shares, the investor is exposed to a risk of fees doubling (for example, the management fees of the UCI in which the Company is invested).

A sub-fund may not invest in a UCITS, or other UCI (underlying), with a management fee exceeding 3% per annum.

Where a sub-fund invests in the units or shares of other UCITS or UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, the sub-fund will not incur any entry or exit costs for the units or shares of these underlying assets.

The maximum annual management fee payable directly by the sub-fund is defined in Book II.

8.

- a) The Company shall not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

- b) The Company may acquire no more than:

- (i) 10% of the non-voting shares of a single issuing body;
- (ii) 10% of debt securities of a single issuing body;
- (iii) 25% of units or shares of a single UCITS, or other UCI within the meaning of Article 2 Paragraph 2 of the Law; or
- (iv) 10% of the money market instruments of a single issuing body.

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

- c) Paragraph a) and b) above do not apply with regard 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 country which is not a European Union Member State;
 - (iii) transferable securities and money market instruments issued by a public international body to which one or more European Union Member State belong;
 - (iv) shares held by the Company in the capital of a company incorporated in a Third Country not member of the European Union investing its assets mainly in securities of issuing bodies having their registered offices in that country, where under the legislation of that country, such a holding represents the only way in which the Company can invest in the securities of issuing of that country. This derogation shall apply only if in its investment policy the company from the Third Country not member of the European Union complies with the limits laid down in Sections 3., 6. and 7. paragraph a) and b). Where the limits set in Sections 4. and 7. are exceeded, Section 9. shall apply *mutatis mutandis*;

9. The sub-funds are not required to comply with the limits laid down in this Appendix when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.

While ensuring observance of the principle of risks spreading, recently authorised sub-funds are allowed to derogate from Section 4., 5., 6. and 7. for six months following the date of their authorisation.

If these limits are exceeded for reasons beyond the control of the sub-fund or as a result of the exercise of subscription rights, the sub-fund shall adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its shareholders.

10. A sub-fund can acquire currencies through back-to-back loans.

A sub-fund may borrow the following, provided that these loans:

- a) are temporary and represent a maximum of 10% of its assets;
- b) allow the acquisition of immovable property indispensable to the direct exercise of its activities and represent a maximum of 10% of its assets.

If a sub-fund is authorised to borrow under points a) and b), these loans must not exceed 15% of its total assets.

11. Without prejudice to the application of Sections 1., 2. and Appendix 2, a sub-fund shall not grant loans or act as a guarantor on behalf of third parties.

This shall not prevent a sub-fund from acquiring transferable securities, money market instruments or other financial instruments referred to in Section 1. paragraph e), g) and h), which are not fully paid.

12. A sub-fund shall not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in Section 1. paragraph e), g) and h).

13. By way of derogation of the above restriction, a sub-fund designed as "the Feeder" may invest:

- a) at least 85% of its assets in units, or shares of another UCITS or another sub-fund of UCITS (the "Master");
- b) up to 15% of its assets in one or more of the following:
 - ancillary liquid assets,
 - financial derivative instruments, which may be used only for hedging purpose, in accordance with Section 1. paragraph g) and Appendix 2;
 - movable and immovable property which is essential for the direct pursuit of its business.

14. A sub-fund may acquire shares of one or more other sub-funds of the Company (the target sub-fund), provided that:

- the target sub-fund does not, in turn, invest in the sub-fund;
- the proportion of assets that each target sub-fund invests in other target sub-funds of the Company does not exceed 10%;
- any voting rights attached to the shares of the target sub-funds shall be suspended as long as they are held by the sub-fund and without prejudice of appropriate treatment in the accounting and periodic reports;
- in all cases, as long as these target sub-fund shares are held by the Company, their value shall not be taken into account for the calculation of the net assets of the Company for purposes of verifying the minimum threshold of net assets required by law;
- there shall be no duplication of management/subscription commissions or redemption between these commissions at the level of the sub-fund that invested in the target sub-fund and this target sub-fund.

As a general rule, the Board of Directors reserves the right to introduce other investment restrictions at any time when indispensable for conforming to the laws and regulations in force in certain states where the Company's shares may be offered and sold. On the other hand, where permitted by current regulations applicable to the Company, the Board of Directors reserves the right to exempt one or more sub-funds from one or more of the investment restrictions specified above. These exceptions will be mentioned in the investment policies summarised in Book II for each of the sub-funds concerned.

APPENDIX 2 – TECHNIQUES, FINANCIAL INSTRUMENTS, AND INVESTMENT POLICIES

Without prejudice to any stipulations for one or more particular sub-funds, the Company is authorised, for each sub-fund and in conformity with the conditions set out below, to use financial derivative instruments in accordance with Section 1. paragraph g) of the Appendix 1 of the Prospectus (the “Appendix 1”).

Each sub-fund may, in the context of its investment policy and within the limits defined in Section 1 of the Appendix 1, invest in financial derivative instruments provided the total risk to which the underlying assets are exposed does not exceed the investment limits stipulated in Section 3 of Appendix 1. When a sub-fund invests in financial derivative instruments based on an **index**, these investments are not necessarily combined with the limits stipulated in Section 3 of the Appendix 1.

When a transferable security or a money market instrument comprises a derivative instrument, the derivative instrument must be taken into account for the application of the present provisions.

1. **General Information**

The Company may use derivative instruments, whose underlying assets may be transferable securities or money market instruments, both for hedging and for trading (investment) purposes.

If the aforesaid transactions involve the use of **derivative** instruments, these conditions and limits must correspond to the provisions of the Appendix 1.

If a sub-fund uses derivative instruments for trading (investment) purposes, it may use such instruments only within the limits of its investment policy.

1.1. Determination of the global exposure

According to the Circular 11/512, the management company must calculate the sub-fund's global exposure at least **once a day**. The limits on global exposure must be complied with on an ongoing basis.

It is the responsibility of the Management Company to select an appropriate methodology to calculate the global exposure. More specifically, the selection should be based on the self-assessment by the Management Company of the sub-fund's risk profile resulting from its investment policy (including its use of financial derivative instruments).

1.2. Risk measurement methodology according to the sub-fund's risk profile

The sub-funds are classified after a self-assessment of their risk profile resulting from their investments policy including their inherent derivative investment strategy that determines two risk measurements methodologies:

- The advanced risk measurement methodology such as the Value-at-Risk (VaR) approach to calculate global exposure where:
 - (a) The sub-fund engages in complex investment strategies which represent more than a negligible part of the sub-funds' investment policy;
 - (b) The sub-fund has more than a negligible exposure to exotic financial derivative instruments; or
 - (c) The commitment approach doesn't adequately capture the market risk of the portfolio.

There is currently no sub-fund under VAR.

- The commitment approach methodology to calculate the global exposure should be used in every other case.

