

# NIKKO AM GLOBAL UMBRELLA FUND

*Société d'investissement à capital variable*  
**Luxembourg**

## PROSPECTUS

This prospectus (this "Prospectus") is valid only if it is accompanied by the latest available annual report and, where applicable, by the non-audited semi-annual report, if published since the last annual report. These reports form an integrant part of this Prospectus. The key investor information document (the "KIID") of the relevant Class of the relevant Sub-Fund is to be provided prior to any subscription and is available free of charge at the registered office of the Management Company and of the Depositary and on the website: [emea.nikkoam.com](http://emea.nikkoam.com)

This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

February 2019



NIKKO AM GLOBAL UMBRELLA FUND (the "Company") is registered under Part I of the Luxembourg law of 17th December 2010 relating to undertakings for collective investment, as amended (these are commonly known as "UCITS V" funds) (the "2010 Law").

The directors of the Company (together hereafter referred to as the "Board of Directors" or the "Directors" and individually referred to as a "Director") as set out in this Prospectus accept responsibility for the information contained in this Prospectus as being accurate at the date of publication.

The distribution of this Prospectus and the offering of Shares may be restricted in certain jurisdictions: persons into whose possession this Prospectus comes are required by the Company to be aware of and to observe such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Persons interested in purchasing Shares should be aware of (a) the legal requirements within their own countries for the purchase of Shares (b) any foreign exchange restriction which may be applicable, and (c) the income and other tax consequences of purchase, exchange and redemption of Shares.

The Shares have not been registered under the Financial Instruments and Exchange Act of Japan and may not be publicly offered or sold in Japan or to or for the benefit of residents of Japan except pursuant to an exemption available under the Financial Instruments and Exchange Act of Japan or otherwise in compliance with any other applicable laws and regulations of Japan.

The Company is not registered under the United States Investment Company Act of 1940 and accordingly is restricted in the number of beneficial holders of its Shares that may be United States persons and in the percentage of its outstanding Shares that may be owned by certain United States persons. The Articles of Incorporation of the Company contain provisions designed to prevent the holding of its Shares by United States persons, under circumstances that would cause the Company to violate United States law, and require the immediate redemption or purchase under certain conditions of Shares purchased or beneficially owned by United States persons. The Shares have not been registered under the United States Securities Act of 1933 and may not be directly or indirectly offered or sold in the United States of America, or any of its territories or possessions or areas subject to its jurisdiction, or to or for the benefit of a United States person, unless pursuant to an exemption from United States registration requirements available under United States laws, any applicable statute, rule or interpretation. For this purpose, a "United States person" includes a national or resident of the United States of America, a partnership organised or existing in any state, territory or possession of the United States of America, a corporation organised under the laws of the United States of America or of any state, territory or possession thereof, or any estate or trust, other than an estate or trust the income of which comes from sources outside the United States of America (which is not effectively connected with the conduct of a trade or business within the United States of

America) is not included in gross income for the purposes of computing United States federal income tax.

The term "United States person" does not include a branch or agency of a United States bank or insurance company that is operating outside of the United States for valid business reasons as a locally regulated branch or agency engaged in banking or insurance business and not solely for the purpose of investing in securities not registered under the United States Securities Act of 1933.

Further, Shareholders are required to notify the Company immediately in the event that they become United States persons as defined in the United States Internal Revenue Code. For this purpose, a United States person includes a citizen or resident alien of the United States of America, a partnership or corporation created or organised in or under the law of, the United States of America, a trust where such trust is subject to the United States' jurisdiction and one or more United States persons have the authority to control all or substantial decisions of the trust, and an estate that is subject to US tax on its worldwide income from all sources. The Company reserves the right to repurchase any Shares which are or become owned, directly or indirectly, by a United States person or if the holding of the Shares by any person is unlawful or detrimental to the interests of the Company.

The basic terms of U.S. Foreign Account Tax Compliance Act of 2010 ("FATCA") and the related intergovernmental agreement entered into between the United States of America and the Grand-Duchy of Luxembourg on March 28, 2014 (the "IGA") as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the "FATCA Law") currently appear to include the Company as a Foreign Financial Institution, such that in order to comply, the Company may require all Shareholders of the Company to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above mentioned legislation. Despite anything else herein contained and as far as permitted by Luxembourg laws, the Company shall have the right to:

- withhold any taxes or similar charges that it is legally required to withhold, whether by law or otherwise, in respect of any shareholding in the Company;
- require any Shareholder or beneficial owner of the Shares to promptly furnish such personal data as may be required by the Company in its discretion in order to comply with any law and/or to promptly determine the amount of withholding to be retained;
- divulge any such personal information to an immediate payer of U.S. source withholdable payment with respect to such a payment and to any tax or regulatory authority, as may be required by law or such authority;
- report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to shareholders with FATCA status of a non-participating foreign financial institution;
- withhold the payment of any dividend or redemption proceeds to a Shareholder until the Company holds sufficient information to enable it to determine the correct amount to be withheld.

No person has been authorised to give any information or to make any representations, other than those contained in this Prospectus, in connection with the offering of Shares and, if given or made, such information or representations must not be relied on as having been authorised by the Company. Neither the delivery of this Prospectus nor the allotment or issue of Shares shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof. In case of material changes in the information contained herein, this Prospectus will be updated.

Investors should note that the price of Shares and the income from them may fall as well as rise and they may not get back the amount they originally invested. Future earnings and investment performance can be affected by many factors not necessarily within the control of the Company or its directors or officers. For example, changes in exchange rates between currencies may cause the value of an investment to fluctuate. No guarantees as to future performance of, or future returns from, the Company can be given by the Company, or by any director or officer of the Company, by any investment manager or investment sub-manager or by any of their directors or officers. Investors should also be aware that a sales charge may be charged on the acquisition of Shares rather than evenly over the life of the investment.

References in this Prospectus to "JPY", "USD", "SGD", "AUD", "EURO", "GBP", "RMB" and "CHF" are to the lawful currencies of Japan, the United States of America, Singapore, Australia, the member states of the EU participating in the European Monetary Union, Great Britain, the People's Republic of China ("PRC") and Switzerland, respectively.

If not otherwise specified, all references herein to times and hours refer to Luxembourg local time.

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his Shareholder 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.

## **Processing of personal data**

Personal data related to identified or identifiable natural persons provided to, collected or otherwise obtained by or on behalf of the Company and Nikko Asset Management Luxembourg S.A (the "Controllers"), will be processed by the Controllers in accordance with the Privacy Notice referred to in section 10) "GENERAL INFORMATION" sub-section 15 "Processing of Personal Data", a current version of which can be accessed or obtained online [emea.nikkoam.com](http://emea.nikkoam.com). All persons contacting, or otherwise dealing directly or indirectly with, any of the Controllers are invited to read and carefully consider the Privacy Notice, prior to contacting or otherwise so dealing, and in any event prior to providing or causing the provision of any Data directly or indirectly to the Controllers.

## **NIKKO AM GLOBAL UMBRELLA FUND**

*société d'investissement à capital variable*

Registered office: 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg  
R.C.S Luxembourg B 53.436

### **Board of Directors of the Company**

#### Chairman

- Mr. Nicolaus P. BOCKLANDT, Independent, Certified Director, 6B, route de Trèves, L-2633 Luxembourg, Grand Duchy of Luxembourg

#### Directors

- Mr. Jacques ELVINGER, Partner, Elvinger Hoss Prussen, *société anonyme*, 2, Place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg
- Mr. William A. JONES, Independent Director, 137, avenue du Bois, L-1250 Luxembourg, Grand Duchy of Luxembourg
- Ms. Keiko TANI, Head of Legal, Nikko Asset Management Europe Ltd, 1 London Wall, London, EC2Y 5AD, UK

### **Management Company**

Nikko Asset Management Luxembourg S.A., 32-36 boulevard d'Avranches, L-1160 Luxembourg, Grand Duchy of Luxembourg

### **Board of Directors of the Management Company**

- Mr. Phillip YEO Phuay Lik, Head of Product Development and Management, Nikko Asset Management Asia Ltd, 12 Marina View, #18-02 Asia Square Tower 2, Singapore 018961
- Mr. Nicolaus P. BOCKLANDT, Independent, Certified Director, 6B, route de Trèves, L-2633 Luxembourg, Grand Duchy of Luxembourg
- Mr. Junichi SAYATO, Executive Deputy President, Nikko Asset Management Co., Ltd, Midtown Tower, 9-7-1 Akasaka, Minato-ku, Tokyo, 107-6242, Japan
- Mr. John HOWLAND-JACKSON, Chief Executive Officer, Nikko Asset Management Europe Ltd, 1 London Wall, London, EC2Y 5AD, UK

- Mr. Kunihiro ASAI, Global Head of Corporate Office, Nikko Asset Management Co., Ltd, Midtown Tower, 9-7-1 Akasaka, Minato-ku, Tokyo, 107-6242, Japan

**Depository, Registrar and Transfer, Corporate, Domiciliary and Administrative Agent**

Brown Brothers Harriman (Luxembourg) S.C.A., 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg

**Investment Managers and Sub-Investment Managers**

See each relevant annex (the "Annex") of this Prospectus for details of the Investment Managers and the Sub-Investment Managers appointed for each Sub-Fund

**Auditor**

PricewaterhouseCoopers, *Société coopérative*, 2, rue Gerhard Mercator, L-2182 Luxembourg, Grand Duchy of Luxembourg

**Legal Adviser as to matters of Luxembourg law**

Elvinger Hoss Prussen, *société anonyme*, 2, Place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg

## CONTENTS

<b>1) PRINCIPAL FEATURES.....</b>	<b>11</b>
<b>2) INVESTMENT OBJECTIVES AND POLICIES .....</b>	<b>16</b>
<b>RISK WARNINGS .....</b>	<b>16</b>
<b>3) DIVIDEND POLICIES .....</b>	<b>28</b>
<b>4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES .....</b>	<b>29</b>
<b>ISSUE OF SHARES .....</b>	<b>29</b>
<b>PREVENTION OF MARKET TIMING AND LATE TRADING .....</b>	<b>32</b>
<b>SWITCHING OF SHARES .....</b>	<b>33</b>
<b>REDEMPTION OF SHARES .....</b>	<b>34</b>
<b>TRANSFER OF SHARES .....</b>	<b>36</b>
<b>5) MANAGEMENT .....</b>	<b>36</b>
<b>MANAGEMENT COMPANY .....</b>	<b>36</b>
<b>REMUNERATION POLICY .....</b>	<b>37</b>
<b>INVESTMENT MANAGERS, INVESTMENT SUB-MANAGERS AND     INVESTMENT ADVISORS .....</b>	<b>39</b>
<b>6) DEPOSITARY AND ADMINISTRATION.....</b>	<b>40</b>
<b>7) CONFLICTS OF INTEREST .....</b>	<b>43</b>
<b>8) MANAGEMENT AND COMPANY CHARGES.....</b>	<b>43</b>
<b>9) TAXATION.....</b>	<b>45</b>
<b>THE COMPANY .....</b>	<b>45</b>
<b>WITHHOLDING TAX .....</b>	<b>45</b>
<b>THE SHAREHOLDERS .....</b>	<b>46</b>
<b>10) GENERAL INFORMATION.....</b>	<b>48</b>
<b>1. ORGANISATION.....</b>	<b>48</b>
<b>2. THE SHARES .....</b>	<b>48</b>
<b>3. CONSOLIDATION OR LIQUIDATION OF SUB-FUNDS .....</b>	<b>49</b>
<b>4. MEETINGS .....</b>	<b>50</b>
<b>5. REPORTS AND ACCOUNTS .....</b>	<b>51</b>

<b>6.</b>	<b>DURATION AND LIQUIDATION OF THE COMPANY .....</b>	<b>52</b>
<b>7.</b>	<b>ALLOCATION OF ASSETS AND LIABILITIES AMONG THE SUB-FUNDS</b>	<b>52</b>
<b>8.</b>	<b>DETERMINATION OF THE NET ASSET VALUE OF SHARES.....</b>	<b>53</b>
<b>9.</b>	<b>SWING PRICING ADJUSTMENT.....</b>	<b>54</b>
<b>10.</b>	<b>TEMPORARY SUSPENSION OF ISSUES, REDEMPTIONS AND SWITCHING.....</b>	<b>55</b>
<b>11.</b>	<b>INVESTMENT RESTRICTIONS .....</b>	<b>56</b>
<b>12.</b>	<b>FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS .....</b>	<b>65</b>
<b>13.</b>	<b>RISK MANAGEMENT PROCESS .....</b>	<b>72</b>
<b>14.</b>	<b>MATERIAL CONTRACTS .....</b>	<b>73</b>
<b>15.</b>	<b>PROCESSING OF PERSONAL DATA.....</b>	<b>73</b>
<b>11)</b>	<b>DOCUMENTS AND INFORMATION AVAILABLE TO INVESTORS .....</b>	<b>75</b>
<b>12)</b>	<b>HISTORIC PERFORMANCE.....</b>	<b>75</b>
<b>13)</b>	<b>BENCHMARK REGULATION.....</b>	<b>76</b>
	<b>ANNEX I – NIKKO AM ASIA-PACIFIC EX-JAPAN FUND.....</b>	<b>77</b>
	<b>ANNEX II – NIKKO AM GLOBAL GREEN BOND FUND.....</b>	<b>83</b>
	<b>ANNEX III – NIKKO AM RMB BOND FUND .....</b>	<b>89</b>
	<b>ANNEX IV – NIKKO AM ASIA CREDIT FUND .....</b>	<b>96</b>
	<b>ANNEX V – NIKKO AM GLOBAL EQUITY FUND .....</b>	<b>106</b>
	<b>ANNEX VI – NIKKO AM GLOBAL MULTI ASSET FUND .....</b>	<b>115</b>
	<b>ANNEX VII – NIKKO AM ASIA EX-JAPAN FUND .....</b>	<b>125</b>
	<b>ANNEX VIII – NIKKO AM EMERGING MARKETS MULTI ASSET FUND .....</b>	<b>134</b>
	<b>ANNEX IX – NIKKO AM JAPAN VALUE FUND .....</b>	<b>147</b>
	<b>ANNEX X – NIKKO AM JAPAN FOCUS FUND .....</b>	<b>155</b>
	<b>ANNEX XI – NIKKO AM GLOBAL CREDIT FUND.....</b>	<b>163</b>
	<b>ANNEX XII – NIKKO AM EMERGING MARKETS LOCAL CURRENCY BOND FUND .....</b>	<b>173</b>

<b>ANNEX XIII – NIKKO AM ARK DISRUPTIVE INNOVATION FUND .....</b>	<b>184</b>
<b>APPENDIX – IMPORTANT INFORMATION FOR INVESTORS IN SPECIFIC COUNTRIES.....</b>	<b>199</b>

## 1) PRINCIPAL FEATURES

The following summary is qualified in its entirety by reference to the more detailed information included elsewhere in this Prospectus.

- Business Day:** Any day as defined per Sub-Fund in the relevant Annex.
- Classes:** Pursuant to the articles of incorporation of the Company (the "Articles of Incorporation") the board of directors (the "Board of Directors") of the Company may decide to issue, within each Sub-Fund, two or more classes of Shares (collectively "Classes", and each, individually a "Class"), the assets of which will be commonly invested but subject to specific sales and/or redemption charge structures, fee structures, distribution structure, marketing target, hedging policies, or other specific features. Where different Classes are issued within a Sub-Fund, the details of each Class are described in the relevant Annex to this Prospectus. References herein to Shares of a Sub-Fund should be construed as being to Shares of a Class of a Sub-Fund also, if the context so requires.
- Company:** The Company is an investment company organised under Luxembourg law as a *société anonyme* qualifying as a *société d'investissement à capital variable* ("SICAV"). The Company qualifies as a UCITS under Part I of the 2010 Law.
- Depository:** The assets of the Company are held under the custody or control of Brown Brothers Harriman (Luxembourg) S.C.A. (the "Depository"). The Depository is also responsible for the administration of the Company.
- ESMA:** European Securities and Markets Authority.
- Exchange Traded Fund or ETF:** An investment fund listed on a stock exchange which represents a pool of securities, commodities or currencies which typically track the performance of an index. ETFs are traded like shares. Investment in open-ended or closed-ended ETFs will be allowed if they qualify as (i) UCITS or other UCIs, or (ii) transferable securities, respectively.
- EU:** European Union.

Group of Twenty  
(G20):

The informal group of twenty finance ministers and central bank governors from twenty major economies: Argentina, Australia, Brazil, Canada, China, France, Germany, India, Indonesia, Italy, Japan, Mexico, Russia, Saudi Arabia, South Africa, South Korea, Turkey, United Kingdom, USA and the European Union.

Investment  
Managers:

The Management Company has appointed, for each Sub-Fund, one or several investment managers or investment sub-managers which are described (see Section 5) "MANAGEMENT" below).

Issue of Shares:

The issue price per Share of each Sub-Fund will be the net asset value per Share of such Sub-Fund determined in respect of the applicable Valuation Day, plus any applicable sales or other charges (see Section 4) "ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" below).