1.3. Calculation of the global exposure

For sub-funds that use the **commitment approach methodology**:

- The commitment conversion methodology for **standard derivatives** is always the market value of the equivalent position in the underlying asset. This may be replaced by the notional value or the price of the futures contract where this is more conservative.
- For **non-standard derivatives**, an alternative approach may be used provided that the total amount of the financial derivative instrument represents a negligible portion of the sub-fund's portfolio;
- For **structured sub-funds**, the calculation method is described in the ESMA/2011/112 guidelines.

A financial derivative instrument is not taken into account when calculating the commitment if it meets both of the following conditions:

- (a) The combined holding by the sub-fund of a financial derivative instrument relating to a financial asset and cash which is invested in risk free assets is equivalent to holding a cash position in the given financial asset.
- (b) The financial derivative instrument is not considered to generate any incremental exposure and leverage or market risk.

The sub-fund's total commitment to financial derivative instruments, limited to 100 % of the portfolio's total net value, is quantified as the sum, as an absolute value, of the individual commitments, after possible netting and hedging arrangements.

Currently, all the sub-funds use the commitment approach method.

1.4. Calculation of counterparty risk linked to OTC derivative instruments

In conformity with Section 3. paragraph a) of Appendix 1, the counterparty risk linked to OTC derivatives and efficient portfolio management techniques concluded by a sub-fund may not exceed 10% of its assets when the counterparty is a credit institutions cited in Section 1. paragraph f) of Appendix 1, or 5% of its assets in other cases.

The counterparty risk linked to OTC financial derivatives shall be based as the positive mark to market value of the contract.

1.5. Valuation of OTC derivatives

Per in conformity with Section 1. paragraph g) of Appendix 1, the Management Company will establish, document, implement and maintain arrangements and procedures which ensure appropriate, transparent and fair valuation of OTC derivatives.

1.6. Method of calculating total market risk for Feeder sub-funds:

The global exposure of a Feeder sub-fund will be calculated by combining its own exposure through financial derivative instruments, with either:

- a) the Master actual exposure through financial derivative instruments in proportion to the Feeder investment into the Master; or
- b) the Master potential maximal global exposure related to financial derivative instruments as defined by the Master' management rules, or Articles of Association in proportion to the Feeder investment into the Master.

1.7. Efficient Portfolio Management techniques

1.7.1. The used techniques and instruments fulfil the following criteria in accordance with the Circular 14/592:

- (a) they are economically appropriate in that they are realised in a cost-effective way;
- (b) they are entered into for one or more of the following specific aims:
 - (i) reduction of risk;
 - (ii) reduction of cost;
 - (iii) generation of additional capital or income for a sub-fund with a level of risk which is consistent with the risk profile of the sub-fund and the risk diversification rules described on Section 3. of the Appendix 1;
- (c) their risks are adequately captured by the risk management process of the sub-fund.

1.7.2. Techniques and instruments which comply with the criteria set out in point 1.7.1. and which relate to money market instruments shall be regarded as techniques and instruments relating to money market instruments for the purpose of efficient portfolio management.

1.7.3. The used techniques and instruments will not:

- a) result in a change of the investment objective of the concerned sub-fund; or
- b) add substantial supplementary risks in comparison to the original risk policy of the sub-fund.

1.7.4. Direct and indirect operational costs/fees arising from efficient portfolio management techniques may be deducted from the revenue delivered to the concerned sub-funds. The lending agent for the Company, BNP Paribas Securities Services, receives a fee of maximum 20% of the gross revenue for its services. BNP Paribas Securities Services is a wholly-owned subsidiary of the BNP Paribas Group. These costs and fees will not include hidden revenues.

1.7.5. The following information will be disclosed in the annual report of the Company:

- a) the exposure of each sub-fund obtained through efficient portfolio management techniques;
- b) the identity of the counterparty(ies) to these efficient portfolio management techniques;
- c) the type and amount of collateral received by the sub-funds to reduce counterparty exposure; and
- d) the revenues arising from efficient portfolio management techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred.

1.8. Management of collateral for OTC financial derivative transactions and efficient portfolio management techniques in accordance with the Circular 14/592.

All assets received in this context will be considered as collateral and will comply with the below criteria.

1.8.1. All collateral used to reduce counterparty risk exposure will comply with the following criteria at all times:

- a) Liquidity – any collateral received other than cash will be highly liquid and dealt in on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received will also comply with the provisions of the Section 7 of the Appendix 1.
- b) Valuation – collateral received will be valued on at least a daily basis and assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.
- c) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated by the risk management process.
- d) Where there is a title transfer, the collateral received will be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.
- e) Collateral received will be capable of being fully enforced at any time without reference to or approval from the counterparty.

1.8.2. Re-invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral.

1.8.3. For all the sub-funds receiving collateral for at least 30% of their assets, the Management Company will set up, in accordance with the Circular 14/592, an appropriate stress testing policy to ensure regular stress tests under normal and exceptional liquidity conditions to assess the liquidity risk attached to the collateral.

1.8.4. The Management Company will set up, in accordance with the Circular 14/592, a clear haircut policy adapted for each class of assets received as collateral.

1.8.5. Public regulatory Collateral grid

Asset Class	Minimum Rating accepted	Margin required / NAV	Cap by asset class / NAV	Cap by Issuer / NAV
Cash (EUR, USD and GBP)		[100 - 102%]	100%	
Fixed Income				
<i>Eligible OECD Government Bonds</i>	AAA	[100 - 105%]	100%	20%
<i>Eligible Supra & Agencies</i>	AAA	[100 - 105%]	100%	20%
<i>Other Eligible Countries Government Bonds</i>	BBB	[100 - 115%]	100%	20%
<i>Eligible OECD Corporate Bonds</i>	A	[100 - 117%]	100%	20%
<i>Eligible OECD Corporate Bonds</i>	BBB	[100 - 140%]	[10% - 30%]	20%
<i>Eligible OECD Convertible Bonds</i>	A	[100 - 117%]	[10% - 30%]	20%
<i>Eligible OECD Convertible Bonds</i>	BBB	[100 - 140%]	[10% - 30%]	20%
<i>Money Market Units (1)</i>	UCITS IV	[100 - 110%]	100%	20%
<i>CD's (eligible OECD and other eligible countries)</i>	A	[100 - 107%]	[10% - 30%]	20%
<i>Eligible indices & Single equities linked</i>		[100% - 140%]	100%	20%
<i>Securitization (2)</i>		[100% - 132%]	100%	20%

(1) Only Money Markets funds managed by BNPP IP. Any other UCITS eligible only upon ad-hoc approval by BNPP IP Risk

(2) Subject to conditions and ad-hoc approval by BNPP IP Risk

Reminder:

The collateral received by a sub-fund should 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. Non-cash collateral received should not be sold, re-invested or pledged.

Cash collateral received should only be:

- placed on deposit with entities prescribed in Section 1. paragraph f) of the Appendix 1;
- invested in high-quality government bonds;
- used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the sub-fund is able to recall at any time the full amount of cash on accrued basis;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European money market Funds.

1.8.6. Sub-fund entering into OTC financial derivative transactions and efficient portfolio management techniques

All collateral used to reduce counterparty risk exposure should comply with the following criteria at all times:

Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the sub-fund receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a sub-fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation, a sub-fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by any European Union Member State, one or more of its local authorities, a third country part of the OECD, Brazil, Indonesia, Russia, Singapore and South Africa, or a public international body to which one or more European Union Member States belong. Such a sub-fund should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the sub-fund's net asset value.

The Company will enter into transactions with counterparties which the Management Company believes to be creditworthy. They may be related companies at BNP Paribas Group.

Counterparties will be selected by the Management Company with respect for the following criteria: the sound financial situation, the ability to offer a range of products and services corresponding to the requirements of the Management Company, the ability to offer reactivity for operational and legal points, the ability to offer competitive price and the quality of the execution.

Counterparties will comply with prudential rules considered by the CSSF as equivalent to EU prudential rules. The selected counterparties do not assume any discretion over the composition or management of the sub-funds' investment portfolios or over the underlying of the financial derivative instruments, and their approval is not required in relation to any sub-fund investment portfolio transaction.

The Company's annual report will contain details with:

- a) The list of appointed counterparties to efficient portfolio management techniques and OTC derivatives will be disclosed in the periodical reports of the Company.
- b) The identity of the issuer where collateral received has exceeded 20% of the assets of a sub-fund;
- c) whether a sub-fund has been fully collateralised.

2. Provisions concerning specific Instruments

EMTN (Euro Medium Term Notes) are medium-term debt securities characterised by their high level of flexibility for both the issuer (corporate issuers and public bodies) and the investor. EMTN are issued according to an EMTN programme, which means that use of debt funding can be staggered and the amounts involved varied. The arranger of the issue will not necessarily underwrite it, which means that the issuer cannot be certain of raising the full amount envisaged (it is therefore in the issuer's interest to have a good credit rating).

A structured EMTN is the combination of an EMTN issue and a derivative enabling the conversion of the cash flows generated by the EMTN. For example, if the issuer floats an EMTN that pays LIBOR + spread, and simultaneously enters into a LIBOR/fixed-rate swap over the same period, it obtains the equivalent of a fixed-rate financing, while the investor obtains a floating-rate investment. These structured EMTNs may be subscribed by investment funds seeking to offer their clients personalised products that meet their specific needs in view of their risk profiles.

Commodity ETPs refer to all exchange traded products tracking commodity returns. They do not include ETPs tracking the equity of companies involved in the commodity industry.

Exchange Traded Funds (ETFs) refer to exchange traded products that are structured and regulated as mutual funds or collective investment schemes:

- (v) **United States:** ETFs are registered under the Investment Company Act of 1940. Currently, US ETFs rely on physical delivery of the underlying assets for the creation and redemption of securities;
- (vi) **European Union:** Most ETFs are UCITS compliant collective investment schemes. UCITS funds are not allowed to invest in physical commodities but they are able to use synthetic index replication to obtain exposure to broad commodity indices that satisfy the relevant diversification requirements;
- (vii) **Other jurisdictions:** Such as Switzerland, permit ETFs to use physical or synthetic replication to obtain commodities exposure without diversification restrictions.

Exchange Traded Commodities (ETCs) trade and settle like ETFs but are structured as debt instruments. They track both broad and single commodity indices. ETC either physically hold the underlying commodity (e.g. physical gold) or get their exposure through fully collateralised swaps.

Exchange Traded Notes (ETNs) are similar to ETCs except that they are not collateralised, which means that an investor in an ETN will be fully exposed to issuer credit risk.

- (viii) **United States:** Publish NAV, AUM or Shares Outstanding information on a daily basis

- (ix) **Europe:** Are not required to and often do not publicly report NAV, AUM or Share Outstanding information on a regular basis.

3. **Securities Lending**

The Company may enter into securities lending and borrowing transactions provided that they comply with the following Circulars 08/356 and 14/592 rules:

- 3.1. The Company may only lend or borrow securities through a standardised system organised by a recognised clearing institution or through a first class financial institution specialising in this type of transaction.

The CSSF requires the following from the borrower:

- Collateral from the borrower is mandatory;
- The borrower must be subject to prudential supervision rules which are considered by the CSSF as equivalent to those provided by the Community Law.

- 3.2. Limits on securities lending transactions

The Company must ensure that the volume of the securities lending transactions is kept at an appropriate level or must be able to ask for the restitution of the securities lent in a manner such that it may at any time meet its redemption obligation and that these transactions do not compromise the management of the Company's assets in accordance with its investment policy.

- 3.3. Limitation of the counterparty risk and receipt of appropriate collateral

At any time, in securities lending transactions, the value of collateral received by the fund must cover at least the total value of the lent securities (interest, dividends and other potential rights included).

The net exposure (*i.e.* the exposures of the Company less the collateral received by the Company) to a counterparty shall be taken into account in the 20% limit provided for Section 3. paragraph b) of Appendix 1.

Daily valuation of the collateral is required.

- 3.4. Acceptable receiving collateral

- a) Liquid assets (cash, short term bank deposits, money market instruments, letter of credit);
- b) OECD sovereign bonds;
- c) Shares or units issued by money market UCIs (daily calculation and S&P AAA rating or equivalent);
- d) Shares or units issued by UCITS investing in bonds/shares mentioned below;
- e) Bonds issued or guaranteed by first class issuers offering adequate liquidity;
- f) Shares listed or dealt on a regulated market of the EU or on a stock exchange of a Member State of the OECD, provided that they are included in a main index and that their issuer is not affiliated to the counterparty;
- g) Direct investments in bonds or shares with the characteristics mentioned in (e) and (f)

- 3.5. Reinvestment of cash provided as collateral

The Company may re-invest the cash it has received as collateral in the following eligible instruments:

- a) Money market UCIs (daily calculation and S&P AAA rating or equivalent);
- b) Short-term bank deposits;
- c) Money market instruments;
- d) Short-term bonds issued or guaranteed by a Member State of the European Union, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;
- e) Bonds issued or guaranteed by first class issuers offering adequate liquidity, and
- f) Reverse repurchase agreement transactions
 - The financial assets other than bank deposit and units of UCIs that the Company has acquired by reinvesting the cash collateral must not be issued by an entity affiliated to the counterparty;
 - The financial assets acquired via the reinvestment of the cash collateral must not be kept with the counterparty, except if it is legally segregated from the counterparty's assets;
 - The financial assets acquired via the reinvestment of the cash collateral may not be pledged unless the Company has sufficient liquidities to be able to return the received collateral in the form of cash.

- 3.6. Reinvested cash collateral limits applicable

Exposures arising from the reinvestment of collateral received by the Company shall be taken into account within the diversification limits applicable under Appendix 1.

4. Reverse Repurchase Agreements

4.1. In accordance with the Circulars 08/356 and 14/592, each sub-fund may engage in reverse repurchase agreements

Reverse repurchase agreements consist of a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the asset sold and the sub-fund the obligation to return the asset received under the transaction.