Listing:

The Shares have been accepted for clearance by Euroclear and Clearstream under the Common Codes and ISIN numbers as specified in each Sub-Fund Annex. The Company may apply for listing of any Sub-Fund or any Class of a Sub-Fund, as specified in each Sub-Fund Annex.

Money Market  
Instruments:

Shall mean instruments normally dealt in on the money market which are liquid, and have a value which can be accurately determined at any time.

OECD:

Organisation for Economic Co-operation and Development.

Real Estate  
Investment Fund or  
REIT:

Investment in REITs will be eligible if they qualify as (i) UCITS or other UCIs or (ii) Transferable Securities. A closed-ended REIT, the units of which are listed on a Regulated Market may be classified as a Transferable Security listed on a Regulated Market thereby qualifying as an eligible investment for a UCITS under the Luxembourg Law.

Redemption of  
Shares:

Shareholders may at any time request redemption of their Shares, at the net asset value per Share of the Sub-Fund concerned, determined in respect of the applicable Valuation Day less applicable redemption charges, if any (see Section 4) "ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" below).

**Regulated Market:** A market within the meaning of Article 4. item 1.14) of Directive 2004/39/EC and any other market which is regulated, operates regularly and is recognised and open to the public.

#### Repurchase

**Transaction:** A transaction governed by an agreement by which a counterparty sells securities to a Sub-Fund, and simultaneously agrees to repurchase them or substituted securities of the same description, at a specified price on a future date specified by the counterparty.

#### Reverse Repurchase

**Transaction:** A transaction governed by an agreement by which a Sub-Fund sells securities to a counterparty, and simultaneously agrees to repurchase them or substituted securities of the same description, at a specified price on a future date specified by the Sub-Fund.

**Securities Lending:** A transaction by which a Sub-Fund transfers securities subject to a commitment that a borrower will return equivalent securities on a future date or when requested to do so by the Sub-Fund.

**SFT Regulation:** EU Regulation 2015/2365 on transparency of securities financing transactions and of reuse.

**Shareholder(s):** Shareholder(s) of the Company.

**Shares:** Shares of the Company are issued in registered form only. Fractions of a Share may be issued rounded down to the nearest one-hundredth. Shares may be issued either (at the option of the investor, but at the additional cost borne by that investor in case of issuing share certificates) with or without share certificates. In the absence of a request for share certificates to be issued, an investor will be deemed to have requested that its Shares be held in registered form without certificates.

**Sub-Funds:** The Company offers investors, within the same investment vehicle, a choice among Shares in several separate Sub-Funds (collectively, "Sub-Funds" and each, individually, a "Sub-Fund"). The Sub-Funds are managed and administered separately. The Sub-Funds are distinguished mainly by their specific investment policies. The specifications of each Sub-Fund are described in the relevant Annex to this Prospectus. The Board of Directors of the Company may, at any time, decide to create further Sub-Funds and, in such case, this Prospectus will be updated or supplemented accordingly.

According to Article 181 (5) of the 2010 Law, the rights of Shareholders and of creditors concerning a Sub-Fund or which have arisen in connection with the creation, operation or liquidation of a Sub-Fund are limited to the assets of that Sub-Fund.

The assets of a Sub-Fund are exclusively available to satisfy the rights of investors in relation to that Sub-Fund and the rights of those creditors whose claims have arisen in connection with the creation, the operation or the liquidation of that Sub-Fund.

For the purpose of the relations between Shareholders, each Sub-Fund will be deemed to be a separate entity.

**Switching of Shares:** Shareholders may at any time request switching of their Shares of any Sub-Fund or Class of a Sub-Fund into Shares of another existing Sub-Fund or Class on the basis of the net asset values of the Shares of the Sub-Funds or Classes concerned, subject to any applicable switching charge (see Section 4) "ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" below) and any other restriction specified in the relevant Sub-Fund Annex.

**Total Return Swap:** A derivative contract in which one counterparty transfers the total economic performance, including income from interest and fees, gains and losses from price movements, and credit losses, of a reference obligation to another counterparty.

**Transferable Securities:**

Shall mean:

- shares and other securities equivalent to shares,
- bonds and other debt instruments,
- any other negotiable securities which carry the right to acquire any such Transferable Securities by subscription or exchange, excluding techniques and instruments relating to Transferable Securities and Money Market Instruments.

**UCITS:** An Undertaking for Collective Investment in Transferable Securities authorised pursuant to UCITS Directive.

**UCITS Directive:** Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as may be amended or restated from time to time.

Other UCI: An Undertaking for Collective Investment within the meaning of the first and second indents of Article 1(2) of UCITS Directive.

Valuation Day: Any day as defined per Sub-Fund in the relevant Annex.

How to apply: Application for Shares of any Sub-Fund must be sent to the transfer agent in Luxembourg (the "Transfer Agent") (directly or through any duly authorised distributor, if applicable, which may be appointed by the Company from time to time). Applications for Shares may be made in writing or via facsimile, confirmed in writing to the Company signed by the investor(s). Applications for initial investment must be made on application forms as designated by the Company or the Transfer Agent. More details are described in Section 4) "ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" below.

## 2) INVESTMENT OBJECTIVES AND POLICIES

The Board of Directors of the Company has fixed the investment objective and policies of each of the Sub-Funds as more fully described in the relevant Annexes.

### RISK WARNINGS

#### General Risks

The performance of the Shares in the Sub-Funds depends on the performance of the underlying investments. If the value of the investments of the Sub-Funds fluctuates, this will lead to fluctuations in the value of the Shares as well. Due to the uncertainty of the future performance of the investments of the Sub-Funds, as well as of the Shares themselves, no guarantee can be given for the success of the investment and it cannot be guaranteed that an investor will receive back the amount of the capital invested by him when redeeming Shares. The latter will only be the case if the Shares achieve an increase in value which is at least equal to the costs and fees incurred by the investor - particularly the sales charge - and offsets the transaction costs incurred in connection with the purchase and sale of the investments of the Sub-Funds. Specific attention is drawn to the following risks:

#### *Price risk*

The Shares, as well as the securities acquired by the Sub-Funds, are subject - as are any securities - to price risk. The risk of a decrease in the value of Shares, as well as the potential for an increase in their value, is usually greater in the case of an equity fund than in the case of a bond fund.

#### *Equity risk*

Companies issue common shares and other kinds of equity-related securities to help pay for their operations and financial necessity. Equity securities can go down in price for many reasons. They are affected by general economic and market conditions, interest rates, political developments, confidence of investors and changes within the companies that issue the securities.

#### *Fixed income securities risk*

Bonds and other fixed income securities are subject to the following risks:

- Interest rate risk – which is the chance that bond prices overall will decline because of rising interest rates;
- Income risk – which is the chance that a Sub-Fund's income will decline because of falling interest rates;

- Credit risk – which is the chance that a bond issuer will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline; and
- Call risk – which is the chance that during periods of falling interest rates, issuers of callable bonds may call (repay) securities with higher coupons or interest rates before their maturity dates. The Sub-Fund would then lose any price appreciation above the bond's call price and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the Sub-Fund's income. In addition, investments in fixed interest securities which are below investment grade may result in a Sub-Fund or a collective investment scheme in which a Sub-Fund invests having a greater risk of loss of principal and/or interest than an investment in debt securities which are deemed to be investment grade or higher.

#### *Interest rate risk*

When interest rates rise, fixed-income securities or bonds tend to go down in price. On the other hands, they tend to go up in price when interest rates are falling. Long-term fixed-income securities are generally more sensitive to changes in interest rates than short-term bonds.

#### *Country risk*

The value of a Sub-Fund's assets may be affected by uncertainties such as changes in a country's government policies, taxation, restrictions on foreign investment, currency decisions, applicable laws and regulations, together with any natural disasters or political upheaval, which could weaken a country's securities markets.

#### *Liquidity risk*

Most of the securities and instruments owned by the Company can usually be sold promptly at a fair price. But, the Company may invest in securities and instruments that can be relatively illiquid, meaning they may not be sold quickly, easily or at an advantageous price. Some securities or instruments are illiquid because of legal restrictions, the nature of such securities or instruments, or lack of buyers. Therefore, the Company may lose money or incur extra costs when selling those securities, however, the Company will only enter into OTC derivative transactions if it is allowed to liquidate such transactions at any time at a fair value.

#### *Small company risk*

Securities issued by small companies may be riskier, more volatile or less liquid than those of large companies. They are often new companies with shorter track records, less extensive financial resources, and less established markets. They may not have as many tradable shares compared with large companies, therefore, they tend to be less liquid.

### *Risks resulting from the use of options or other financial derivatives*

The price risk may be further increased by the fact that the Sub-Funds are allowed to make use of options or other financial derivatives, since these are future-related transactions, the economic benefit of which, as well as their risks, depend on future price and market trends. The risks are relatively low where such transactions are used to protect existing investments against a loss in value. There are, however, considerable risks where such transactions are used for speculative purposes with the aim to profit from future appreciation of the underlying securities. In this respect, special attention must be drawn to the risk, and the opportunity, inherent in so-called leverage; leverage is to be understood as being the possibility provided by financial derivatives to achieve greater profits in percentage terms with the same amount of capital invested - but also suffer higher losses - than by investing in the securities underlying the financial derivatives. The Sub-Funds are authorised to invest in financial derivatives for the purpose of efficient management of their investments and may, as a consequence thereof, invest to a limited extent for speculative purposes.

### *General Risk associated with OTC Transactions*

Instruments traded in OTC markets may trade in smaller volumes, and their prices may be more volatile than instruments principally traded on exchanges. Such instruments may be less liquid than more widely traded instruments. In addition, the prices of such instruments may include an undisclosed dealer mark-up which a Sub-Fund may pay as part of the purchase price.

In general, there is less government regulation and supervision of transactions in OTC markets than of transactions entered into on organised exchanges. OTC derivatives are executed directly with the counterparty rather than through a recognised exchange and clearing house. Counterparties to OTC derivatives are not afforded the same protections as may apply to those trading on recognised exchanges, such as the performance guarantee of a clearing house.

The principal risk when engaging in OTC derivatives (such as non-exchange traded options, forwards, swaps, Total Return Swaps or contracts for difference) is the risk of default by a counterparty who has become insolvent or is otherwise unable or refuses to honour its obligations as required by the terms of the instrument. OTC derivatives may expose a Sub-Fund to the risk that the counterparty will not settle a transaction in accordance with its terms, or will delay the settlement of the transaction, because of a dispute over the terms of the contract (whether or not bona fide) or because of the insolvency, bankruptcy or other credit or liquidity problems of the counterparty. Counterparty risk is generally mitigated by the transfer or pledge of collateral in favour of the Sub-Fund. The value of the collateral may fluctuate, however, and it may be difficult to sell, so there are no assurances that the value of collateral held will be sufficient to cover the amount owed to the Sub-Fund.

A Sub-Fund may enter into OTC derivatives cleared through a clearinghouse that serves as a central counterparty. Central clearing is designed to reduce counterparty risk and increase liquidity compared to bilaterally-cleared OTC derivatives, but it does not eliminate those risks

completely. The central counterparty will require margin from the clearing broker which will in turn require margin from the Sub-Fund. There is a risk of loss by a Sub-Fund of its initial and variation margin deposits in the event of default of the clearing broker with which the Sub-Fund has an open position or if margin is not identified and correctly reported to the particular Sub-Fund, in particular where margin is held in an omnibus account maintained by the clearing broker with the central counterparty. In the event that the clearing broker becomes insolvent, the Sub-Fund may not be able to transfer or "port" its positions to another clearing broker.

Investments in OTC derivatives may be subject to the risk of differing valuations arising out of different permitted valuation methods. Although the Company has implemented appropriate valuation procedures to determine and verify the value of OTC derivatives, certain transactions are complex and valuation may only be provided by a limited number of market participants who may also be acting as the counterparty to the transactions. Inaccurate valuation can result in inaccurate recognition of gains or losses and counterparty exposure.

Unlike exchange-traded derivatives, which are standardised with respect to their terms and conditions, OTC derivatives are generally established through negotiation with the other party to the instrument. While this type of arrangement allows greater flexibility to tailor the instrument to the needs of the parties, OTC derivatives may involve greater legal risk than exchange-traded instruments, as there may be a risk of loss if the agreement is deemed not to be legally enforceable or not documented correctly. There also may be a legal or documentation risk that the parties may disagree as to the proper interpretation of the terms of the agreement. However, these risks are generally mitigated, to a certain extent, by the use of industry-standard agreements such as those published by the International Swaps and Derivatives Association (ISDA).

#### *Securities Lending risk*

Securities Lending involves counterparty risk, including the risk that the loaned securities may not be returned or returned in a timely manner in the event of a default, bankruptcy or insolvency of the borrower, and that rights to the collateral may be lost if the lending agent defaults. Should the borrower of securities fail to return securities lent by a Sub-Fund, there is a risk that the collateral received may be realised at a value lower than the value of the securities lent out, whether due to inaccurate pricing of the collateral, adverse market movements in the value of the collateral, a deterioration in the credit rating of the issuer of the collateral, or the illiquidity of the market in which the collateral is traded. As a Sub-Fund may reinvest the cash collateral received from borrowers, there is a risk that the value on return of the reinvested cash collateral may decline below the amount owed to those borrowers. Delays in the return of securities on loan may restrict the ability of the Sub-Fund to meet delivery obligations under security sales or payment obligations arising from redemption requests.

### *Repurchase and Reverse Repurchase Transactions risk*

The entering by the Company into Repurchase and Reverse Repurchase Transactions involves certain risks and there can be no assurance that the objective sought to be obtained from such use will be achieved.

Investors must notably be aware that (1) in the event of the failure of the counterparty with which cash of a Sub-Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (2) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulties in realising collateral, may restrict the ability of the Sub-Fund to meet payment obligations arising from sale requests, security purchases or, more generally, reinvestment; and that (3) Repurchase and Reverse Repurchase Transactions will, as the case may be, further expose a Sub-Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described above.

### *Collateral risk*

Although collateral may be taken to mitigate the risk of a counterparty default, there is a risk that the collateral taken, especially where it is in the form of securities, when realised will not raise sufficient cash to settle the counterparty's liability. This may be due to factors including inaccurate pricing of collateral, failures in valuing the collateral on a regular basis, adverse market movements in the value of collateral, a deterioration in the credit rating of the issuer of the collateral, or the illiquidity of the market in which the collateral is traded.

Where a Sub-Fund is in turn required to post collateral with a counterparty, there is a risk that the value of the collateral the Sub-Fund places with the counterparty is higher than the cash or investments received by the Sub-Fund.

In either case, where there are delays or difficulties in recovering assets or cash, collateral posted with counterparties, or realising collateral received from counterparties, the Sub-Funds may encounter difficulties in meeting redemption or purchase requests or in meeting delivery or purchase obligations under other contracts.

As a Sub-Fund may reinvest cash collateral it receives, there is a risk that the value on return of the reinvested cash collateral may not be sufficient to cover the amount required to be repaid to the counterparty. In this circumstance, the Sub-Fund would be required to cover the shortfall. In case of cash collateral reinvestment, all risks associated with a normal investment will apply.

As collateral will take the form of cash or certain financial instruments, the market risk is relevant. Collateral received by a Sub-Fund may be held either by the Depositary or by a third party custodian. In either case, there may be a risk of loss where such assets are held in custody, resulting from events such as the insolvency or negligence of a custodian or sub-custodian.

#### *Counterparty risk*

In entering into transactions which involve counterparties (such as OTC derivatives, Securities Lending, or Repurchase and Reverse Repurchase Transactions), there is a risk that a counterparty will wholly or partially fail to honour its contractual obligations. In the event of a default, bankruptcy or insolvency of a counterparty, a Sub-Fund could experience delays in liquidating the position and significant losses, including declines in the value of the investment during the period in which the Depositary seeks to enforce its rights, an inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. A Sub-Fund may only be able to achieve limited or possibly no recovery in such circumstances.

In order to mitigate the risk of counterparty default, the counterparties to transactions may be required to provide collateral to cover their obligations to the Depositary. In the event of default by the counterparty, it would forfeit its collateral on the transaction. However, the taking of collateral does not always cover the exposure to the counterparty. If a transaction with a counterparty is not fully collateralised, then the Sub-Fund's credit exposure to the counterparty in such circumstance will be higher than if that transaction had been fully collateralised. Furthermore, there are risks associated with collateral and investors should consider the information provided at paragraph "Collateral Risk" above.

#### *Legal risk – OTC Derivatives, Repurchase and Reverse Repurchase Transactions, Securities Lending and Re-used Collateral*

There is a risk that agreements and derivatives techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in tax or accounting laws. In such circumstances, a Sub-Fund may be required to cover any losses incurred.

Furthermore, certain transactions are entered into on the basis of complex legal documents. Such documents may be difficult to enforce or may be the subject of a dispute as to interpretation in certain circumstances. Whilst the rights and obligations of the parties to a legal document may for example be governed by English or Luxembourg law, in certain circumstances (for example insolvency proceedings) other legal systems may take priority which may affect the enforceability of existing transactions.