However, the involvement of a sub-fund in such agreements is subject to the following rules:

- a) Each sub-fund may buy securities with reverse repurchase options only if the counterparties in these agreements are first-rank financial institutions specialising in this type of transaction; and
- b) During the lifetime of a reverse repurchase agreement, a sub-fund may not sell the securities forming the subject of the contract until the counterparty's reverse repurchase option has been exercised or the reverse repurchase term has expired.

In addition, each sub-fund must ensure that the value of the repurchase agreement transactions is at a level that the sub-fund is capable at all times of meeting its share/unit repurchase obligations to shareholders/unitholders.

4.2. Eligible securities for reverse repurchase transactions are only made of bonds issued or guaranteed by a member of state of the OECD or by their local authorities or by supranational institutions and undertakings of a community, regional or worldwide nature;

4.3. Limits for reverse repurchase transactions

The securities which are the subject of reverse repurchase transactions must be compliant with the investment policy of the Company and must together with the other securities which the Company holds in its portfolio, globally comply with the investment restrictions of the Company.

A sub-fund that enters into a reverse repurchase agreement will ensure that:

- At any time the sub-fund may recall the full amount of cash or terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is callable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the net asset value of the sub-fund.
- At any time the sub-fund may recall any securities subject to the reverse repurchase agreement or terminate the repurchase agreement into which it has entered.

APPENDIX 3 – INVESTMENT RISKS

Potential investors are asked to read the prospectus carefully in its entirety before making an investment. Any investments may also be affected by changes relating to rules governing exchange rate controls, taxation and deductions at source, as well as those relating to economic and monetary policies.

Investors are also warned that sub-fund performance may not be in line with stated aims and that the capital they invest (after subscription commissions have been deducted) may not be returned to them in full.

Sub-funds are exposed to various risks that differ according to their investment policies. The main risks that sub-funds are likely to be exposed to are listed below.

Some sub-funds may be particularly sensitive to one or several specific risks which are increasing their risk profiles compared to sub-funds sensitive only to generic risk; in such case those risks are specifically mentioned in the Book II.

Credit Risk

This risk is present in each sub-fund having debt securities in its investment universe.

This is the risk that may derive from the rating downgrade or the default of a bond issuer to which the sub-funds are exposed, which may therefore cause the value of the investments to go down. Such risks relate to the ability of an issuer to honour its debts.

Downgrades of an issue or issuer rating may lead to a drop in the value of bonds in which the sub-fund has invested.

Some strategies utilised may be based on bonds issued by issuers with a high credit risk (junk bonds).

Sub-funds investing in high-yield bonds present a higher than average risk due to the greater fluctuation of their currency or the quality of the issuer.

Liquidity Risk

This risk may concern all financial instruments and impact one or several sub-funds.

There is a risk that investments made by the sub-funds may become illiquid due to an over-restricted market (often reflected by a very broad bid-ask spread or by substantial price movements), if their "rating" declines or if the economic situation deteriorates; consequently, it may not be possible to sell or buy these investments quickly enough to prevent or minimize a loss in these sub-funds.

Counterparty Risk

This risk relates to the quality or the default of the counterparty with which the management company negotiates, in particular involving payment for/delivery of financial instruments and the signing of agreements involving forward financial instruments. This risk is associated with the ability of the counterparty to fulfil its commitments (for example: payment, delivery and reimbursement). This risk also relates to efficient portfolio management techniques and instruments.

Operational & Custody Risk:

Some markets are less regulated than most of the international markets; hence, the services related to custody and liquidation for the funds on such markets could be more risky.

Derivatives Risk

In order to hedge (hedging derivative investments strategy), and/or to leverage the yield of the sub-fund (trading derivative investment strategy), the sub-fund is allowed to use derivative investments' techniques and instruments under the circumstances set forth in Appendices 1 and 2 of the prospectus (in particular, warrants on securities, agreements regarding the exchange of securities, rates, currencies, inflation, volatility and other financial derivative instruments, contracts for difference [CFDs], credit default swaps [CDSS], futures and options on securities, rates or futures).

The investor's attention is drawn to the fact that these financial derivative instrument include leveraging. Because of this, the volatility of these sub-funds is increased.

Interest Rate Risk

This risk is present in each sub-fund having debt securities in its investment universe.

The value of an investment may be affected by interest rate fluctuations. Interest rates may be influenced by several elements or events, such as monetary policy, the discount rate, inflation, etc.

The investor's attention is drawn to the fact that an increase in interest rates results in a decrease in the value of investments in bonds and debt instruments.

Low Interest Rate Consequence

This risk is present in each sub-fund having debt securities in its investment universe.

A very low level of interest rates may affect the return on short term assets held by monetary funds which may not be sufficient to cover management and operating costs leading to a structural decrease of the net asset value of the sub-fund.

Currency Exchange Risk

This risk is present in each sub-fund having positions denominated in currencies that differ from its reference currency.

A sub-fund may hold assets denominated in currencies that differ from its reference currency, and may be affected by exchange rate fluctuations between the reference currency and the other currencies and by changes in exchange rate controls. If the currency in which a security is denominated appreciates in relation to the reference currency of the sub-fund, the exchange value of the security in the reference currency will appreciate; conversely, a depreciation of the denomination currency will lead to a depreciation in the exchange value of the security.

When the manager is willing to hedge the currency exchange risk of a transaction, there is no guarantee that such operation will be completely effective.

Inflation Risk

All types of investments are concerned by this risk.

Over time, yields of short-term investments may not keep pace with inflation, leading to a reduction in an investment's purchasing power.

Taxation Risk

This is a generic risk.

The value of an investment may be affected by the application of tax laws in various countries, including withholding tax, changes in government, economic, or monetary policy in the countries concerned. As such, no guarantee can be given that the financial objectives will actually be achieved.

Conflict of Interests

A policy of conflict of interests has been established with the Management Company.

With a view to adequately detect and manage conflicts of interests, the Management Company applies a policy that contains:

- A methodology for identification of potential conflicts situations;
- Standards on organizational arrangements to prevent, adequately manage or disclose conflicts of interests.

Potential conflicts of interest situations include situations linked to efficient portfolio management techniques.

The Management Company keeps and updates periodically a register with the details of established or potential conflicts of interest that may have arisen or are likely to arise.

A summary of the Management Company's conflicts of interest policy is available on the website www.bnpparibas-ip.com.

Risk linked to efficient portfolio management techniques

This risk is present in each sub-fund using efficient portfolio management techniques.

Efficient portfolio management techniques, such as securities lending, repurchase and reverse repurchase transactions, and particularly with respect to the quality of the collateral received / reinvested, may lead to several risks such as liquidity risk, counterparty risk, issuer risk, valuation risk and settlement risk, which can have an impact on the performance of the sub-fund concerned.