### *Investment risks*

Another risk to which the Shareholders are subject is the insolvency risk of the issuers of the securities and other assets in which the Sub-Funds invest. If this materialises, the securities affected may become entirely worthless. The risk of loss associated with the bankruptcy of a company is considerably lower for investors in investment funds than for direct investors in shares or bonds since a fund invests not in the securities of one issuer only but in the securities of a large number of different issuers for the purpose of risk reduction.

### *Exchange rate risks*

Furthermore, attention must be drawn to exchange rate risk. The Shareholders are subject to this risk due to the different currencies which may be involved, that is the currency with which Shareholders have purchased Shares, the reference currency of the Sub-Fund or Class concerned and the currency of the securities in which the Sub-Fund invests. Investors' attention is drawn to the fact that there are currently no fixed exchange rates and that the value of currencies therefore constantly changes, depending on the market situation. If the rate of exchange of the currency of subscription for the relevant reference currency of investments increases, an exchange loss may be incurred by such Shareholders in the case of a redemption of Shares. On the other hand, a fall in the value of the currency of subscription may increase the redemption proceeds.

### *Developing countries risks*

Investment in the securities markets of some developing countries carries a higher degree of risk than that normally associated with investment in other more developed markets. In particular, potential investors should consider the following risk factors before investing in the Sub-Funds which, under their investment policy, invest in emerging markets:

- The value of the assets of the Sub-Funds invested in such securities markets may be affected by changes in government policies including changes in economic policy and taxation, restrictions on foreign investment and on foreign currency repatriation.
- The securities markets may be volatile and relatively illiquid and/or subject to government interventions which may affect market prices.
- The assets of the Sub-Funds invested in local securities markets may be denominated in a variety of local currencies. The risks described under "Exchange rate risks" described above may be increased due to the increased volatility of the currencies of such developing countries.
- Companies in some of the countries in which the Sub-Funds may invest may not be subject to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable in industrialised countries.

## **China risks – general**

### *Political, Economic and Social Risks*

Investments in the People Republic of China ("China") will be sensitive to any political, social and diplomatic developments which may take place in or in relation to China. Investors should note that any change in the policies of China may adversely impact on the securities markets in the PRC as well as the performance of the Sub-Fund(s) concerned.

### *Economic Risks*

The economy of China differs from the economies of most developed countries in many respects, including with respect to government involvement in its economy, level of development, growth rate and control of foreign exchange. The regulatory and legal framework for capital markets and companies in China is not well developed when compared with those of developed countries.

The economy in China has experienced rapid growth in recent years. However, such growth may or may not continue, and may not apply evenly across different sectors of Chinese economy. All these may have an adverse impact on the performance of the Sub-Fund(s) concerned.

### *Legal and Regulatory Risk*

The legal system of China is based on written laws and regulations. However, many of these laws and regulations are still untested and the enforceability of such laws and regulations remains unclear. In particular, Chinese regulations which govern currency exchange in China are relatively new and their application is uncertain. Such regulations also empower the China Securities Regulatory Commission and the State Administration of Foreign Exchange to exercise discretion in their respective interpretation of the regulations, which may result in increased uncertainties in their application.

### *Renminbi related risks*

Renminbi ("RMB") is currently not a freely convertible currency as it is subject to foreign exchange control and fiscal policies of and repatriation restrictions imposed by the Chinese government. There are currently no repatriation limits that affect the Sub-Fund. If such policies change in future, the Sub-Fund's or the shareholders' position may be adversely affected. There is no assurance that RMB will not be subject to devaluation, in which case the value of their investments will be adversely affected. If investors wish or intend to convert the redemption proceeds or dividends paid by the Sub-Fund or sale proceeds into a different currency, they are subject to the relevant foreign exchange risk and may suffer losses from such conversion as well as associated fees and charges.

### *Taxation risks*

No tax is payable in Luxembourg on realised or unrealised capital appreciation of the assets of the Company. Although the Company's realised capital gains, whether short or long-term, are not expected to become taxable in another country, the Shareholders must be aware and recognise that such a possibility, though quite remote, is not totally excluded. The regular income of the Company from some of its securities as well as interest earned on cash deposits in certain countries may be liable to withholding taxes at varying rates, which normally cannot be recovered.

### *Foreign Account Tax Compliance Act ("FATCA")*

The Hiring Incentives to Restore Employment Act (the "Hire Act") was signed into US law in March 2010. It includes provisions generally known as FATCA. The intention of these is that details of US investors holding assets outside the US will be reported by financial institutions to the US Internal Revenue Service, as a safeguard against US tax evasion. As a result of the Hire Act and to discourage non-US financial institutions from staying outside this regime, all US securities held by a financial institution that does not enter and comply with the regime will be subject to a US tax withholding of 30% on gross sales proceeds as well as income unless various reporting requirements are met. In particular, if the Company and each Sub-Fund are not otherwise deemed-compliant, these reporting requirements may be met if, among other things, the Company and the applicable Sub-Fund enters into a withholding agreement with the IRS, the Company and such Sub-Fund obtains certain information from each of its Shareholders and the Company and such Sub-Fund discloses certain of this information to the IRS. Shareholders that fail to provide the required information would likely be subject to this withholding tax in respect of all or a portion of any redemption or distribution payments made by the Company or the applicable Sub-Fund after 31 December 2016. No assurance can be provided that the Company and each Sub-Fund will not be subject to this withholding tax, as among other reasons, it is possible that the disclosure obligation described above could be changed (e.g. by subsequent guidance). Shareholders should consult their own tax advisors regarding the potential implications of this withholding tax.

### *Foreign taxes risk*

The Fund may be liable to taxes (including withholding taxes) in countries other than Luxembourg on income earned and capital gains arising on its investments in those countries. The Fund may not be able to benefit from a reduction in the rate of such foreign tax by virtue of the double taxation treaties between Luxembourg and other countries. The Fund may not, therefore, be able to reclaim any foreign withholding tax suffered by it in particular countries. If this position changes and the Fund obtains a repayment of foreign tax, the net asset value of the relevant Sub-Fund will not be restated and the benefit will be allocated to the then-existing Unitholders rateably at the time of repayment.

### *No investment guarantee equivalent to deposit protection*

An investment in the Fund is not of the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme that may be available to protect the holder of a bank deposit account.

### *Past performance*

Past performance does not necessarily indicate future performance. It can in no way provide a guarantee of future returns. For those Sub-Funds, or Share Classes which are newly established or have yet to launch, no historical performance is currently available.

### *Political and/or regulatory risk*

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

### *Portfolio transaction charges*

The difference at any one time between the subscription and redemption price of Units (taking into account any portfolio transaction charges payable) in any Sub-Fund means that an investor should view his or her investment as for the medium to long term.

### *Impact on the performance of the Sub-Fund*

A Sub-Fund may use derivatives and this may involve risks which are different from and possibly greater than the risks associated with investing directly in securities and traditional instruments. Derivatives are subject to liquidity risk, interest rate risk, market risk and default risk. They also involve the risk of improper valuation and the risk that the changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. As a consequence, the Sub-Fund when investing in derivative transactions, may lose more than the principal amount invested, resulting in a further loss to the Sub-Fund.

### *Potential conflicts of interest*

The Investment Manager may effect transactions in which it has, directly or indirectly, an interest which may involve a potential conflict with its duty to the Company. The Investment Manager shall not be liable to account to the Company for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions nor will the Investment Manager's fees, unless otherwise provided, be abated.

The Investment Managers will ensure that such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed.

### *Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect*

All Sub-Funds which can invest in China may invest in China A-shares through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect programmes subject to any applicable regulatory limits. The Shanghai-Hong Kong Stock Connect program is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited ("HKEx"), the Hong Kong Securities Clearing Company Limited ("HKSCC"), Shanghai Stock Exchange ("SSE") and China Securities Depository and Clearing Corporation Limited ("ChinaClear") with an aim to achieve mutual stock market access between mainland China and Hong Kong. This program will allow foreign investors to trade certain SSE listed China A-shares through their Hong Kong based brokers. The Shenzhen-Hong Kong Stock Connect is a similar cross-boundary investment channel, however it connects the Shenzhen Stock Exchange with HKEx. Again, it provides mutual stock market access between mainland China and Hong Kong and broadens the range of China A-shares that international investors can trade.

The Sub-Funds seeking to invest in the domestic securities markets of the PRC may use both the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect programmes, in addition to the QFII and RQFII schemes and, thus, are subject to the following additional risks:

General Risk: The relevant regulations are untested and subject to change. There is no certainty as to how they will be applied which could adversely affect the Sub-Funds. The programmes require use of new information technology systems which may be subject to operational risk due to their cross-border nature. If the relevant systems fail to function properly, trading in both Hong Kong, Shanghai and Shenzhen markets through the programmes could be disrupted.

Clearing and Settlement Risk: The HKSCC and ChinaClear have established the clearing links and each will become a participant of each other to facilitate clearing and settlement of cross-boundary trades. For cross-boundary trades initiated in a market, the clearing house of that market will on one hand clear and settle with its own clearing participants, and on the other hand undertake to fulfil the clearing and settlement obligations of its clearing participants with the counterparty clearing house.

Legal/Beneficial Ownership: Where securities are held in custody on a cross-border basis, there are specific legal/beneficial ownership risks linked to compulsory requirements of the local Central Securities Depositories, HKSCC and ChinaClear.

As in other emerging and less developed markets, the legislative framework is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. In addition, HKSCC, as nominee holder, does not guarantee the title to Shanghai-

Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities held through it and is under no obligation to enforce title or other rights associated with ownership on behalf of beneficial owners. Consequently, the courts may consider that any nominee or custodian as registered holder of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities would have full ownership thereof, and that those Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities would form part of the pool of assets of such entity available for distribution to creditors of such entities and/or that a beneficial owner may have no rights whatsoever in respect thereof. Consequently the Sub-Funds and the Depositary cannot ensure that the Sub-Funds ownership of these securities or title thereto is assured.

To the extent that HKSCC is deemed to be performing safekeeping functions with respect to assets held through it, it should be noted that the Depositary and the Sub-Funds will have no legal relationship with HKSCC and no direct legal recourse against HKSCC in the event that the Sub-Funds suffer losses resulting from the performance or insolvency of HKSCC.

In the event ChinaClear defaults, HKSCC's liabilities under its market contracts with clearing participants will be limited to assisting clearing participants with claims. HKSCC will act in good faith to seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or the liquidation of ChinaClear. In this event, the Sub-Funds may not fully recover its losses or its Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect securities and the process of recovery could also be delayed.

Operational Risk: The HKSCC provides clearing, settlement, nominee functions and other related services of the trades executed by Hong Kong market participants. PRC regulations which include certain restrictions on selling and buying will apply to all market participants.

Quota Limitations: The program is subject to quota limitations which may restrict the Sub-Funds' ability to invest in China A-shares through the program on a timely basis.

Investor Compensation: The Sub-Funds will not benefit from local investor compensation schemes.

Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. There may be occasions when it is a normal trading day for the PRC market but the Sub-Funds cannot carry out any China A-shares trading. The Sub-Funds may be subject to risks of price fluctuations in China A-shares during the time when Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect are not trading as a result.

## *Investments in Russia*

Investments in Russia are currently subject to certain heightened risks with regard to ownership and custody of securities.

There are significant risks associated with investing in Russia including: (a) delays in settling transactions and the risk of loss arising from the process of registering securities and their custody; (b) the risk that legislation could be changed without reasonable notice, enacted retrospectively or issued by way of internal regulations that the public may not be aware of; (c) risks with regard to ownership and custody, as securities in Russia are evidenced by entries in the books of a company or its registrar (which is neither an agent nor responsible to the Depositary) so a Sub-Fund is at risk of losing its registration and ownership of securities through fraud, negligence or even oversight; and (d) foreign investors cannot be guaranteed redress in a Russian court in the event of a breach of local laws, contracts or regulations and there may be restrictions on foreign investment and the possibility of repatriation of investment income and capital.

**IN VIEW OF THE RISKS DESCRIBED ABOVE WITH WHICH THE PURCHASE OF SHARES IS ASSOCIATED, INVESTORS ARE RECOMMENDED TO OBTAIN PROFESSIONAL ADVICE ON WHETHER THE COMPANY, OR ANY OF ITS SUB-FUNDS, IS A SUITABLE INVESTMENT FOR THEM.**

### **3) DIVIDEND POLICIES**

The Company does in principle not expect to declare dividends.

Annual dividends may be declared separately in respect of each Class of each Sub-Fund by a resolution of the Shareholders of the Sub-Fund concerned, at an annual general meeting of Shareholders. Interim dividends may be paid at any time of the year as deemed appropriate upon a decision of the Board of Directors in relation to any of the Classes of each Sub-Fund. Distributions may be made only if the net assets of the Company do not fall below the equivalent in USD of EURO 1,250,000.

Notwithstanding the foregoing, dividends may be declared with respect to a specific Sub-Fund or Class of a Sub-Fund if provided for and within the conditions set forth in the relevant Annex to the Prospectus.

In the event dividends are declared for a particular Class of a Sub-Fund in accordance with the provisions of the relevant Annex to the Prospectus, distributions will be paid in accordance with the Shareholder's instructions given in the subscription application, however where no instructions are given, the distributions will be paid in cash in accordance with the provisions of the subscription application.

In the event that cash dividends are payable, they will be paid to holders of Shares by wire transfer. The right to a dividend shall be barred after five (5) years have elapsed from the dividend payment date. Dividends and allocations not claimed after such period shall revert to the relevant Sub-Fund.

In the event that the distributions are reinvested in the subscription of further Shares as per the instructions of the Shareholder, such Shares will be issued in registered form on the date on which the relevant dividend is paid at a price which will be calculated in the same way as for other issues of Shares in that Sub-Fund in respect of that Valuation Day. No initial sales charge will be payable. Applicants not wishing to use this reinvestment facility should inform the Company of their intention in written form.

In respect of each dividend declared for any Classes of each Sub-Fund, the Board of Directors may determine if, and to what extent, such dividend is to be paid out of realised and unrealised capital gains regardless of capital losses, increased or decreased, as the case may be, by the portion of net investment income and capital gains attributable to Shares issued and to Shares repurchased. Any specific distribution policy of each Sub-Fund, or of any Class of each Sub-Fund, if any, may be set forth in the relevant Annex hereto relating to such Sub-Fund.

#### **4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES**

##### **ISSUE OF SHARES**

Subscriptions for Shares in each Sub-Fund can be made as at any day that is a Valuation Day for that Sub-Fund.

The offer price of Shares in each Sub-Fund shall be the net asset value per Share of the relevant Class of such Sub-Fund determined in respect of the applicable Valuation Day. A sales charge may be added as specified in the relevant Annex or other relevant sales document. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

The procedures for subscribing Shares of a Sub-Fund and details of payment of subscription monies for such Sub-Fund are set forth in the relevant Annex relating to such Sub-Fund.

The currency of payment will be the reference currency of the relevant Sub-Fund or Class as specified in the relevant Annex. Where the Company receives applications for Shares in other currencies freely convertible into the relevant reference currency, the Company, on behalf of and at the cost of the investor, may (but is not obliged to) arrange with the Depositary for the monies received to be converted into the relevant reference currency at the applicable exchange rate. The applicable exchange rate for this purpose will be determined by the Depositary at the time when cleared funds are received by it or as soon as practicable thereafter. Shares to the value of the converted funds (less the cost of conversion) will be issued to the applicant on the

basis of the issue price of the Shares ruling in respect of the Valuation Day on which the conversion is effected.

The Company reserves the right to accept or refuse, at its sole discretion, any application for Shares in whole or in part and for any reason. The Company may decide to accept, at its sole discretion, subscription requests for an amount less than the minimum investment amount specified in the relevant Annex for the concerned Sub-Fund or Class. The Company may also limit the distribution of Shares of a given Sub-Fund to specific countries. All the application forms must be accompanied by all necessary documents, in particular, those required under anti-money laundering procedures as described below.

The Company may accept securities as payment for Shares at its discretion provided that the contribution of such securities are consistent with policies pursued by the Company and will not result in a breach of the relevant Sub-Fund's investment objective and policies or the Company's investment restrictions. In such case, an auditor's report will be necessary to value the contribution in kind. Expenses in connection with the establishment of such report and any other expenses in connection with the subscription in kind will be borne by the subscriber that has chosen this method of payment or by the Company at its discretion.

In accordance with international regulations and Luxembourg laws and regulations (including but not limited to the amended Law of 12 November 2004 on the fight against money laundering and financing of terrorism, the Grand Ducal Regulation dated 1 February 2010, CSSF Regulation 12-02 of 14 December 2012, CSSF Circulars 13/556 and 15/609 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements) obligations have been imposed on all professionals of the financial sector in order to prevent undertakings for collective investment from being used for money laundering and financing of terrorism purposes. As a result of such provisions, the registrar and transfer agent of a Luxembourg undertaking for collective investment must ascertain the identity of the subscriber in accordance with Luxembourg laws and regulations. The Registrar and Transfer Agent may require subscribers to provide any document it deems necessary to effect such identification. In addition, the Registrar and Transfer Agent, as delegate of the Company, may require any other information that the Company may require in order to comply with its legal and regulatory obligations, including but not limited to the CRS Law (as defined hereafter).

In case of delay or failure by an applicant to provide the required documentation, the subscription request will not be accepted and in case of redemption, payment of redemption proceeds delayed. Neither the undertaking for collective investment, nor the Registrar and Transfer Agent will be held responsible for the said delay or failure to process deals resulting from the failure of the applicant to provide documentation or incomplete documentation.

Shareholders may be requested to supply additional or updated identification documents from time to time pursuant to ongoing client due diligence obligations according to the relevant laws and regulations.

Issue of Shares is conditional upon receipt of subscription monies, including any applicable sales charge, which must be paid within the time period specified in the relevant Annex. Until full payment of settlement monies, the applicant for Shares does not have legal ownership of such Shares. Where an applicant for Shares fails to pay subscription monies within the indicated timeframe such subscription may lapse and be cancelled at the cost of the applicant or his/her distributor.

If the applicant fails to provide a completed application form (for an initial application) by the due date, the Company and/or the Management Company may decide to redeem the relevant Shares, at the cost of the applicant or his/her distributor.

The applicant for Shares may be required to indemnify the Company against any losses, costs or expenses incurred directly or indirectly as a result of the applicant's failure to pay the subscription monies or to submit the required documents by the due date.

Confirmation of each completed subscription together with a Share certificate, if applicable, will be provided within ten (10) bank business days in Luxembourg following the issue of the Shares at the risk of the investor, to the address indicated in the application form submitted by that investor.

The Company shall comply with the laws and regulations of the countries in which the Shares are offered. The Company may, at any time and at its discretion, suspend or limit the issue of Shares to persons temporarily or permanently resident or established in particular countries or areas. The Company may also exclude certain individuals or corporate bodies from the purchase of Shares when this appears to be necessary to protect the Shareholders and the Company as a whole.

The Company may restrict the ownership of Shares of certain Classes to institutional investors within the meanings of Article 174 of the 2010 Law ("Institutional Investors"). The Company may, at its discretion, delay the acceptance of any subscription application for Shares of a Class reserved for Institutional Investors until such time as the Company has received sufficient evidence that the applicant qualifies as an Institutional Investor. If it appears at any time that a holder of Shares of a Class reserved for Institutional Investors is not an Institutional Investor, the Company will convert the relevant Shares into Shares of a Class which is not restricted to Institutional Investors in which case the investors concerned will be informed by registered letter (provided that there exists such a Class with similar characteristics) or compulsorily redeem the relevant Shares in accordance with the provisions set forth in the Articles of Incorporation. The Company will refuse to give effect to any transfer of Shares and consequently refuse for any transfer of Shares to be entered into the register of Shareholders in circumstances where such transfer would result in a situation where Shares of a Class restricted to Institutional Investors would, upon such transfer, be held by a person not qualify as an Institutional Investor.

In addition to any liability under applicable law, each Shareholder who does not qualify as an Institutional Investor, and who holds Shares in a Class restricted to Institutional Investors, shall hold harmless and indemnify the Company, the Board of Directors, the other Shareholders of

the relevant Class and the Company's agent for any damages, losses and expenses resulting from or connected to such holding in circumstances where the relevant Shareholder had furnished misleading or untrue documentation or has made misleading or untrue representations to wrongfully establish its status as an Institutional Investor or has failed to notify the Company of its loss of such status.

Issue of Shares of a given Sub-Fund shall be suspended whenever the determination of the net asset value per Share of such Sub-Fund is suspended by the Company (see Section "10) GENERAL INFORMATION, 10. Temporary Suspension of Issues, Redemptions and Switching" of this Prospectus).

### **PREVENTION OF MARKET TIMING AND LATE TRADING**

The Company reserves the right, in its sole discretion, to restrict or refuse subscriptions from investors whom the Company considers market timers. The Company does not knowingly allow investments which are associated with market timing practices, as such practices may adversely affect the interests of all non-market timing Shareholders by harming Sub-Funds' performance and diluting profitability.

In general, market timing refers to the investment behaviour of an individual or a group of individuals buying, selling or exchanging shares or other securities on the basis of predetermined market indicators. Market timers also include individuals or groups of individuals whose securities transactions seem to follow a timing pattern or are characterised by frequent or large exchanges.

The Company may therefore combine Shares which are under common ownership or control for the purposes of ascertaining whether an individual or group of individuals can be deemed to be involved in market timing practices. Common ownership or control includes without limitation legal or beneficial ownership and agent or nominee relationships giving control to the agent or nominee of Shares legally or beneficially owned by others.

Accordingly, the Company reserves the right, in its sole discretion, to 1) reject any application for switching of Shares by investors whom the Company considers market timers or 2) restrict or refuse purchases by investors whom the Company considers market timers.

The Company does not permit practices related to late trading and the Company reserves the right to reject orders from an investor who is engaging in such practices and to take, if appropriate, the necessary measures to protect the other investors of the Company.

Late trading is to be understood as the acceptance of a subscription, conversion or redemption order after the cut-off time for the relevant Valuation Day and the execution of such order at the price based on the net asset value per Share applicable to such Valuation Day.

Notwithstanding the foregoing, at the discretion of the Company, orders transmitted by a paying agent, a correspondent bank or other entity aggregating orders on behalf of its underlying clients before the applicable cut-off time but only received by the Transfer Agent after the cut-off time may be treated as if they had been received before the cut-off time. Further, different cut-off times may, by agreement, be agreed with the local distributors or for distribution in jurisdictions where the different time zone so justifies.

## **SWITCHING OF SHARES**

Subject to any prohibition of conversions contained in an Annex, Shareholders have the right to switch all or part of their Shares in any Sub-Fund or Class of a Sub-Fund (the "original Sub-Fund or Class") into Shares of another existing Sub-Fund or Class (the "new Sub-Fund or Class"), provided that if the relevant Valuation Day of the original Sub-Fund or Class is not a Valuation Day of the new Sub-Fund or Class, the net asset value per Share in respect of the next following Valuation Day of the new Sub-Fund or Class will be applicable and the switch will be completed on such date. However, the right to switch Shares is subject to compliance with any conditions (including any minimum subscriptions and holding amounts) applicable to the Class into which switch is to be effected.

Applications for switching of Shares have to be made in the same manner as for issue and redemption of Shares, directly to the registered office of the Transfer Agent in Luxembourg (or through any duly authorised distributor, if applicable, which may be appointed by the Company from time to time and specified in the relevant Annex or other relevant sales document), provided that the switch may not, however, be effected if the result of the switch would be that the Shareholder would be registered as holding less than the minimum holding (as defined in the relevant Annex) in value of Shares of the original Sub-Fund or Class of a Sub-Fund or of the new Sub-Fund or Class.

In order to switch all or part of a holding, a Shareholder should give notice to the Transfer Agent in the same manner fixed for the original Sub-Fund or Class and not later than 3.00 p.m. (Luxembourg time) on the Business Day of the original Sub-Fund or Class immediately preceding the Valuation Day on which the switch is intended to be effected. Any switching request received after such time will be carried forward to, and dealt with on the next following Valuation Day. The Company may, at its discretion, authorise a switching charge which shall not exceed 2% of the issue price of the Shares of the new Sub-Fund or Class payable to the Company, intermediaries or distributors. The rate at which all or any part of a holding of Shares of the original Sub-Fund or Class is switched on any Valuation Day into Shares of the new Sub-Fund or Class will be determined in accordance with the following formula (or as nearly as may be in accordance therewith so that the number of Shares of the new Sub-Fund or Class to be allotted and issued is a multiple of one-hundredth of a Share):

$$A = \frac{B \times C}{D}$$

where:

- A is the number of Shares of the new Sub-Fund or Class to be allotted;
- B is the number of Shares of the original Sub-Fund or Class to be switched;
- C is the net asset value per Share of the original Sub-Fund or Class ruling in respect of the relevant Valuation Day; and
- D is the net asset value per Share of the new Sub-Fund or Class ruling in respect of the relevant Valuation Day (excluding any sales charge) provided that if the relevant Valuation Day of the original Sub-Fund or Class is not a Valuation Day of the new Sub-Fund or Class, the net asset value per Share in respect of the next following Valuation Day of the new Sub-Fund or Class will be applicable and the switch will be completed on such date.

If certificates were issued for the Shares of the original Sub-Fund or Class, the new certificate(s) shall be issued only upon receipt by the Company of such former certificates.

Switching into or out of Shares of a given Sub-Fund shall be suspended whenever the determination of the net asset value per Share of such Sub-Fund is suspended by the Company.

## **REDEMPTION OF SHARES**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the relevant Sub-Fund.

The redemption price of Shares in each Sub-Fund shall be the net asset value per Share of the relevant Class of such Sub-Fund determined in respect of the applicable Valuation Day, less applicable redemption charges, if any.

The procedure for redeeming Shares of a Sub-Fund and the details of payment of redemption proceeds for such Sub-Fund are set forth in the relevant Annex relating to such Sub-Fund.

If requested by a Shareholder, redemptions may be made in kind at the discretion of the Company. Expenses in connection with the redemption in kind (mainly costs relating to the drawing up of an auditor's report) will be borne by the Shareholder that has chosen this method of redemption or by the Company at its discretion. To the extent reasonably possible, such redemption in kind will normally be made on a pro rata basis of all investments held by the Company (having always due regard to and/or protecting the interests of the Company).

The Company shall ensure that the Sub-Fund maintains an appropriate level of liquidity, so that under normal circumstances repurchase of the Shares of the Sub-Fund may be made promptly upon request by Shareholders. Payment of the repurchase price shall be made not later than five business days counting from and excluding the Valuation Day of a Sub-Fund applicable to the repurchase request accepted and subject to receipt of the share certificates (if issued).

The Depositary must make payment only if no statutory provisions, such as exchange control regulations or other circumstances outside the control of the Depositary, prohibit the transfer of the payment of the repurchase price to the country where reimbursement was applied for.

If, as a result of a redemption, the value of a Shareholder's holding in any Sub-Fund or Class of any Sub-Fund would become less than the minimum holding for that Sub-Fund or Class as specified in the relevant Annex, the relevant Shareholder may be deemed (but only if the Company so decides at its sole discretion) to have requested the redemption of all of its Shares of such Sub-Fund or Class. Also, the Company may, at any time, decide to compulsorily redeem all Shares from Shareholders whose holding in a Sub-Fund or Class is less than the minimum holding for that Sub-Fund or Class (as defined in the relevant Annex). In case of such compulsory redemption, the Shareholder concerned will receive a one (1) month prior notice so as to be able to increase his holding.

Payment will normally be made in the reference currency of the relevant Sub-Fund or Class. Upon request, however, the Company may, but is not obliged to, arrange with the Administrative Agent for the redemption proceeds to be exchanged for another freely convertible currency at the applicable exchange rate. The applicable exchange rate for this purpose will be determined by the Depositary at the time on the Valuation Day when the redemption takes effect or as soon as practicable thereafter. Any foreign exchange costs incurred in effecting the currency conversion will be deducted from the amount payable to the redeeming Shareholder. In case of the payment in non-reference currency, payment day might be delayed due to the process of currency conversion.

If share certificates are issued, the share certificates must be returned to the Transfer Agent before the payment.

If redemption requests (including applications for switching of Shares, if applicable) are received in respect of any single Valuation Day for redemptions aggregating 10% or more of the outstanding Shares of a Sub-Fund or Class of a Sub-Fund, the Company may decide to delay the calculation of the redemption price of the Shares of that Sub-Fund or Class until the Company has sold the corresponding assets (which it will endeavour to do without unnecessary delay); in such event, the Company shall calculate the net asset value on the basis of prices at which it sold investments to meet the redemption requests; in such cases, payment may also be made, with the approval of the Shareholders concerned, in specie in the form of the Company's assets which will be valued in an auditor's report and in such manner as the Company may determine.

Redemption of Shares of a given Sub-Fund shall be suspended whenever the determination of the net asset value per Share of such Sub-Fund is suspended by the Company.

A Shareholder may not withdraw his request for redemption of Shares except in the event of a suspension of the determination of the net asset value of the relevant Sub-Fund or Class of a Sub-Fund and, in such event, a withdrawal will be effective only if written notification is received by the Company before the termination of the period of suspension. If the request is not withdrawn, the Company shall redeem the Shares on the first applicable Valuation Day following the end of the suspension of determination of the net asset value of the relevant Sub-Fund or Class.

## **TRANSFER OF SHARES**

The transfer of Shares must be effected by delivery to the Company of an instrument of transfer in the form agreed by the Company together with the relevant certificate(s), if issued.

On receipt of a transfer request, the Company may, after reviewing the endorsement(s), require that the signature(s) be guaranteed by an approved bank, stock broker or public notary.

Shareholders are recommended to contact the Company prior to requesting a transfer to ensure that they have all the correct documentation for the transaction.

## **5) MANAGEMENT**

The Board of Directors of the Company is responsible for its management and control including the determination of investment policies, objectives, and management of the Company and its Sub-Funds.

### **MANAGEMENT COMPANY**

The Board of Directors of the Company has appointed Nikko Asset Management Luxembourg S.A. as the management company (the "Management Company") to be responsible on a day-to-day basis under the supervision of the Board of Directors of the Company, for providing administration, marketing, investment management and advice services in respect of the Sub-Funds. The Management Company has delegated the administration functions to the administrative agent and registrar and transfer functions to the Registrar and Transfer Agent. The Management Company delegates the marketing functions to the distributors (if and when applicable), and the investment management services to the Investment Managers(s) (and/or the Investment Sub-Managers) as listed below or specified in the relevant Annex or other relevant sales document.

The Management Company was incorporated on 29th November 2006 as a *société anonyme* under the laws of the Grand Duchy of Luxembourg and its Articles of Incorporation are deposited with the Luxembourg *Registre de Commerce et des Sociétés*. The Management Company is approved as a management company regulated by Chapter 15 of the 2010 Law.

The share capital of the Management Company is EURO 1,078,000.

The Management Company is owned by Nikko Asset Management Co., Ltd. Nikko Asset Management Co., Ltd. is one of the largest investment management companies in Japan with its associated operations in London, Singapore, Hong Kong, Sydney, Auckland and New York as at the date of this Prospectus.

As at the date of this Prospectus, the Management Company manages the Company, Nikko AM Global Umbrella Trust and Nikko AM Global Investments (Luxembourg).

In addition, the Management Company shall ensure compliance by the Company with the investment restrictions and oversee the implementation of the Company's strategies and investment policy. The Management Company shall send reports to the Board of Directors of the Company on a quarterly basis and inform each member of the latter without delay of any non-compliance of the Company with the investment restrictions.

The Management Company will receive periodic reports from the Investment Managers (and/or from the Investment Sub-Managers, if applicable) detailing the Sub-Funds' performance and analysing their investment. The Management Company will receive similar reports from the other services providers in relation to the services which they provide.

The Management Company may appoint any companies in or outside the Nikko Asset Management group to act as an investment manager and an adviser or as an additional manager/adviser or sub-manager/adviser for the different Sub-Funds.

Additional information which the Management Company must make available to investors in accordance with Luxembourg laws and regulations such as but not limited to shareholder complaints handling procedures, conflicts of interest rules, voting rights policy of the Management Company etc., shall be available at the registered office of the Management Company.

## **REMUNERATION POLICY**

Pursuant to the 2010 Law, the Management Company has established a remuneration policy for those categories of staff, including senior management, risk takers, control functions, and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, and whose professional activities have a material impact on the risk profiles of the Management Company or the Company, that are consistent with and promote sound and effective risk management and do not encourage risk-taking which is inconsistent with the Company's risk profiles or the Articles of Incorporation.

The remuneration policy is in line with the business strategy, objectives, values and interests of the Management Company and the Company and of its Shareholders, and includes measures to avoid conflicts of interest.

The remuneration policy only provides for a fixed remuneration for the independent directors and independent conducting officers. Members of the Management Company, which have an employment agreement with Nikko AM Group do not receive remuneration from the Management Company. Fulltime employees of the Management Company, receive fixed and variable remuneration from the Management Company.

Where remuneration is variable for the identified staff (as this term is defined in the ESMA Guidelines on sound remuneration policies under the UCITS Directive and AIFMD) the following principles will apply:

- the fixed and variable components of the remuneration are appropriately balanced and a high proportion of the total remuneration is represented by a fixed component, so as to allow the operation of a fully flexible policy on variable remuneration components, including the possibility not to pay any variable remuneration component. The appropriate balance of remuneration components may vary across staff members, depending on their function, activities, seniority and their personal achievements;
- the assessment of performance is set in a multi-year framework appropriate to the life-cycle of the funds managed by the Management Company in order to ensure that the assessment process is based on the longer-term performance of the funds and their investment risks;
- based on the proportionality principle, the variable remuneration will consist of cash and will not be paid in the form of units, the variable remuneration will not be deferred and no performance adjustment measures will be implemented;
- the variable remuneration will only be paid if it is sustainable according to the financial situation of the Management Company as a whole, and justified according to the performance of the Fund and the individual concerned. The variable part of the remuneration shall never be guaranteed and the Management Company reserves the right to not pay it (or to reduce it) if it is not sustainable;

The up-to-date remuneration policy of the Management Company states that its directors are responsible for monitoring compliance with the policy and includes a description of how remuneration and benefits are calculated. The remuneration policy is available at [emea.nikkoam.com](http://emea.nikkoam.com) and a paper copy will be made available free of charge upon request at the Management Company's registered office.