Risks related to investment restrictions in some countries

Investments in some countries (China, India, Indonesia, Japan, Saudi Arabia and Thailand) involve risks linked to restrictions imposed on foreign investors and counterparties, higher market volatility and the risk of lack of liquidity for some lines of the portfolio. Consequently, some shares may not be available to the sub-fund due to the number of foreign shareholders authorised or if the total investments permitted for foreign shareholders have been reached. In addition, the repatriation by foreign investors of their share of net profits, capital and dividends may be restricted or require the approval of the government. The Company will only invest if it considers that the restrictions are acceptable. However, no guarantee can be given that additional restrictions will not be imposed in future.

APPENDIX 4 – LIQUIDATION, MERGER, TRANSFER AND SPLITTING PROCEDURES

Liquidation, Merger, Transfer and Splitting of Sub-funds

The Board of Directors shall have sole authority to decide on the effectiveness and terms of the following, under the limitations and conditions prescribed by the Law:

- 1) either the pure and simple liquidation of a sub-fund;
- 2) or the closure of a sub-fund (merging sub-fund) by transfer to another sub-fund of the Company;
- 3) or the closure of a sub-fund (merging sub-fund) by transfer to another UCI, whether incorporated under Luxembourg law or established in another member state of the European Union;
- 4) or the transfer to a sub-fund (receiving sub-fund) a) of another sub-fund of the Company, and/or b) of a sub-fund of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union, and/or c) of another collective investment undertaking, whether incorporated under Luxembourg law or established in another member state of the European Union;
- 5) or the splitting of a sub-fund.

The splitting techniques will be the same as the merger one foreseen by the Law.

As an exception to the foregoing, if the Company should cease to exist as a result of such a merger, the effectiveness of this merger must be decided by a General Meeting of Shareholders of the Company resolving validly whatever the portion of the capital represented. The resolutions are taken by a simple majority of the votes expressed. The expressed votes do not include those attached to the shares for which the shareholder did not take part in the vote, abstained or voted white or no.

In the two-month period preceding above mentioned operations, the investment policy of the concerned sub-fund as described in Book II may be departed from.

In the event of the pure and simple liquidation of a sub-fund, the net assets shall be distributed between the eligible parties in proportion to the assets they own in said sub-fund. The assets not distributed within nine months of the date of the decision to liquidate shall be deposited with the Public Trust Office (*Caisse de Consignation*) until the end of the legally specified limitation period.

Pursuant to this matter, the decision adopted at the level of a sub-fund may be adopted similarly at the level of a category or a class.

Liquidation of a Feeder Sub-fund

A Feeder sub-fund will be liquidated:

- a) when the Master is liquidated, unless the CSSF grants approval to the feeder to:
 - invest at least 85% of the assets in units, or shares of another Master; or
 - amend its investment policy in order to convert into a non Feeder.
- b) when the Master merges with another UCITS, or sub-fund or is divided into two or more UCITS, or sub-fund unless the CSSF grants approval to the feeder to:
 - continue to be a Feeder of the same Master or the Master resulting from the merger or division of the Master;
 - invest at least 85% of its assets in units, or shares of another Master; or
 - amend its investment policy in order to convert into a non Feeder.

Dissolution and Liquidation of the Company

The Board of Directors may, at any time and for any reason whatsoever, propose to the General Meeting the dissolution and liquidation of the Company. The General Meeting will give its ruling in accordance with the same procedure as for amendments to the Articles of Association.

If the Company's capital falls below two-thirds of the minimum legal capital, the Board of Directors may submit the question of the Company's dissolution to the General Meeting. The General Meeting, for which no quorum is applicable, will decide based on a simple majority of the votes of shareholders present or represented, account shall not be taken of abstentions.

If the Company's capital falls below one-quarter of the minimum legal capital, the Board of Directors shall submit the question of the Company's dissolution to the General Meeting. The General Meeting, for which no quorum is applicable, will decide based on a part of one-quarter of the votes of shareholders present or represented, account shall not be taken of abstentions.

In the event of the Company's dissolution, the liquidation will be conducted by one or more liquidators that may be individuals or legal entities. They will be appointed by the General Shareholders' Meeting, which will determine their powers and remuneration, without prejudice to the application of the Law.

The net proceeds of the liquidation of each sub-fund, category, or class will be distributed by the liquidators to the shareholders of each sub-fund, category, or class in proportion to the number of shares they hold in the sub-fund, category, or class.

In the case of straightforward liquidation of the Company, the net assets will be distributed to the eligible parties in proportion to the shares held in the Company. Net assets not distributed within a maximum period of nine months effective from the date of the liquidation will be deposited at the Public Trust Office (*Caisse de Consignation*) until the end of the legally specified limitation period.

The calculation of the net asset value, and all subscriptions, conversions and redemptions of shares in these sub-funds, categories, or classes will also be suspended throughout the liquidation period. The General Meeting must be held within forty days of the date on which it is ascertained that the Company's net assets have fallen below the minimum legal threshold of two-thirds or one-quarter, as applicable.

BOOK II

BNP Paribas InstiCash EUR

Investment objective

The investment objective of BNP Paribas InstiCash EUR is to provide a level of day-to-day liquidity and to preserve the invested capital while producing the best possible money market return for the investor.

Investment policy

BNP Paribas InstiCash EUR is a short-term money market fund.

BNP Paribas InstiCash EUR invests in a diversified portfolio of money market instruments (including certificates of deposit, treasury bills commercial paper) and short-term bonds issued in EUR.

The sub-fund also invests in reverse repurchase agreements with leading counterparties, as defined in this Prospectus. BNP Paribas InstiCash EUR may also hold up to 49% of its net assets in cash and cash equivalents on an ancillary basis. BNP Paribas InstiCash EUR may also use financial derivative instruments (interest rate swaps) for hedging purpose only.

These investments must meet the following criteria:

Maturity

BNP Paribas InstiCash EUR will only hold securities that, at the time of acquisition by the sub-fund, have an initial or residual maturity of up to 397 days, taking into account the related financial instruments or the applicable terms and conditions.

BNP Paribas InstiCash EUR may invest in variable-rate bonds with a residual maturity of up to 397 days, provided their reference interest rate is adjusted at least annually on the basis of market conditions.

The maximum weighted average maturity (interest rate risk) of the portfolio held by BNP Paribas InstiCash EUR will be 60 days. The maximum weighted average life (credit risk) of the BNP Paribas InstiCash EUR portfolio will be 120 days .

Minimum credit quality

BNP Paribas InstiCash EUR invests in securities with a minimum rating of A-2 with Standard & Poor's ("S&P") or P-2 with Moody's Investors Services ("Moody's") or F2 with Fitch Ratings ("Fitch").

BNP Paribas InstiCash EUR may also invest in securities with an equivalent internal credit rating. The Management Company performs its own documented assessment of the credit quality of money market instruments that allows it to consider a money market instrument as high quality.

Investment funds

The sub-fund will only invest in short-term money market funds as defined by ESMA up to an aggregate limit of maximum 10% of its net asset value.

Risk profile

Specific sub-fund risks:

- Risk related to efficient portfolio management techniques

For an overview of generic risks, please refer to the Appendix 3 of Book I of the Prospectus.

Investor type profile

The shares of the sub-fund are available to both retail and institutional investors who want to invest in accordance with the investment objective of the sub-fund.