## **INVESTMENT MANAGERS, INVESTMENT SUB-MANAGERS AND INVESTMENT ADVISORS**

The Management Company has, subject to the continuous control and supervision and under the overall responsibility of the Company, appointed, as specified in each Sub-Fund Annex, the entities listed below as investment manager for each Sub-Fund (the "Investment Manager") to manage the assets of the Sub-Funds. The Investment Manager may, separately, appoint sub-managers (the entities specified in the Annex as sub-managers) (the "Investment Sub-Managers" and each an "Investment Sub-Manager") to provide discretionary management services in respect of the relevant Sub-Funds.

### **Investment Managers:**

- Nikko Asset Management Co., Ltd., Midtown Tower, 9-7-1 Akasaka, Minato-ku, Tokyo 107-6242, Japan.

Established in 1959, Nikko Asset Management Co., Ltd. (Nikko AM) is licensed to provide, among others, non-discretionary investment advisory services and discretionary investment management services in Japan and registered as investment advisor with the US Securities and Exchange Commission. Nikko AM's head office is in Tokyo with group offices in New York, London, Singapore, Hong Kong, Sydney and Auckland. Nikko AM is majority owned by Sumitomo Mitsui Trust Bank, Limited.

- Nikko Asset Management Asia Limited, 12 Marina View, #18-02 Asia Square Tower 2, Singapore 018961 (Business Registration No: 198202562H).

Nikko Asset Management Asia Limited, whose principal activities consist of the business of fund management, dealing in securities and trading in futures contracts, was incorporated in Singapore on 16 June 1982 as a public company limited by shares under the laws of Singapore. It holds a Capital Markets Services Licence for the regulated activity of Fund Management, Dealing in Securities and Trading in Futures Contracts issued by the Monetary Authority of Singapore.

- Nikko Asset Management Europe Ltd, 1 London Wall, London EC2Y 5AD, United Kingdom.

Nikko Asset Management Europe Ltd, whose principal business is the provision of discretionary portfolio management services, is owned indirectly by Nikko Asset Management Co., Ltd. Nikko Asset Management Europe Ltd. is regulated by the Financial Conduct Authority in the United Kingdom.

- Nikko Asset Management Americas, Inc., 605 Third Avenue, 38<sup>th</sup> Floor, New York, NY 10158.

Nikko Asset Management Americas, Inc., a Delaware corporation, is registered as an investment adviser with the U.S. Securities and Exchange Commission ("SEC") under the U.S. Investment Advisers Act of 1940, as amended, and as a commodity trading adviser with the U.S. Commodity Futures Trading Commission.

The Investment Manager is wholly owned and controlled by Nikko Americas Holding Co., Inc., which is itself, a subsidiary of Japan-based Nikko Asset Management Co., Ltd.

Investment Sub-Managers and Investment Advisors:

- See each relevant annex (the "Annex") of this Prospectus for details of the Investment Sub-Managers and Investment Advisors appointed for each Sub-Fund, if any.

## **6) DEPOSITARY AND ADMINISTRATION**

Brown Brothers Harriman (Luxembourg) S.C.A. has been appointed as the depositary of the assets of the Company (the "Depositary") pursuant to the terms of a depositary agreement, as amended from time to time (the "Depositary Agreement"). Brown Brothers Harriman (Luxembourg) S.C.A. is registered with the Luxembourg Company Register (RCS) under number B 29923 and has been incorporated under the laws of Luxembourg on 9 February 1989. It is licensed to carry out banking activities under the terms of the Luxembourg law of 5 April 1993 on the financial services sector. Brown Brothers Harriman (Luxembourg) S.C.A. is a bank organised as a *société en commandite par actions* in and under the laws of the Grand Duchy of Luxembourg and maintains its registered office at 80, route d'Esch, L-1470 Luxembourg.

The Depositary shall assume its functions and responsibilities as depositary in accordance with the provisions of the Depositary Agreement, the 2010 Law, the Commission delegated regulation 2016/438 and applicable Luxembourg law, rules and regulations regarding (i) the safekeeping of financial instruments of the Company to be held in custody and the supervision of other assets of the Company that are not held or capable of being held in custody, (ii) the monitoring of the Company's cash flow, and (iii) the following oversight duties:

- a) ensuring that the sale, issue, repurchase, redemption and cancellation of the Shares are carried out in accordance with the Articles of Incorporation and applicable Luxembourg law, rules and regulations;
- b) ensuring that the value of the Shares is calculated in accordance with the Articles of Incorporation and the 2010 Law;
- c) ensuring that in transactions involving the Company's assets any consideration is remitted to the Company within the usual time limits;
- d) ensuring that the Company's income is applied in accordance with the Articles of Incorporation and the 2010 Law; and

- e) carrying out the instructions of the Company or of the Management Company, on behalf of the Company, whilst ensuring they did not conflict with the Articles of Incorporation or the 2010 Law.

In carrying out its functions, the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Company and the Shareholders of the Company. The 2010 Law provides for a strict liability of the Depositary in case of loss of financial instruments held in custody. In case of loss of these financial instruments, the Depositary shall return financial instruments of identical type of the corresponding amount to the Company unless it can prove that the loss is the result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary will be liable to the Company for any losses other than the loss of a financial instrument held in custody arising out of the Depositary's negligent or intentional failure to properly fulfill its obligations pursuant to the 2010 Law.

The Depositary maintains comprehensive and detailed corporate policies and procedures requiring the Depositary to comply with applicable laws and regulations.

The Depositary has policies and procedures governing the management of conflicts of interest. These policies and procedures address conflicts of interest that may arise through the provision of services to UCITS.

The Depositary's policies require that all material conflicts of interest involving internal or external parties are promptly disclosed, escalated to senior management, registered, mitigated and/or prevented, as appropriate. In the event a conflict of interest may not be avoided, the Depositary shall maintain and operate effective organizational and administrative arrangements in order to take all reasonable steps to properly (i) disclosing conflicts of interest to the Company and to Shareholders (ii) managing and monitoring such conflicts.

The Depositary ensures that employees are informed, trained and advised of conflicts of interest policies and procedures and that duties and responsibilities are segregated appropriately to prevent conflicts of interest issues.

Compliance with conflicts of interest policies and procedures is supervised and monitored by the Board of Managers as general partner of the Depositary and by the Depositary's Authorized Management, as well as the Depositary's compliance, internal audit and risk management functions.

The Depositary shall take all reasonable steps to identify and mitigate potential conflicts of interest. This includes implementing its conflicts of interest policies that are appropriate for the scale, complexity and nature of its business. This policy identifies the circumstances that give rise or may give rise to a conflict of interest and includes the procedures to be followed and

measures to be adopted in order to manage conflicts of interest. A conflicts of interest register is maintained and monitored by the Depositary.

The Depositary also acts as administrative agent and/or registrar and transfer agent pursuant to the terms of the administration agreements between the Depositary and the Company. The Depositary has implemented appropriate segregation of activities between the Depositary and the administration/ registrar and transfer agency services, including escalation processes and governance. In addition, the depositary function is hierarchically and functionally segregated from the administration and registrar and transfer agency services business unit.

The Depositary may delegate to third parties the safe-keeping of the Company's assets to correspondents (the "Correspondents") subject to the conditions laid down in the applicable laws and regulations and the provisions of the Depositary Agreement. In relation to the Correspondents, the Depositary has a process in place designed to select the highest quality third-party provider(s) in each market. The Depositary shall exercise due care and diligence in choosing and appointing each Correspondent so as to ensure that each Correspondent has and maintains the required expertise and competence. The Depositary shall also periodically assess whether Correspondents fulfill applicable legal and regulatory requirements and shall exercise ongoing supervision over each Correspondent to ensure that the obligations of the Correspondents continue to be appropriately discharged. The list of Correspondents relevant to the Company is available on <http://www.bbh.com/luxglobalcustodynetworklist>. This list may be updated from time to time and is available from the Depositary upon written request.

A potential risk of conflicts of interest may occur in situations where the Correspondents may enter into or have a separate commercial and/or business relationship with the Depositary in parallel to the safekeeping delegation relationship. In the conduct of its business, conflicts of interest may arise between the Depositary and the Correspondent. Where a Correspondent shall have a group link with the Depositary, the Depositary undertakes to identify potential conflicts of interests arising from that link, if any, and to take all reasonable steps to mitigate those conflicts of interest.

The Depositary does not anticipate that there would be any specific conflicts of interest arising as a result of any delegation to any Correspondent. The Depositary will notify the Board of the Company and/or the board of the Management Company of any such conflict should it so arise.

To the extent that any other potential conflicts of interest exist pertaining to the Depositary, they have been identified, mitigated and addressed in accordance with the Depositary's policies and procedures.

Updated information on the Depositary's custody duties and conflicts of interest that may arise may be obtained, free of charge and upon request, from the Depositary.

The Depositary or the Company may, at any time, and subject to a written prior notice of at least three (3) months from either party to the other, terminate the appointment of the

Depository, provided however that the termination of the Depository's appointment by the Company is subject to the condition that another depository bank assumes the functions and responsibilities of a depository bank. Upon termination of the Depository Agreement, the Company shall be obliged to appoint a new depository bank which shall assume the functions and responsibilities of a depository bank in accordance with the Articles of Incorporation and the 2010 Law, provided that, as from the expiry date of the notice until the date of the appointment of a new depository bank by the Company, the Depository's only duties shall be to take such steps as are necessary to protect the interests of Shareholders.

For its services as depository of the Company, the Depository may receive (in addition to transaction based fees) (i) a fiduciary fee and (ii) a safekeeping fee applied on the assets of the Sub-Fund which may vary according to the various markets depending on each Sub-Fund's asset allocation. The amount of safekeeping fees paid by each Sub-Fund will be disclosed in the annual report of the Company.

## **7) CONFLICTS OF INTEREST**

The Management Company, the Investment Managers, any specific Sub-Fund Investment Sub-Managers, the sales agents, the administration agent, the Transfer Agent and the Depository may from time to time act as management company, investment manager, investment sub-manager, sales agent, administrator, registrar or custodian in relation to, or be otherwise involved in, other funds or undertakings for collective investment which have similar investment objectives to those of the Company or any Sub-Fund. It is therefore possible that any of them may, in the due course of their business, have potential conflicts of interest with the Company or any Sub-Fund. In such event, each will at all times have regard to its obligations under any agreements to which it is party or by which it is bound in relation to the Company or any Sub-Fund. In particular, but without limitation to its obligations to act in the best interests of the Shareholders when undertaking any dealings or investments where conflicts of interest may arise, each will respectively endeavour to ensure that such conflicts are resolved fairly.

The Management Company adopts and implements policies for the prevention of conflicts of interests in accordance with applicable rules and regulations in Luxembourg.

## **8) MANAGEMENT AND COMPANY CHARGES**

Depending on the arrangement with the distributor or distributors who may be appointed by the Management Company from time to time regarding the distribution in a certain country or countries, a sales charge of up to 5.0% of the net asset value per Share may be applied for the benefit of distributors or other intermediaries as an initial charge.

The Management Company, the Investment Managers, the Investment Sub-Managers, and any duly authorised distributors or intermediaries (if applicable, appointed for each Sub-Fund) will be entitled to receive the management fees from the Company for their management, advisory, or other services conducted for the Company at the end of each quarter at an aggregate annual percentage rate of no greater than 2.5% of the average daily net asset value of the assets of the

relevant Sub-Fund during the quarter. In addition, any performance-linked fee if applicable may be deducted as fully specified in the relevant Annex.

The current annual percentage rates in respect of each Sub-Fund are disclosed in the relevant Annex.

The Management Company, the Investment Managers, the Investment Sub-Managers and any duly authorised distributors or intermediaries, if applicable, will share the management fee (and performance-linked fee, if applicable) as mutually agreed between them and the Management Company from time to time.

The Company pays fees, as disclosed in the relevant Annex, to the Depositary and registrar and transfer and administrative agent. The fees are based on the value of the net assets of the Company. They are also determined partly on a transaction basis and partly as a fixed sum, the total having been determined with reference to market rates prevailing in Luxembourg.

The Company bears its operational costs including but not limited to the cost of buying and selling portfolio securities, governmental fees, taxes, insurance, fees and out-of-pocket expenses of the Board of Directors, remuneration of officers/employees of the Company, legal and auditing fees, interest, expenses for publishing, printing and distributing public notices and other communications to the Shareholders, the cost of preparing this Prospectus and explanatory memoranda, the cost of printing certificates and proxies, financial reports and other documents for the Shareholders, postage, telephone and facsimile. The Company also pays advertising expenses and any other registration fees including the cost of registering the Company or the sales of Shares in any jurisdiction or of a listing on any exchange. All expenses are taken into account in the determination of the net asset value of the Shares of each Sub-Fund.

All fees, costs and expenses to be borne by the Company will be charged initially against the investment income of the Company.

In circumstances where another undertaking for collective investment is amalgamated into a Sub-Fund newly created for the purpose of such amalgamation, any unamortised organisation expenses of such other collective investment undertaking may be borne by the Sub-Fund concerned and amortised together with any other organisation expenses of the Company attributable to such Sub-Fund. Where further Sub-Funds are created in the future, such Sub-Funds will bear, in principle, their own formation expenses. The Board of Directors of the Company may however decide for existing Sub-Funds to participate in the formation expenses of newly created Sub-Funds in circumstances where this would appear to be more fair to the Sub-Funds concerned and their respective Shareholders. Any such decision will be reflected in this Prospectus.

## 9) TAXATION

The following information is based on the laws, regulations, decisions and practice currently in force in Luxembourg and is subject to changes therein, possibly with retrospective effect. This summary does not purport to be a comprehensive description of all Luxembourg tax laws and Luxembourg tax considerations that may be relevant to a decision to invest in, own, hold, or dispose of shares and is not intended as tax advice to any particular investor or potential investor. Prospective investors should consult their own professional advisers as to the implications of buying, holding or disposing of Shares and to the provisions of the laws of the jurisdiction in which they are subject to tax. This summary does not describe any tax consequences arising under the laws of any state, locality or other taxing jurisdiction other than Luxembourg.

### THE COMPANY

The Company is not subject to taxation in Luxembourg on its income, profits or gains.

The Company is not subject to net wealth tax in Luxembourg.

A registration tax of EUR 75 is to be paid upon incorporation and each time the Articles of Incorporation of the Company are amended. No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Company.

The Company is however subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% *per annum* based on its net asset value at the end of the relevant quarter, calculated and paid quarterly. A reduced subscription tax of 0.01% *per annum* is applicable to individual compartments of UCITS with multiple compartments, as well as for individual classes of securities issued within a UCITS or within a compartment of a UCITS with multiple compartments, provided that the securities of such compartments or classes are reserved for one or more institutional investors.

Subscription tax exemption applies to (i) investments in a Luxembourg UCI subject itself to the subscription tax, (ii) UCI, compartments thereof or dedicated classes reserved to retirement pension schemes, (iii) money market UCIs, (iv) UCITS and UCIs subject to Part II of the 2010 Law qualifying as ETFs, and (v) UCIs and individual compartments thereof with multiple compartments whose main objective is the investment in microfinance institutions.

### WITHHOLDING TAX

Interest and dividend income received by the Company may be subject to non-recoverable withholding tax in the source countries. The Company may further be subject to tax on the realised or unrealised capital appreciation of its assets in the countries of origin. The Company may benefit from double tax treaties entered into by Luxembourg, which may provide for exemption from withholding tax or a reduction of withholding tax rates.

Distributions made by the Company are not subject to withholding tax in Luxembourg.

## **THE SHAREHOLDERS**

### **Luxembourg resident individuals**

Capital gains realised on the sale of the Shares by Luxembourg resident individual investors who hold the Shares in their personal portfolios (and not as business assets) are generally not subject to Luxembourg income tax except if:

- (i) the Shares are sold within 6 months from their subscription or purchase; or
- (ii) if the Shares held in the private portfolio constitute a substantial shareholding. A shareholding is considered as substantial when the seller holds or has held, alone or with his/her spouse and underage children, either directly or indirectly at any time during the five years preceding the date of the disposal, more than 10% of the share capital of the company.

Distributions made by the Company will be subject to income tax. Luxembourg personal income tax is levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*) giving an effective maximum marginal tax rate of 45.78%.

### **Luxembourg resident corporate**

Luxembourg resident corporate investors will be subject to corporate taxation at the rate of 26.01% (in 2018 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the Company.

Luxembourg corporate resident investors who benefit from a special tax regime, such as, for example, (i) an undertaking for collective investment subject to the 2010 Law, (ii) specialised investment funds subject to the law of 13 February 2007 on specialised investment funds, (iii) reserved alternative investment funds subject to the law of 23 July 2016 on reserved alternative investment funds (to the extent they have not opted to be subject to general corporation taxes), or (iv) family wealth management companies subject to the amended law of 11 May 2007 on family wealth management companies, are exempt from income tax in Luxembourg, but instead subject to an annual subscription tax (*taxe d'abonnement*) and thus income derived from the Shares, as well as gains realised thereon, are not subject to Luxembourg income taxes.

The Shares shall be part of the taxable net wealth of the Luxembourg resident corporate investors except if the holder of the Shares is (i) a UCI subject to the 2010 Law, (ii) a vehicle governed by the amended law of 22 March 2004 on securitisation, (iii) an investment company governed by the amended law of 15 June 2004 on the investment company in risk capital, (iv) a specialised investment fund subject to the amended law of 13 February 2007 on specialised

investment funds, (v) a reserved alternative investment fund subject to the law of 23 July 2016 on reserved alternative investment funds or (vi) a family wealth management company subject to the amended law of 11 May 2007 related to family wealth management companies. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5%. A reduced tax rate of 0.05% is due for the portion of the net wealth tax exceeding EUR 500 million.

### **Non Luxembourg residents**

Non-resident individuals or collective entities who do not have a permanent establishment in Luxembourg to which the Shares are attributable, are not subject to Luxembourg taxation on capital gains realised upon disposal of the Shares nor on the distribution received from the Company and the Shares will not be subject to net wealth tax.

### **Automatic Exchange of Information**

The Organisation for Economic Co-operation and Development ("OECD") has developed a common reporting standard ("CRS") to achieve a comprehensive and multilateral automatic exchange of information ("AEOI") on a global basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "Euro-CRS Directive") was adopted in order to implement the CRS among the Member States. The Euro-CRS Directive was implemented into Luxembourg law by the law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("CRS Law"). The CRS Law requires Luxembourg financial institutions to identify financial asset holders and establish if they are fiscally resident in countries with which Luxembourg has a tax information sharing agreement. Luxembourg financial institutions will then report financial account information of the asset holder to the Luxembourg tax authorities, which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Under the CRS Law, the first exchange of information will be applied by 30 September 2017 for information related to the calendar year 2016. Under the Euro-CRS Directive, the first AEOI must be applied by 30 September 2017 to the local tax authorities of the Member States for data relating to the calendar year 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("Multilateral Agreement") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis.

Investors should consult their professional advisors on the possible tax and other consequences with respect to the implementation of the Amending Directive.

Some further information on taxation for investors resident in certain countries is described in APPENDIX – IMPORTANT INFORMATION FOR INVESTORS IN SPECIFIC COUNTRIES.

## 10) GENERAL INFORMATION

### 1. ORGANISATION

The Company is an investment company established as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg on 15th January 1996 and qualifies as a *société d'investissement à capital variable* (SICAV). Its Articles of Incorporation were published in the *Mémorial C, Recueil des Sociétés et Associations* (the "Mémorial") on 17th February 1996. The Articles of Incorporation have been amended for the last time on 21st May 2013, by deed of Maître Henri Hellinckx, notary residing in Luxembourg. A consolidated version of the Articles of Incorporation is on file with the *Registre de Commerce et des Sociétés* of Luxembourg where it may be inspected and where copies thereof can be obtained. The Company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg, under number B 53.436 and is incorporated for an undetermined period.

### 2. THE SHARES

The Shares of each Sub-Fund and of each Class of each Sub-Fund are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to the Sub-Fund or Class of the Sub-Fund concerned. The rules governing such allocation are set forth in Section "10) GENERAL INFORMATION, 7. Allocation of Assets and Liabilities among the Sub-Funds". The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights and each one is entitled to one vote at all meetings of Shareholders. Shares redeemed by the Company are cancelled.

The provisions of the Articles of Incorporation and this Prospectus in relation to Shares of a Sub-Fund are applicable also to Shares of a Class of a Sub-Fund.

If specifically provided in the relevant Annex of such Sub-Fund, a Sub-Fund may issue a currency hedged Share Class (the "Currency Hedged Share Class") in order to systematically (as described below) hedge the Currency Hedged Share Class' currency exposure against either (i) the Reference Currency of the Sub-Fund or (ii) the constituent currencies of the underlying assets of the Sub-Fund, whether the Class currency exposure of the Currency Hedged Share Class is declining or increasing in value relative to the Reference Currency of the Sub-Fund or relative to the constituent currencies of the underlying assets of the Sub-Fund. If a Currency Hedged Share Class hedges its currency exposure against the constituent currencies of the underlying assets of the Sub-Fund, as described under point (ii) above, this will be disclosed in the section entitled 'Share Classes, Minimum Subscription and Minimum Holding' within each Sub-Fund Annex. If no indication is made in a Sub-Fund Annex, the Currency Hedged Share Class will hedge its currency exposure against the Reference Currency of the relevant Sub-Fund.

Whilst holding Shares of Currency Hedged Share Classes may substantially protect the investor against losses due to unfavourable movements in the exchange rates of the Reference Currency of the Sub-Fund or the constituent currencies of the underlying assets of the Sub-Fund against the currency of the Currency Hedged Share Class, holding such Shares may also substantially limit the benefits of the investor in case of favourable movements. Investors should note that the Investment Manager of the Currency Hedged Share Class intends to fully hedge the total Net Asset Value of the Currency Hedged Share Class against currency fluctuations of the Reference Currency of the Sub-Fund or in the constituent currencies of the assets of the Sub-Fund. Despite this intention, over-hedged or under-hedged positions may arise unintentionally due to factors outside the control of the Investment Manager, however, over-hedged positions will not exceed 105% of the net asset value of the Currency Hedged Share Class and under-hedged positions will not fall below 95% of the net asset value of the Currency Hedged Share Class. Changes in the value of the portfolio or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the limits set out above. In such cases, the currency hedge will be adjusted without undue delay. The Net Asset Value per Shares of the Currency Hedged Share Class does therefore not necessarily develop in the same way as that of the Classes of Shares in the Reference Currency of the Sub-Fund. It is not the intention of the Board of Directors to use the hedging arrangements to generate a further profit for the Currency Hedged Share Class.

Investors should note that there is no segregation of liabilities between the individual Classes of Shares within a Sub-Fund. Hence, there is a risk that under certain circumstances, hedging transactions in relation to a Currency Hedged Share Class could result in liabilities affecting the Net Asset Value of the other Classes of the same Sub-Fund. In such case, assets of other Classes of such Sub-Fund may be used to cover the liabilities incurred by the Currency Hedged Share Class. An up-to-date list of the Classes with a contagion risk is available upon request at the registered office of the Company.

### **3. CONSOLIDATION OR LIQUIDATION OF SUB-FUNDS**

The Sub-Fund may be established for a limited or unlimited period, as specified in the relevant Annex.

#### **A. LIQUIDATION OF SUB-FUNDS OR CLASSES**

The Board of Directors of the Company has the discretionary power to (but is not obliged to) liquidate any Sub-Fund or Class of a Sub-Fund if the net assets of such Sub-Fund or Class fall below or do not reach an amount determined by the Board of Directors to be the minimum level for such Sub-Fund or such Class to be operated in an economically efficient manner or if a change in the economic or political situation relating to the Sub-Fund or Class concerned justifies such liquidation. The decision to liquidate will be published by the Company prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors of the Company decides otherwise in the interests of, or in order to keep equal treatment between, the

Shareholders, the Shareholders of the Sub-Fund or Class concerned may continue to request redemption or switching of their Shares free of redemption or switching charge. Assets which could not be distributed to their beneficiaries upon the conclusion of the liquidation of a Sub-Fund or Class will be deposited with the Luxembourg *Caisse de Consignation* on behalf of such beneficiaries.

Where the Board of Directors does not have the authority to do so or where the Board of Directors determines that the decision should be put for Shareholders' approval, the decision to liquidate a Sub-Fund may be taken at a meeting of Shareholders of the Sub-Fund to be liquidated instead of being taken by the Directors. At such Sub-Fund meeting, no quorum shall be required and the decision to liquidate must be approved by Shareholders holding at least a simple majority of the Shares present or represented.

#### **B. MERGERS OF SUB-FUNDS**

The Board of Directors of the Company may decide to merge one or more Sub-Funds with another Sub-Fund or with another undertaking for collective investment or a sub-fund thereof registered pursuant to Part I of the 2010 Law or another UCITS legislation.

Where the Board of Directors does not have the authority to do so or where the Board of Directors determines that the decision should be put for Shareholders' approval, the decision to merge a Sub-Fund may be taken at a meeting of Shareholders of the Sub-Fund to be merged instead of being taken by the directors. At such Sub-Fund meeting, no quorum shall be required and the decision to merge must be approved by Shareholders holding at least a simple majority of the Shares present or represented. In case of a merger of a Sub-Fund where, as a result, the Company ceases to exist, the merger shall be decided by a meeting of Shareholders resolving in accordance with the quorum and majority requirements for changing the Articles of Incorporation.

#### **C. AMALGATION OF CLASSES**

The Board of Directors may also decide to amalgamate different Classes of the same Sub-Fund after a simple notification to the shareholders concerned.

#### **D. SPLIT OF CLASSES IN A SUB-FUND**

The general meeting of Shareholders of a Class, resolving with a simple majority of the Shares represented, may consolidate or split the Shares of such Sub-Fund.

### **4. MEETINGS**

The annual general meeting of Shareholders will be held at the registered office of the Company in Luxembourg on the second Tuesday of the month of May of each year at 3.00 p.m. or, if any such day is not a bank business day in Luxembourg, on the next following bank

business day. If permitted by and under the conditions set forth in Luxembourg laws and regulations and in the Articles of Incorporation, the annual general meeting of Shareholders may be held at a date, time or place other than those set forth in the preceding sentence, that date, time or place to be decided by the Board of Directors. Notices of general meetings shall be given in accordance with Luxembourg law. Notices of general meetings will in principle be sent to the holders of Shares by registered post prior to the meeting at their addresses shown on the register of Shareholders and/or, to the extent required by, and in compliance with the provisions of, the Luxembourg law of 10 August 1915 on commercial companies (as amended), will be published in the *Recueil Electronique des Sociétés et Associations* and in a Luxembourg daily newspaper. Such notices will include the agenda and will specify the time and place of the meeting and the conditions of admission. Such notices will also refer to the rules of quorum and majorities required by Luxembourg law and laid down in Articles 67 and 67-1 of the Luxembourg law of 10th August 1915 on commercial companies (as amended) and in the Articles of Incorporation of the Company. Under the conditions set forth in Luxembourg laws and regulations, the notice of any general meeting of Shareholders may provide that the quorum and the majority at this general meeting shall be determined according to the Shares issued and outstanding at midnight (Luxembourg time) on the fifth day preceding the general meeting (the "Record Date"), whereas the right of a Shareholder to attend a general meeting of Shareholders and to exercise the voting rights attaching to his Shares shall be determined by reference to the Shares held by this Shareholder as at the Record Date.

Each Share confers the right to one vote. The vote on the payment of a dividend to the holders of Shares of a particular Sub-Fund requires approval by a majority of votes cast at a separate meeting of Shareholders of the Sub-Fund concerned. Any change in the Articles of Incorporation affecting the rights of holders of Shares of a particular Sub-Fund must be approved by the required majority of votes cast in favour of a separate resolution at each of a general meeting of the Company and a separate meeting of the Shareholders of the Sub-Fund concerned.

## **5. REPORTS AND ACCOUNTS**

The Company's accounting year ends on 31st December in each year.

Audited annual reports shall be published within four (4) months following the end of the accounting year and unaudited semi-annual reports shall be published within two (2) months following the end of period to which they refer. The annual and semi-annual reports are available at the registered office of the Depositary during ordinary office hours.

The reference currency of the Company is USD. The aforesaid reports will comprise consolidated accounts of the Company expressed in USD as well as information relating to each Sub-Fund expressed in the reference currency of that Sub-Fund as disclosed in the relevant Annex.

## **6. DURATION AND LIQUIDATION OF THE COMPANY**

The Company is incorporated for an unlimited period and liquidation normally must be decided upon by an extraordinary general meeting of Shareholders. Such a meeting must be convened if the net assets of the Company become less than two thirds of the minimum capital required by Luxembourg law.

Should the Company be liquidated, such liquidation shall be carried out in accordance with the provisions of the 2010 Law, which specifies the steps to be taken to enable Shareholders to participate in the liquidation distributions and in this connection provides for deposit in escrow at the *Caisse de Consignation* in Luxembourg of any such amounts which it has not been possible to distribute to the Shareholders at the close of liquidation. Amounts not claimed within the prescribed period are liable to be forfeited in accordance with the provisions of Luxembourg law.

The net liquidation proceeds of each Sub-Fund shall be distributed to the Shareholders of the relevant Sub-Fund in proportion to their respective holdings.

## **7. ALLOCATION OF ASSETS AND LIABILITIES AMONG THE SUB-FUNDS**

For the purpose of allocating the assets and liabilities between the Sub-Funds, the Board of Directors of the Company has in accordance with Article 181 of the 2010 Law established a pool of assets for each Sub-Fund in the following manner:

- a) the proceeds from the issue of each Share of a Sub-Fund are to be applied in the books of the Company to the pool of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable thereto are applied to such pool subject to the provisions set forth hereafter;
- b) an asset derived from another asset is applied in the books of the Company to the same pool as the asset from which it was derived. On each revaluation of an asset, the increase or diminution in value is applied to the relevant pool;
- c) where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability is allocated to the relevant pool;
- d) where any asset or liability of the Company cannot be considered attributable to a particular pool, such asset or liability is allocated to all the pools in equal parts or, if the amounts so justify, pro rata to the respective net asset values of the relevant Sub-Funds;
- e) upon a distribution to the holders of Shares in any Sub-Fund, the net asset value of such Sub-Fund shall be reduced by the amount of such distribution.

Under the Articles of Incorporation of the Company, the Board of Directors of the Company may decide to create within each Sub-Fund two or more Classes of Shares the assets of which will be commonly invested pursuant to the specific investment policy of the Sub-Fund concerned but subject to specific sales and/or redemption charge structures, fee structures, distribution structure, marketing target, hedging policies or other specific features applied to each Class. If there have been created within the same Sub-Fund two or several Classes, the allocation rules set out above in relation to Sub-Funds shall apply, mutatis mutandis, to such Classes.

## **8. DETERMINATION OF THE NET ASSET VALUE OF SHARES**

The net asset value of the Shares of each Sub-Fund is expressed in the reference currency of the Sub-Fund or Class concerned as specified in the relevant Annex. It shall be determined in respect of any Valuation Day by dividing the net assets attributable to each Sub-Fund by the number of Shares of such Sub-Fund then outstanding. The net assets of each Sub-Fund or Class are made up of the value of the assets attributable to such Sub-Fund or Class less the total liabilities attributable to such Sub-Fund or Class calculated at such time as the Board of Directors of the Company shall have set for such purpose (see in Section "10) GENERAL INFORMATION, 7. Allocation of Assets and Liabilities among the Sub-Funds").

The value of the assets of the Company shall be determined as follows:

- a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Company may consider appropriate in such case to reflect the true value thereof;
- b) the value of securities and/or financial derivative instruments which are quoted or dealt on any stock exchange shall be based on the latest available closing price and each security traded on any other organised market shall be valued in a manner as similar as possible to that provided for quoted securities.

For securities, for which trading on the relevant stock exchanges is thin and secondary market trading is done between dealers who, as main market makers, offer prices in response to market conditions, the Company may decide to value such securities in line with the prices so established;

- c) for non-quoted securities or securities not traded or dealt on any stock exchange or other organised market, as well as quoted or non-quoted securities on such other market for which no valuation price is available, or securities for which the quoted prices are not representative of the fair market value, the value thereof shall be determined prudently and in good faith on the basis of foreseeable sales prices;

- d) liquid assets and Money Market Instruments may be valued at face value plus any accrued interests;
- e) the value of assets denominated in a currency other than the reference currency of a Sub-Fund or Class shall be determined by taking into account the last available middle market rate. In that context, account shall be taken of hedging instruments used to cover foreign exchange risks;
- f) the financial derivative instruments which are not listed on any official stock exchange or traded on any other organised market will be valued in accordance with market practice;
- g) shares or units in underlying open-ended investment funds shall be valued at their last available net asset value reduced by any applicable charges.

The Company is authorised to apply other adequate valuation principles for the assets of the Company and/or the assets of a given Sub-Fund if the aforesaid valuation methods appear impossible or inappropriate provided that one set of rules shall be applied to the valuation of all assets allocated to a Sub-Fund.

In circumstances where the interests of the Company or its Shareholders so justify (avoidance of market timing practices, for example), the Board of Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets.