Accounting and reference currency

EUR

BNP Paribas InstiCash EUR

Share Categories

Category	Class	ISIN code	Dividend	Accounting and Reference Currency	Other Valuation Currencies
Classic	CAP	LU0167237543	No	EUR	None
Classic T1		LU0547770783			
Privilege	CAP	LU0167237972	No		
Privilege Distribution	DIS	LU0783284952	Yes Stable NAV		
Privilege T1	CAP	LU0783285090	No		
Privilege M Distribution	DIS	LU0957144719	Monthly		
I	CAP	LU0094219127	No		
I Distribution	DIS	LU0212992274	Yes Stable NAV		
IT1	CAP	LU0528984122	No		
I M Distribution	DIS	LU0957144636	Monthly		
X	CAP	LU0167238434	No		

All these share classes are not necessarily active. For each active class, a KIID is available which mentions, among other, the launch date, the reference/accounting currency and the historical performance. The KIIDs are available on the website www.bnpparibas-ip.com

Fees and Costs

Category	Fees payable by the sub-fund					Costs payable by the investors		
	Management (maximum)	Performance	Distribution (maximum)	Other (maximum)	Taxe d'abonnement ⁽¹⁾	Entry (max)	Conversion (max)	Exit (max)
Classic	0.35%	No	None	0.35%	0.01%	None	None	None
Privilege	0.25%			0.25%				
I	0.15%			None				
X	None			0.10%				

(1) In addition, the Company may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

Additional information

Valuation Day

For each day of the week on which banks are open for business in Luxembourg (a "Valuation Day"), there is a corresponding NAV which is dated the same day.

It is available at the Company's registered office, from local agents, and in any newspapers designated by the Board of Directors and the web site www.bnpparibas-ip.com.

Terms of subscription / conversion / redemption:

Subscription, redemption and conversion orders will be processed at an unknown net asset value in accordance with the rules set out below, only on trading days in Luxembourg, and the time mentioned is Luxembourg time.

Centralisation of orders	Orders Trade Date	NAV calculation and publication date	Orders Settlement Date ⁽¹⁾
14:30 CET on the NAV Valuation Day	Valuation Day (D)	Valuation Day (D)	On the Valuation Day except for the T1 (day after the valuation day)

(1) If the settlement day is a currency holiday, the settlement will occur the following business day.

Listing:

none

BNP Paribas InstiCash EUR

Historical information:

None

Taxation:

Potential shareholders are recommended to seek full information in their country of origin, place of residence or domicile on the possible tax consequences associated with their investment.

BNP Paribas InstiCash USD

Investment objective

The investment objective of BNP Paribas InstiCash USD is to provide a level of day-to-day liquidity and to preserve the invested capital while producing the best possible money market return for the investor.

Investment policy

BNP Paribas InstiCash USD is a short-term money market fund.

BNP Paribas InstiCash USD invests in a diversified portfolio of money market instruments (including certificates of deposit, treasury bills commercial paper) and short-term bonds issued in USD.

The sub-fund also invests in reverse repurchase agreements with leading counterparties, as defined in this Prospectus.

BNP Paribas InstiCash USD may also hold up to 49% of its net assets in cash and cash equivalents on an ancillary basis.

BNP Paribas InstiCash USD may also use financial derivative instruments (interest rate swaps) for hedging purpose only.

These investments must meet the following criteria:

Maturity

BNP Paribas InstiCash USD will only hold securities that, at the time of the acquisition by the sub-fund, have an initial or residual maturity of up to 397 days, taking into account the related financial instruments or the applicable terms and conditions.

BNP Paribas InstiCash USD may invest in variable-rate bonds with a residual maturity of up to 397 days, provided that their benchmark interest rate is adjusted at least annually on the basis of market conditions.

The maximum weighted average maturity (interest rate risk) of the portfolio held by BNP Paribas InstiCash USD will be 60 days.

The maximum weighted average life (credit risk) of the BNP Paribas InstiCash USD portfolio will be 120 days .

Minimum credit quality

BNP Paribas InstiCash USD invests in securities with a minimum rating of A-2 with Standard & Poor's ("S&P") or P-2 with Moody's Investors Services ("Moody's") or F2 with Fitch Ratings ("Fitch").

BNP Paribas InstiCash USD may also invest in securities with an equivalent internal credit rating. The Management Company performs its own documented assessment of the credit quality of money market instruments that allows it to consider a money market instrument as high quality.

Investment funds

The sub-fund will only invest in short-term money market funds as defined by ESMA up to an aggregate limit of maximum 10% of its net asset value

Risk profile

Specific sub-fund risks:

- Risk related to efficient portfolio management techniques

For an overview of generic risks, please refer to the Appendix 3 of Book I of the Prospectus.

Investor type profile

The shares of the sub-fund are available to both retail and institutional investors who want to invest in accordance with the investment objective of the sub-fund.

Accounting and reference currency

USD

BNP Paribas InstiCash USD

Share Categories

Category	Class	ISIN code	Dividend	Accounting and Reference Currency	Other Valuation Currencies
Classic	CAP	LU0167238863	No	USD	None
Classic T1		LU0783285413			
Privilege		LU0167239168			
Privilege T1		LU0783285256			
Privilege Distribution	DIS	LU0783285330	Yes Stable NAV		
Privilege M Distribution		LU0957144982	Monthly		
I	CAP	LU0090884072	No		
I Distribution	DIS	LU0212992357	Yes Stable NAV		
IT1	CAP	LU0783285173	No		
I M Distribution	DIS	LU0957144800	Monthly		
X	CAP	LU0167239598	No		

All these share classes are not necessarily active. For each active class, a KIID is available which mentions, among other, the launch date, the reference/accounting currency and the historical performance. The KIIDs are available on the website www.bnpparibas-ip.com

Fees and Costs

Category	Fees payable by the sub-fund					Costs payable by the investors		
	Management (maximum)	Performance	Distribution (maximum)	Other (maximum)	Taxe d'abonnement ⁽¹⁾	Entry (max)	Conversion (max)	Exit (max)
Classic	0.35%	None	None	0.35%	0.01%	None		
Privilege	0.25%			0.25%				
I	0.15%			0.10%	None			
X	None							

(1) In addition, the Company may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

Additional information

Valuation Day

For each day of the week on which banks are open for business in both New-York and Luxembourg (a "Valuation Day"), there is a corresponding NAV which is dated the same day.

It is available at the Company's registered office, from local agents, and in any newspapers designated by the Board of Directors and the web site www.bnpparibas-ip.com

BNP Paribas InstiCash USD

Terms of subscription / conversion / redemption:

Subscription, redemption and conversion orders will be processed at an unknown net asset value in accordance with the rules set out below, only on trading days in Luxembourg, and the time mentioned is Luxembourg time.