The net asset value per Share of each Sub-Fund and the issue and redemption price thereof are available at the registered office of the Company and of each Paying Agent.

## **9. SWING PRICING ADJUSTMENT**

A Sub-Fund may suffer a reduction in value, known as "dilution" when trading the underlying investments as a result of net inflows or net outflows of the respective Sub-Fund. This is due to transaction charges and other costs that may be incurred by liquidating and purchasing the underlying assets and the spreads between the buying and selling prices.

In order to counter this effect and to protect Shareholders' interests, the Company may adopt a swing pricing mechanism as part of its valuation policy. This means that in certain circumstances the Company may make adjustments to the net asset value per Share to counter the impact of dealing and other costs on occasions when these are deemed to be significant.

If on any Valuation Day, the aggregate net investor(s) transactions in a Sub-Fund exceed a pre-determined threshold, the net asset value per Share may be adjusted upwards or downwards to reflect the costs attributable. Typically, such adjustments will increase the net asset value per Share when there are net subscriptions into the Sub-Fund and decrease the net asset value per Share when there are net redemptions out of the Sub-Fund. The Company is responsible for setting the threshold, which will be a percentage of the net assets of the respective Sub-Fund. The threshold is based on objective criteria such as the size of a Sub-Fund and the dealing costs for a Sub-Fund, and may be revised from time to time.

The swing pricing mechanism may be applied across all Sub-Funds of the Company. The percentage by which the net asset value per Share is adjusted will be set by the Company and subsequently reviewed on a periodic basis to reflect an approximation of current dealing and other costs. The extent of the adjustment may vary from Sub-Fund to Sub-Fund due to different transaction costs in certain jurisdictions on the sell and the buy side, but may not exceed 1% of the original net asset value per Share. The net asset value per Share of each Share Class in a Sub-Fund will be calculated separately but any adjustment will be made on Sub-Fund level and in percentage terms, equally affecting the net asset value per Share of each Share Class. If swing pricing is applied to a Sub-Fund on a particular Valuation Day, the net asset value adjustment will be applicable to all transactions placed on that day.

Investors are advised that as a consequence of the application of swing pricing, the volatility of the Sub-Fund's net asset value may be higher than the volatility of the Sub-Fund's underlying portfolio.

## **10. TEMPORARY SUSPENSION OF ISSUES, REDEMPTIONS AND SWITCHING**

The Board of Directors of the Company has the power to suspend the determination of the net asset value of the Shares of one or several Sub-Funds during:

- a) any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the Sub-Fund concerned is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; or
- b) the existence of any state of affairs which constitutes an emergency, as a result of which disposal or valuation of assets of the Sub-Fund concerned would be impracticable or detrimental to the interests of holders of Shares of that Sub-Fund; or
- c) any disruption in the means of communication or computation normally employed in determining the price or value of the assets of the Sub-Fund concerned or the current prices or values on any market or stock exchange; or
- d) any period when the Company is unable to repatriate funds for the purpose of making substantial payments on the redemption of Shares or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption

of Shares cannot in the opinion of the Board of Directors of the Company be effected at normal rates of exchange; or

- e) if the Company is being or may be wound-up, on or following the date on which notice is given of the general meeting of Shareholders at which a resolution to wind- up the Company is to be proposed, if such a suspension is in the interest of the Shareholders; or
- f) any period when in the opinion of the Board of Directors there exist circumstances outside of the control of the Company where it would be impracticable or unfair towards the Shareholders to continue dealing in Shares of any Sub-Fund of the Company; or
- g) where the Master UCITS of a Feeder UCITS temporarily suspends the repurchase, redemption or subscription of its units, whether at its own initiative or at the request of its competent authorities.

The issue, redemption and switching of Shares in the Sub-Fund(s) concerned will also be suspended during any such period where the net asset value is not determined.

Any redemption or switching request made or in abeyance during such a suspension period may be withdrawn by written notice to be received by the Company before the end of such suspension period. Should such withdrawal not be effected, the Shares in question shall be redeemed or switched on the first Valuation Day following the termination of the suspension period. In the event of such period being extended, notice shall be published in newspapers in the countries where the Company's Shares are sold. Investors who have requested the issue, redemption or switching of Shares shall be informed of such suspension when such request is made.

## **11. INVESTMENT RESTRICTIONS**

I. (1) The Company may invest in:

- a) Transferable Securities and Money Market Instruments admitted to or dealt in on a Regulated Market;
- b) recently issued Transferable Securities and Money Market Instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market and such admission is secured within one year of the issue;
- c) units/shares of UCITS and/or other UCIs, whether situated in an EU member state or not, provided that:
  - such other UCIs are authorised under laws which state that they are subject to supervision considered by the *Commission de*

*Surveillance du Secteur Financier* ("CSSF") as equivalent to that laid down in Community law and that co-operation between authorities is sufficiently ensured;

- the level of protection for unitholders/shareholders in such other UCIs is equivalent to that provided for unitholders/shareholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of UCITS Directive;
  - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period;
  - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units/shares of other UCITS or other UCIs.
- d) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;
- e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market and/or financial derivative instruments dealt in Over-The-Counter ("OTC derivatives"), provided that:
- the underlying consists of instruments covered by this Section (I) (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Sub-Fund may invest according to its investment objective;
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF;

- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;

and/or

- f) Money Market Instruments other than those dealt in on a Regulated Market, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
  - issued or guaranteed by a central, regional or local authority or by a central bank of an EU member state, the European Central Bank, the EU or the European Investment Bank, a non-EU member state or, in case of a federal state, by one of the members making up the federation, or by a public international body to which one or more EU member states belong; or
  - issued by an undertaking any securities of which are dealt in on Regulated Markets; or
  - issued or guaranteed by a an establishment subject to prudential supervision, in accordance with criteria defined in Community legislation, 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 in the Community legislation; or
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EURO 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth directive 78/660/EEC, 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) In addition, the Company may invest a maximum of 10% of the net assets of any Sub-Fund in Transferable Securities and Money Market Instruments other than those referred to under (1) above.

II. The Company may hold ancillary liquid assets.

- III. a) (i) The Company will invest no more than 10% of the net assets of any Sub-Fund in Transferable Securities or Money Market Instruments issued by the same issuing body.
- (ii) The Company may not invest more than 20% of the net assets of any Sub-Fund in deposits made with the same body.
- (iii) The risk exposure of a Sub-Fund to a counterparty in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in I. (1) d) above or 5% of its net assets in other cases.
- b) Moreover, where the Company holds on behalf of a Sub-Fund investment in Transferable Securities and Money Market Instruments of issuing bodies which individually exceed 5% of the net assets of such Sub-Fund, the total of all such investments must not account for more than 40% of the total net assets of such Sub-Fund.

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph a), the Company may not combine for each Sub-Fund:

- investments in Transferable Securities or Money Market Instruments issued by a single body;
- deposits made with the same body; and/or
- exposure arising from OTC derivative transactions undertaken with the same body;

in excess of 20% of its net assets.

- c) The limit of 10% laid down in sub-paragraph a) (i) above is increased to a maximum of 35% in respect of Transferable Securities or Money Market Instruments which are issued or guaranteed by an EU member state, its local

authorities, or by a third country or by public international bodies of which one or more EU member states are members.

- d) The limit of 10% laid down in sub-paragraph a) (i) is increased to 25% for certain bonds when they are issued by a credit institution which has its registered office in a member state of the EU and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If a Sub-Fund invests more than 5% of its net assets in the bonds referred to in this sub-paragraph and issued by one issuer, the total value of such investments may not exceed 80% of the net assets of the Sub-Fund.

- e) The Transferable Securities and Money Market Instruments referred to in paragraphs c) and d) shall not be included in the calculation of the limit of 40% in paragraph b).

The limits set out in paragraphs a), b), c) and d) may not be aggregated and, accordingly, investments in Transferable Securities or Money Market Instruments issued by the same issuing body, in deposits or in derivative instruments effected with the same issuing body may not, in any event, exceed a total of 35% of any Sub-Fund's net assets.

Companies which are part of the same group for the purposes of the establishment of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph III.

The Company may cumulatively invest up to 20% of the net assets of a Sub-Fund in Transferable Securities and Money Market Instruments within the same group.

- f) **Notwithstanding the above provisions, the Company is authorised to invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State of the EU, by its local authorities or agencies, or by a state accepted by the CSSF (being at the date of this Prospectus OECD Member States, Singapore or any member state of the Group of Twenty) or by public international bodies of which one**

**or more Member States of the EU are members, provided that such Sub-Fund must hold securities from at least six different issues and securities from one issue do not account for more than 30% of the net assets of such Sub-Fund.**

- IV. a) Without prejudice to the limits laid down in paragraph V., the limits provided in paragraph III. are raised to a maximum of 20% for investments in shares and/or bonds issued by the same issuing body if the aim of the investment policy of a Sub-Fund is to replicate the composition of a certain stock or bond index which is recognised by the CSSF and is sufficiently diversified, represents an adequate benchmark for the market to which it refers, is published in an appropriate manner and disclosed in the relevant Sub-Fund's investment policy.
- b) The limit laid down in paragraph a) is raised to 35% where this proves to be justified by exceptional market conditions, in particular on Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.
- V. a) The Company may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.
- b) The Sub-Fund may acquire no more than:
- 10% of the non-voting shares of the same issuer;
  - 10% of the debt securities of the same issuer;
  - 10% of the Money Market Instruments of the same issuer.
- c) These limits under second and third indents 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 instruments in issue cannot be calculated.

The provisions of paragraph V. shall not be applicable to Transferable Securities and Money Market Instruments issued or guaranteed by a member state of the EU or its local authorities or by a non-member state of the EU, or issued by public international bodies of which one or more member states of the EU are members.

These provisions are also waived as regards shares held by the Company in the capital of a company incorporated in a non-member state of the EU which invests its assets mainly in the securities of issuing bodies having their registered office in that state, where under the legislation of that state, such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that state provided

that the investment policy of the company from the non-member state of the EU complies with the limits laid down in paragraph III., V. and VI. a), b), and c).

- VI. a) The Company may acquire units/shares of the UCITS and/or other UCIs referred to in paragraph I) (1) c), provided that no more than 10% of a Sub-Fund's net assets be invested in the units/shares of UCITS or other UCIs or in one single such UCITS or other UCI unless otherwise provided for in the relevant Annex for a particular Sub-Fund.
- b) If a Sub-Fund is allowed to invest more than 10% of its net assets in units/shares of UCITS and/or UCIs, such Sub-Fund may not invest more than 20% of its net assets in units/shares of a single UCITS or other UCI. Investments made in units/shares of UCIs other than UCITS may not, in aggregate, exceed 30% of the net assets of a Sub-Fund.
- c) The underlying investments held by the UCITS or other UCIs in which the Company invests do not have to be considered for the purpose of the investment restrictions set forth under paragraph III. above.
- d) When the Company invests in the units/shares of UCITS and/or other UCIs that are managed, directly or by delegation, by the 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 Management Company or other company cannot charge subscription or redemption fees on account of the Company's investment in the units of such other UCITS and/or UCIs.

If any Sub-Fund's investments in UCITS and other UCIs constitute a substantial proportion of the Sub-Fund's assets, the total management fee (excluding any performance fee, if any) charged both to such Sub-Fund itself and the other UCITS and/or other UCIs concerned shall not exceed 3% of the relevant assets. The Company will indicate in its annual report the total management fees charged both to the relevant Sub-Fund and to the UCITS and other UCIs in which such Sub-Fund has invested during the relevant period.

- e) The Company may acquire no more than 25% of the units/shares of the same UCITS or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units/shares in issue cannot be calculated. In case of a UCITS or other UCI with multiple compartments, this restriction is applicable by reference to all units/shares issued by the UCITS or other UCI concerned, all compartments combined.
- VII. The Company shall ensure for each Sub-Fund that the global exposure relating to derivative instruments does not exceed the net assets of the relevant Sub-Fund.

The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

If the Company invests in financial derivative instruments, the exposure to the underlying assets may not exceed in aggregate the investment limits laid down in paragraph III. above. When the Company invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in paragraph III.

When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this paragraph VII.

VIII. a) The Company may not borrow for the account of any Sub-Fund amounts in excess of 10% of the net assets of that Sub-Fund, any such borrowings to be from banks and to be effected only on a temporary basis, provided that the Company may acquire foreign currencies by means of back to back loans.

b) The Company may not grant loans to or act as guarantor on behalf of third parties.

This restriction shall not prevent the Company from (i) acquiring Transferable Securities, Money Market Instruments or other financial instruments referred to in I. (1) c), e) and f) which are not fully paid, and (ii) performing permitted Securities Lending activities, that shall not be deemed to constitute the making of a loan.

c) The Company may not carry out uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments.

d) The Company may not acquire movable or immovable property.

e) The Company may not acquire either precious metals or certificates representing them.

IX. a) The Company needs not comply with the limits laid down in the above mentioned investment restrictions when exercising subscription rights attaching to Transferable Securities or Money Market Instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Sub-Funds may derogate from paragraphs III., IV. and VI. a), b) and c) for a period of six months following the date of their creation.

- b) If the limits referred to in paragraph a) are exceeded for reasons beyond the control of the Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its Shareholders.
- c) To the extent that an issuer is a legal entity with multiple compartments where the assets of the compartment are exclusively reserved to the investors in such compartment and to those creditors whose claim has arisen in connection with the creation, operation or liquidation of that compartment, each compartment is to be considered as a separate issuer for the purpose of the application of the risk spreading rules set out in paragraphs III., IV. and VI.

The Company may adopt further investment restrictions in order to conform to the requirements of such countries where the Shares of the Company shall be distributed.

X. A Sub-Fund (the "Investing Sub-Fund") may subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds (each, a "Target Sub-Fund") without the Company being subject to the requirements of the Luxembourg law of 10th August 1915 on commercial companies (as amended) with respect to the subscription, acquisition and/or the holding by a company of its own shares, under the condition however that:

- the Target Sub-Fund(s) do(es) not, in turn, invest in the Investing Sub-Fund invested in this (these) Target Sub-Fund(s); and
- no more than 10% of the assets that the Target Sub-Fund(s) whose acquisition is contemplated may be invested in units of other Target Sub-Funds; and
- voting rights, if any, attaching to the Shares of the Target Sub-Fund(s) are suspended for as long as they are held by the Investing Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- in any event, for as long as these securities are held by the Investing Sub-Fund, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purposes of verifying the minimum threshold of the net assets imposed by the 2010 Law.

XI. Under the conditions and within the limits laid down by the 2010 Law, the Company may, to the widest extent permitted by the Luxembourg laws and regulations (i) create any Sub-Fund qualifying either as a feeder UCITS (a "Feeder UCITS") or as a master UCITS (a "Master UCITS"), (ii) convert any existing Sub-Fund into a Feeder UCITS, or (iii) change the Master UCITS of any of its Feeder UCITS.

A Feeder UCITS shall invest at least 85% of its assets in the units of another Master UCITS.

A Feeder UCITS may hold 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 purposes.

## **12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS**

Within the limits set forth hereafter, the Company may employ techniques and instruments for the purpose of hedging and efficient portfolio management under the conditions and within the limits laid down by law, regulation and administrative practice and as described below:

- a) With respect to options on securities:
  - i) the Company may not invest in put or call options on securities unless:
    - such options are quoted on a stock exchange or traded on a Regulated Market; and
    - the acquisition price of such options does not exceed, in terms of premium, 15% of the total net assets of the relevant Sub-Fund;
  - ii) the Company may not write call options on securities that it does not own unless the aggregate of the exercise prices of such call options does not exceed 25% of the net asset value of the relevant Sub-Fund;
  - iii) the Company may not write put options on securities unless the relevant Sub-Fund holds sufficient liquid assets to cover the aggregate of the exercise prices of such options written.
- b) The Company may, for the purpose of hedging currency risks, enter into forward currency contracts or write call options or purchase put options on currencies provided however that the transactions made in one currency in respect of one Sub-Fund may in principle not exceed the valuation of the aggregate assets of such Sub-Fund denominated in that currency (or currencies which are likely to fluctuate in the same manner) nor exceed the period during which such assets are held.

The Company may only enter into forward currency contracts if they constitute private agreements with highly rated financial institutions specialised in this type of transaction

and may only write call options and purchase put options on currencies if they are traded on a Regulated Market operating regularly, being recognised and open to the public.