Centralisation of orders	Orders Trade Date	NAV calculation and publication date	Orders Settlement Date ⁽¹⁾
16:00 CET on the NAV Valuation Day	Valuation Day (D)	Valuation Day (D)	On the Valuation Day except for the T1 (day after the valuation day)

(1) If the settlement day is a currency holiday, the settlement will occur the following business day.

Listing:

none

Historical information:

None

Taxation:

Potential shareholders are recommended to seek full information in their country of origin, place of residence or domicile on the possible tax consequences associated with their investment.

BNP Paribas InstiCash GBP

Investment objective

The investment objective of BNP Paribas InstiCash GBP is to provide a level of day-to-day liquidity and to preserve the invested capital while producing the best possible money market return for the investor.

Investment policy

BNP Paribas InstiCash GBP is a short-term money market fund.

BNP Paribas InstiCash GBP invests in a diversified portfolio of money market instruments (including certificates of deposit, treasury bills commercial paper) and short-term bonds issued in GBP.

The sub-fund also invests in reverse repurchase agreements with leading counterparties, as defined in this Prospectus.

BNP Paribas InstiCash GBP may also hold up to 49% of its net assets in cash and cash equivalents on an ancillary basis.

BNP Paribas InstiCash GBP may also use financial derivative instruments (interest rate swaps) for hedging purpose only.

These investments must meet the following criteria:

Maturity

BNP Paribas InstiCash GBP will only hold securities that, at the time of the acquisition by the sub-fund, have an initial or residual maturity of up to 397 days, taking into account the related financial instruments or the applicable terms and conditions.

BNP Paribas InstiCash GBP may invest in variable-rate bonds with a residual maturity of up to 397 days, provided that their benchmark interest rate is adjusted at least annually on the basis of market conditions.

The maximum weighted average maturity (interest rate risk) of the portfolio held by BNP Paribas InstiCash GBP will be 60 days.

The maximum weighted average life (credit risk) of the BNP Paribas InstiCash GBP portfolio will be 120 days.

Minimum credit quality

BNP Paribas InstiCash GBP invests in securities with a minimum rating of A-2 with Standard & Poor's ("S&P") or P-2 with Moody's Investors Services ("Moody's") or F2 with Fitch Ratings ("Fitch").

BNP Paribas InstiCash GBP may also invest in securities with an equivalent internal credit rating. The Management Company performs its own documented assessment of the credit quality of money market instruments that allows it to consider a money market instrument as high quality.

Investment funds

The sub-fund will only invest in short-term money market funds as defined by ESMA up to an aggregate limit of maximum 10% of its net asset value.

Risk profile

Specific sub-fund risks:

- Risk related to efficient portfolio management techniques

For an overview of generic risks, please refer to the Appendix 3 of Book I of the Prospectus.

Investor type profile

The shares of the sub-fund are available to both retail and institutional investors who want to invest in accordance with the investment objective of the sub-fund.

Accounting and reference currency

GBP

BNP Paribas InstiCash GBP

Share Categories

Category	Class	ISIN code	Dividend	Accounting and Reference Currency	Other Valuation Currencies
Classic	CAP	LU0167236651	No	GBP	None
Classic T1		LU0547771328			
Privilege		LU0167236909			
Privilege T1		LU0783285686			
Privilege Distribution	DIS	LU0783285769	Yes Stable NAV		
Privilege M Distribution		LU0957145104	Monthly		
I	CAP	LU0090883421	No		
I Distribution	DIS	LU0212992787	Yes Stable NAV		
IT1	CAP	LU0783285504	No		
I M Distribution	DIS	LU0957145013	Monthly		
X	CAP	LU0167237113	No		

All these share classes are not necessarily active. For each active class, a KIID is available which mentions, among other, the launch date, the reference/accounting currency and the historical performance. The KIIDs are available on the website www.bnpparibas-ip.com

Fees and Costs

Category	Fees payable by the sub-fund					Costs payable by the investors		
	Management (maximum)	Performance	Distribution (maximum)	Other (maximum)	Tax d'abonnement ⁽¹⁾	Entry (max)	Conversion (max)	Exit (max)
Classic	0.35%	None	None	0.35%	0.01%	None	None	None
Privilege	0.25%			0.25%				
I	0.15%			0.10%	None			
X	None							

⁽¹⁾ In addition, the Company may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

Additional information

Valuation Day:

For each day of the week on which banks are open for business in both Luxembourg and London (a "Valuation Day"), there is a corresponding NAV which is dated the same day.

It is available at the Company's registered office, from local agents, and in any newspapers designated by the Board of Directors and the web site www.bnpparibas-ip.com

Terms of subscription / conversion / redemption:

Subscription, redemption and conversion orders will be processed at an unknown net asset value in accordance with the rules set out below, only on trading days in Luxembourg, and the time mentioned is Luxembourg time.

BNP Paribas InstiCash GBP

Centralisation of orders	Orders Trade Date	NAV calculation and publication date	Orders Settlement Date ⁽¹⁾
13:30 CET on the NAV Valuation Day	Valuation Day (D)	Valuation Day (D)	On the Valuation Day except for the T1 (day after the valuation day)

(1) If the settlement day is a currency holiday, the settlement will occur the following business day.

Listing:

none

Historical information:

None

Taxation:

Potential shareholders are recommended to seek full information in their country of origin, place of residence or domicile on the possible tax consequences associated with their investment.

BNP Paribas InstiCash Money 3M EUR

Investment objective

The investment objective of BNP Paribas InstiCash Money 3M EUR is to preserve the invested capital over a 3 months period corresponding to the recommended investment horizon while producing the best possible money market return for the investor.

Investment policy

BNP Paribas InstiCash Money 3M EUR is a money market fund.

BNP Paribas InstiCash Money 3M EUR invests in a diversified portfolio of high quality money market instruments (including certificates of deposit, treasury bills and commercial papers) and short-term bonds issued in EUR. The sub-fund also invests in reverse repurchase agreements with leading counterparties, as defined in this Prospectus.

BNP Paribas InstiCash Money 3M EUR may also hold up to 49% of its net assets in cash and cash equivalents on an ancillary basis.

BNP Paribas InstiCash Money 3M EUR may also use financial derivative instruments (interest rate swaps) for hedging purpose only.

These investments must meet the following criteria:

Maturity

BNP Paribas InstiCash Money 3M EUR will only hold securities that, at the time of acquisition by the sub-fund, have an initial or residual maturity of up to 2 years, taking into account the related financial instruments or the applicable terms and conditions.

BNP Paribas InstiCash Money 3M EUR may invest in revisable-rate bonds with a maximum final legal maturity of 2 years as well, providing the time to next reset does not exceed 397 days

The maximum weighted average maturity (interest rate risk) of the portfolio held by BNP Paribas InstiCash Money 3M EUR will be 6 months.

The maximum weighted average life (credit risk) of the BNP Paribas InstiCash Money 3M EUR portfolio will be 12 months. This will be calculated on the basis of the legal maturity unless the sub-fund holds a put option.

Minimum credit quality

BNP Paribas InstiCash Money 3M EUR invests in securities with a minimum rating of A-2 with Standard & Poor's ("S&P") or P-2 with Moody's Investors Services ("Moody's") or F2 with Fitch Ratings ("Fitch"). As an exception to these minimum ratings, BNP Paribas InstiCash Money 3M EUR can invest in sovereign issuances of at least investment grade quality.

BNP Paribas InstiCash Money 3M EUR may also invest in securities with an equivalent internal credit rating. The Management Company performs its own documented assessment of the credit quality of money market instruments that allows it to consider a money market instrument as high quality.

Investment funds

The sub-fund will only invest in funds which qualify as short-term money market funds or money market funds as defined by ESMA up to an aggregate limit of maximum 10% of its net asset value.

Risk profile

Specific sub-fund risks:

- Risk related to efficient portfolio management techniques

For an overview of generic risks, please refer to the Appendix 3 of Book I of the Prospectus.

Investor type profile

The shares of the sub-fund are available to both retail and institutional investors who want to invest in accordance with the investment objective of the sub-fund.

Accounting and reference currency

EUR

BNP Paribas InstiCash Money 3M EUR

Share Categories

Category	Class	ISIN code	Dividend	Accounting and Reference Currency	Other Valuation Currencies
Classic	CAP	LU0423950210	No	EUR	None
Classic T1		LU0547771674			
Privilege		LU0423950053			
Privilege T1		LU0547771757			
Privilege M Distribution	DIS	LU0957145369	Yes Stable NAV		
I	CAP	LU0423949717	No		
IT1		LU0787647329			
I M Distribution	DIS	LU0957145286	Monthly		
X	CAP	LU0423950301	No		

All these share classes are not necessarily active. For each active class, a KIID is available which mentions, among other, the launch date, the reference/accounting currency and the historical performance. The KIIDs are available on the website www.bnpparibas-ip.com

Fees and Costs

Category	Fees payable by the sub-fund					Costs payable by the investors		
	Management (maximum)	Performance	Distribution (maximum)	Other (maximum)	Tax d'abonnement ⁽¹⁾	Entry (max)	Conversion (max)	Exit (max)
Classic	0.35%	None	None	0.35%	0.01%			
Privilege	0.25%			0.25%				
I	0.15%			0.10%	None			
X	None							

(1) In addition, the Company may be subject to foreign UCI's tax, and/or other regulators levy, in the country where the sub-fund is registered for distribution.

Additional information

Valuation Day

For each day of the week on which banks are open for business in Luxembourg (a "Valuation Day"), there is a corresponding NAV which is dated the same day.

It is available at the Company's registered office, from local agents, and in any newspapers designated by the Board of Directors and the web site www.bnpparibas-ip.com

Terms of subscription / conversion / redemption:

Subscription, redemption and conversion orders will be processed at an unknown net asset value in accordance with the rules set out below, only on trading days in Luxembourg, and the time mentioned is Luxembourg time.

Centralisation of orders	Orders Trade Date	NAV calculation and publication date	Orders Settlement Date ⁽¹⁾
14:30 CET on the NAV Valuation Day	Valuation Day (D)	Valuation Day (D)	On the Valuation Day except for the T1 (day after the valuation day)

(1) If the settlement day is a currency holiday, the settlement will occur the following business day.

Listing:

none

Historical information:

The sub-fund's name changed from BNP Paribas InstiCash EUR Government to BNP Paribas InstiCash Money 3M EUR on 2nd November 2012.

Taxation:

Potential shareholders are recommended to seek full information in their country of origin, place of residence or domicile on the possible tax consequences associated with their investment.

BNP Paribas InstiCash

ADDITIONAL INFORMATION FOR UNITED KINGDOM INVESTORS

This addendum should be read in conjunction with and forms part of the prospectus dated April 2015 of BNP Paribas InstiCash (the "Company"). Capitalised terms used in this addendum shall bear the meanings attributed to them in the prospectus.

1. Name and address of the collective investment scheme

BNP Paribas InstiCash is a "*Société d'Investissement à Capital Variable*", (the "Company") created under the laws of Luxembourg on 30 June 1998.

The Company has appointed BNP Paribas Investment Partners Luxembourg, 33 rue de Gasperich, L-5826 Hesperange, Luxembourg, as its Management Company.

2. United Kingdom Facilities, Marketing and Sales Agent

The Company has appointed BNP Paribas Investment Partners UK Limited, its principal place of business being 5 Aldermanbury Square, London, EC2V 7BP, United Kingdom, as its UK Facilities, Marketing and Sales Agent.

Investors can obtain information about the most recent prices and redemption facilities from the office of the UK Facilities, Marketing and Sales Agent detailed above. Updated prices are also available under www.bnpparibas-ip.com.

Concerning the nature of the Classes of Shares and voting rights at Shareholders' Meetings, please refer to the Section "The Shares" and the individual sub-fund information under "Book II of the Prospectus" section of the latest available Prospectus.

UK resident investors should seek their own professional advice as to tax matters and other relevant considerations. Please note that investors making investments in the Company may not receive back their entire investment.

3. Information to Investors

The following documents and/or information are available for inspection at the office of the UK Facilities, Marketing and Sales Agent:

- a) The latest available full prospectus and Key Investor Information documents,
- b) The Articles of Association of the Company,
- c) The annual and semi-annual financial reports of the Company,
- d) The issue and redemption prices.

4. Complaints

Written complaints about any aspect of the service including the operations of the Company, or requests to obtain a copy of the Complaints Handling Procedure can be addressed to the UK Facilities, Marketing and Sales Agent for further submission to the Company's head office.

5. Compensation arrangements

Potential investors should be aware that BNP Paribas InstiCash is not subject to the rules and regulations made under Financial Services and Market Act (FSMA) for the protection of investors. Furthermore, investors will not have any protection under the United Kingdom Financial Services Compensation Scheme.

6. Cancellation Rights

Please note that investors have no rights of cancellation.

7. Sub-funds marketed in the UK

- BNP Paribas InstiCash EUR
- BNP Paribas InstiCash Money 3M EUR
- BNP Paribas InstiCash GBP
- BNP Paribas InstiCash USD

8. Classes of Shares marketed in the UK

From the above-listed activated sub-funds the following Classes of Shares can be offered in the UK:

Classic Capitalisation, I Capitalisation, I Distribution, IM Distribution, Privilege Capitalisation, Privilege Distribution, Privilege M Distribution, X Capitalisation,

Please refer to the part entitled "The Shares" of the prospectus and to the respective sub-fund's Key Investor Information documents.

9. Taxation

The Company will not apply for certification as a reporting fund under the offshore funds legislation for any share class. Accordingly, any gain made on the disposal of shares in the sub-fund will be taxed as offshore income gains and be subject to income tax.

The foregoing is based on the Directors' understanding of the law and practice currently in force in the United Kingdom and is subject to changes therein. It should not be taken as constituting legal or tax advice and Investors should obtain information and if necessary, should consult their professional advisers on the possible tax or other consequences of buying, holding, transferring or selling the Shares under the laws of their countries of origin, citizenship, residence or domicile.