- c) The Company may not deal in financial futures, except that:
  - i) for the purpose of hedging the risk of the fluctuation of the value of the portfolio securities of its Sub-Funds, the Company may sell stock index futures provided that there exists sufficient correlation between the composition of the index used and the corresponding portfolio of the relevant Sub-Fund;
  - ii) for the purpose of efficient portfolio management, the Company may, in respect of each Sub-Fund, purchase and sell futures contracts on any kind of financial instruments provided that the aggregate commitments in connection with such purchase and sale transactions together with the amount of the commitments relating to the writing of call and put options on Transferable Securities (referred to under a) ii) and iii) above and d) below) does not exceed at any time the value of the net assets of the Sub-Fund;
  
- d) The Company may not deal in index options except that:
  - i) for the purpose of hedging the risk of the fluctuation of the value of the portfolio securities of its Sub-Funds, the Company may sell call options on indices or purchase put options on indices provided there exists a sufficient correlation between the composition of the index used and the corresponding portfolio of the relevant Sub-Fund. The value of the underlying securities included in the relevant index option shall not exceed, together with outstanding commitments in financial futures contracts entered into for the same purpose, the aggregate value of the portion of the securities portfolio to be hedged; and
  - ii) for the purpose of efficient portfolio management the Company may, in respect of each Sub-Fund, purchase and sell options on any kind of financial instruments provided that the aggregate commitments in connection with such purchase and sale transactions together with the amount of the commitments relating to the writing of call and put options on Transferable Securities (referred to under a) ii) and iii) above) and the purchase and sale of futures contracts or financial instruments (referred to under c) ii) above) does not exceed at any time the value of the net assets of the Sub-Fund;
    - provided however that the aggregate acquisition cost (in terms of premiums paid) of options on securities, index options, interest rate options and options on any kind of financial instruments purchased by the Company in respect of a particular Sub-Fund shall not exceed 15% of the total net assets of the relevant Sub-Fund;

- provided that the Company may only enter into the transactions referred to in paragraphs c) and d) above, if these transactions concern contracts which are traded on a Regulated Market operating regularly, being recognised and open to the public.

If a Sub-Fund invests in index-based derivatives, the information required under the ESMA Guidelines on ETFs and other UCITS issues dated 1 August 2014, ESMA/2014/937 (the "ESMA Guidelines") shall be disclosed in the relevant Annex for such Sub-Fund.

- e) The Company may sell interest rate futures contracts for the purpose of hedging against interest rate fluctuations. It may also for the same purpose write call options or purchase put options on interest rates or enter into interest rate swaps by private agreement with highly rated financial institutions specialised in this type of operation. In principle, the aggregate of the commitments of each Sub-Fund relating to futures contracts, options and swap transactions on interest rates may not exceed the aggregate estimated market value of the assets to be hedged and held by the Sub-Fund in the currency corresponding to those contracts.
- f) With respect to options referred to under a), b), d) and e) above, the Company may enter into Over-The-Counter ("OTC") option transactions with the counterparties which satisfy the conditions set out under h) below.
- g) To the maximum extent allowed by, and within the limits set forth in applicable Luxembourg regulations, including the 2010 Law as well as any present or future related Luxembourg laws or implementing regulations, CSSF's circulars, in particular the provisions of (i) Article 11 of the Grand-Ducal regulation of 8 February 2008 relating to certain definitions of the law of 20 December 2002 on undertakings for collective investment, as amended, of (ii) CSSF Circular 08/356 (as amended) relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments, and of (iii) CSSF Circular 14/592 (as amended) relating to the ESMA Guidelines (as these pieces of regulations may be amended or replaced from time to time), each Sub-Fund may for the purpose of generating additional capital or income or for reducing costs or risks (A) engage in Securities Lending transactions, and (B) enter, either as purchaser or seller, into optional as well as non-optional Repurchase and Reverse Repurchase Transactions with highly rated financial institutions specialised in this type of transaction.

(A) *Securities Lending*

If a Sub-Fund uses Securities Lending, the maximum and the expected proportion of assets under management of the Sub-Fund that could be subject to securities lending will be set out in the relevant Annex for such Sub-Fund. Securities Lending aims to

generate additional income with an acceptably low level of risk. Certain risks, however, such as counterparty risk (e.g. borrower default) and market risk (e.g. decline in value of the collateral received or of the reinvested cash collateral) remain and need to be monitored. Securities held by a Sub-Fund that are lent will be held in custody by the Depositary (or a sub-custodian on the behalf of the Depositary) in a registered account opened in the Depositary's books for safekeeping. As of the date of this Prospectus, shares and debt securities are the only type of assets that may be subject to Securities Lending.

(B) *Repurchase and Reverse Repurchase Transactions*

If a Sub-Fund is actually engaged, either as purchaser or seller, in Repurchase or Reverse Repurchase Transactions in accordance with its investment policy, the maximum and expected proportion of assets under management of the Sub-Fund that could be subject to Repurchase or Reverse Repurchase Transactions will be set out in the relevant Annex for such Sub-Fund.

The following types of assets can be subject to Repurchase and Reverse Repurchase Transactions:

- short-term bank certificates or money market instruments such as defined within the Grand-Ducal Regulation;
  - bonds issued or guaranteed by a member state of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;
  - shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
  - bonds issued by non-governmental issuers offering an adequate liquidity;
  - shares quoted or negotiated on a regulated market of a Member State or on a stock exchange of a member state of the OECD, on the condition that these shares are included within a main index.
- h) If a Sub-Fund enters into Total Return Swap or invests in other financial instruments with similar characteristics, the type of assets, the maximum and the expected proportion of assets under management of the Sub-Fund that could be subject to Total Return Swaps and the information required under the ESMA Guidelines shall be disclosed in the relevant Annex for such Sub-Fund and assets held by the Sub-Fund will comply with the investment limits set out in Articles 52, 53, 54, 55 and 56 of the UCITS Directive. Should a Sub-Fund enter into such transactions, the purpose will be to generate additional capital or income and/or for reducing costs or risks. Each Sub-Fund may incur costs and fees (as further described under point (i) below) in connection with Total Return Swaps or other derivatives with similar characteristics, upon entering into

these instruments and/or any increase or decrease of their notional amount. The amount of these fees may be fixed or variable. Information on costs and fees incurred by each Sub-Fund in this respect, as well as the identity of the recipients and any affiliation they may have with the Depositary, the Investment Manager or the Management Company, if applicable, may be available in the annual report.

- i) With respect to OTC option transactions, Securities Lending, Repurchase and Reverse Repurchase Transactions and Total Return Swaps, the counterparties will be first class institutions which are either credit institutions or investment firms, which are subject to prudential supervision considered by the CSSF as equivalent to those prescribed by Community law. While there is no predetermined legal status or geographical criteria applied in the selection of the counterparties, these elements are typically taken into account in the selection process. The counterparties to such transactions will typically be organisations based in an OECD member state and will comply with Article 3 of the SFT Regulation. The counterparties will be selected from a list of authorized counterparties established by the Management Company, and whose short term and long term ratings so rated by Standard & Poor's or Moody's or Fitch Ratings must not be lower than BBB. The list of authorised counterparties may be amended with the consent of the Management Company. In case of Total Return Swaps, the counterparty will not assume any discretion over the composition of the Sub-Fund's portfolio or over the underlying of the Total Return Swap.

A majority of the gross revenues arising from OTC option transactions, Securities Lending, Repurchase and Reverse Repurchase Transactions and Total Return Swaps will be returned to the Sub-Fund. Details of such amounts and on the counterparties arranging the transactions will be disclosed in the annual report of the Company.

- j) With respect to transactions referred to under a), b), d), e), f), g), h) and i) above, all collateral used to reduce counterparty risk exposure shall comply with the following criteria at all times:
  - i) Any collateral received other than cash shall be highly liquid and traded 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 shall also comply with the provisions of Article 48 of the 2010 Law.
  - ii) Collateral received shall be valued on at least a daily basis using available market prices and taking into account appropriate haircut which will be determined for each asset class based on the haircut policy adopted by the Management Company. The collateral will be marked to market daily and may be subject to daily variation margin requirements. Assets that exhibit high price volatility shall not be accepted as collateral unless suitably conservative haircuts are in place.
  - iii) Collateral received shall be of high quality.

- iv) Collateral received shall be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
- v) Collateral shall 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 Fund receives from a counterparty of efficient portfolio management and OTC derivatives 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 shall 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 a Member State, one or more of its local authorities, an OECD member state, Singapore, Brazil, Indonesia, Russia or South Africa, or a public international body to which one or more Member States belong. In that case the Sub-Fund shall receive securities from at least six different issues, but securities from any single issue shall not account for more than 30% of the net asset value of the Sub-Fund.
- vi) Where there is a title transfer, the collateral received shall be held by the Depositary in a registered account opened in the Depositary books for safekeeping or one of its correspondents to which the Depositary has delegated the custody of such collateral. 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.
- vii) Collateral received shall be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.
- viii) Non-cash collateral received shall not be sold, re-invested or pledged.
- ix) Cash collateral shall only be:
- placed on deposit with entities prescribed in Article 41 (1) (f) of the 2010 Law;
  - invested in high-quality government bonds;
  - used for the purpose of reverse repurchase 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 ESMA Guidelines on a Common Definition of European Money Market Funds dated 19 May 2010.
- x) Re-invested cash collateral shall be diversified in accordance with the diversification requirements applicable to non-cash collateral.

*a. Eligible Collateral*

Collateral received shall predominantly be:

- (i) cash; and
- (ii) bonds issued or guaranteed by a Member State of the OECD or by their local authorities or supranational institutions and undertakings with EU, regional or world-wide scope.

*b. Haircut and Valuation*

Collateral received from the counterparty to an OTC derivative transaction may be offset against gross counterparty exposure provided it meets a range of standards, including those for liquidity, valuation, issuer credit quality, correlation and diversification. In offsetting collateral its value is reduced by a percentage (a "haircut") which provides, inter alia, a buffer against short term fluctuations in the value of the exposure and of the collateral. Collateral levels are maintained to ensure that net counterparty exposure does not exceed the limits per counterparty as set out. Following haircuts are applied by the Management Company (the Management Company reserves the right to vary this policy at any time in which case this Prospectus will be updated accordingly):

<b>Eligible Collateral</b>	<b>Remaining Maturity</b>	<b>Maximum Valuation Percentage</b>
Cash	N/A	100%
Bonds issued or guaranteed by a Member State of the OECD or by their local authorities or supranational institutions and undertakings with EU, regional or world-wide scope, and rated at least AA- by Standard & Poor's or Aa3 by Moody's.	less than 1 year	100%
	greater than 1 year but less than 5 years	98%
	greater than 5 years but less than 10 years	97%
	greater than 10 years but less than 30 years	95%

Collateral received from the counterparty to a securities lending transaction is typically a minimum of 100% of the market value of the lent securities.

The Board of Directors of the Company may decide to amend the limits set forth above regarding the use of investment techniques and instruments for any newly created Sub-Fund if this is justified by the specific investment policy of such Sub-Fund. Any derogation from the aforesaid investment restrictions will be disclosed in a paragraph relating to the Sub-Fund concerned.

### **13. RISK MANAGEMENT PROCESS**

The Management Company, on behalf of the Company, will employ a risk management process which enables it with the Investment Manager(s) and the Investment Sub-Manager (s) if any, of each Sub-Fund to monitor and measure reasonably at any time the risk of the positions and their contribution to the overall risk profile of each Sub-Fund. The Management Company or the Investment Manager(s) and the Investment Sub- Manager(s) if any of the relevant Sub-Fund, on behalf of the Company, will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

Unless otherwise provided in the relevant Annex for a particular Sub-Fund, the global exposure of each Sub-Fund is calculated using the commitment approach as detailed, in applicable laws and regulations, including but not limited to CSSF Circular 11/512. Should a Sub-Fund's global exposure be calculated using the VaR approach, this will be expressly disclosed in the relevant Annex.

#### **Commitment Approach**

Under the commitment approach, financial derivative positions are converted into the market value of the equivalent positions in the underlying asset.

#### **VaR approach**

VaR reports will be produced and monitored on a daily basis based on the following criteria:

- (a) one-tailed confidence interval of 99%;
- (b) holding period equivalent to 1 month (20 business days);
- (c) effective observation period (history) of risk factors of at least 1 year (250 business days) unless a shorter observation period is justified by a significant increase in price volatility (for instance extreme market conditions);
- (d) quarterly data set updates, or more frequent when market prices are subject to material changes;
- (e) at least daily calculation.

Stress testing will also be applied at a minimum of once per month.

## **14. MATERIAL CONTRACTS**

The following material contracts have been or shall be entered into:

- a) The Management Company Services Agreement dated as of 22nd January 2007, as amended, between the Company and the Management Company.
- b) The Depositary Agreement dated as of 8 July 2016, as amended, between the Company and Brown Brothers Harriman (Luxembourg) S.C.A.
- c) The Administration Agreement dated as of 24th May 2013, as amended, among the Company, the Management Company and Brown Brothers Harriman (Luxembourg) S.C.A.
- d) The Investment Advisory Agreement (and the Investment Sub-Advisory Agreements, if applicable) among the Company, the Management Company and the Investment Manager(s) (and the Investment Sub-Managers(s), if applicable).

## **15. PROCESSING OF PERSONAL DATA**

The Company and Nikko Asset Management Luxembourg S.A. (the "Controllers") jointly process information relating to several categories of identified or identifiable natural persons (including, in particular but not only, prospective or existing investors, their beneficial owners and other natural persons related to prospective or existing investors) who are hereby referred to as the "Data Subjects". This information has been, is and/or will be provided to, obtained by, or collected by or on behalf of, the Controllers directly from the Data Subjects or from other sources (including prospective or existing investors, intermediaries such as distributors, wealth managers and financial advisers, as well as public sources) and is hereby referred to as the "Data".

Detailed and updated information regarding this processing of Data by the Controllers is contained in a privacy notice (the "Privacy Notice"). All persons contacting, or otherwise dealing directly or indirectly with, any of the Controllers or their service providers in relation to the Company are invited to obtain and take the time to carefully consider and read the Privacy Notice.

Any question, enquiry or solicitation regarding the Privacy Notice and the processing of Data by the Controllers in general may be addressed to [dataprotection@nikkoam.com](mailto:dataprotection@nikkoam.com) or to 32-36 boulevard. d'Avranches, L-1160, Luxembourg, Grand Duchy of Luxembourg for the attention of Nikko Asset Management Luxembourg S.A, or by calling +352 (27) 0441 831.

### **Obtaining and accessing the Privacy Notice**

The Privacy Notice is available and can be accessed or obtained online [emea.nikkoam.com](http://emea.nikkoam.com), by calling +352 (24) 0441 831, or upon request addressed to [dataprotection@nikkoam.com](mailto:dataprotection@nikkoam.com) or to

32-36 boulevard. d'Avranches, L-1160, Luxembourg, Grand Duchy of Luxembourg for the attention of Nikko Asset Management Luxembourg S.A. The Privacy Notice is available in both paper and e-format.

The Privacy Notice notably sets out and describes in more detail:

- the legal basis for processing; and where applicable the categories of Data processed, from which source the Data originate, and the existence of automated decision making, including profiling;
- that Data will be disclosed to several categories of recipients; that certain of these recipients (the "Processors") are processing the Data on behalf of the Controllers; that the Processors include the majority of the service providers of the Controllers; and that Processors shall act as processors on behalf of the Controllers;
- that Data will be processed by the Controllers and the Processors for several purposes (the "Purposes") and that these Purposes include (i) the general holding, maintenance, management and administration of prospective and existing investment and interest in the Company, (ii) enabling the Processors to perform their services for the Fund, and (iii) complying with legal, regulatory and/or tax (including FATCA/CRS) obligations;
- that any communication (including telephone conversations) (i) may be recorded by the Controllers and the Processors and (ii) will be retained for a period of 10 years from the date of the recording;
- that Data may, and where appropriate will, be transferred outside of the European Economic Area, including to countries whose legislation does not ensure an adequate level of protection as regards the processing of personal data;
- that failure to provide certain Data may result in the inability to deal with, invest or maintain an investment or interest in, the Company;
- that Data will not be retained for longer than necessary with regard to the Purposes, in accordance with applicable laws and regulations, subject always to applicable legal minimum retention periods;
- that Data Subjects have certain rights in relation to the Data relating to them, including the right to request access to such Data, or have such Data rectified or deleted, the right to ask for the processing of such Data to be restricted or to object thereto, the right to portability or the right to lodge a complaint with the relevant data protection supervisory authority or the right to withdraw any consent after it was given.

All persons contacting, or otherwise dealing directly or indirectly with any of the Controllers or their service providers in relation to the Company, will likely be requested to formally acknowledge, agree, accept, represent, warrant and/or undertake (where applicable) that they have obtained and/or have been able to access the Privacy Notice; that the Privacy Notice may be amended at the sole discretion of the Controllers; that they may be notified of any change to

or update of the Privacy Notice by any means that the Controllers deem appropriate, including by public announcement; that they have authority to provide, or to cause or allow the provision, to the Controllers any Data relating to third-party natural persons that they provide, or cause or allow the provision, to the Controllers; that, if necessary and appropriate, they are required to obtain the (explicit) consent of the relevant third-party natural persons to such processing; that these third-party natural persons have been informed of the processing by the Controllers of the Data as described herein and their related rights; that these third-party natural persons have been informed of, and provided with, easy access to the Privacy Notice; that when notified of a change or update of the Privacy Notice they will continue this change or update to these third-party natural persons; that they and each of these third-party natural persons shall abide by any limitation of liability provision contained in the Privacy Notice; and that they shall indemnify and hold the Controllers harmless for and against adverse consequences arising from any breach of the foregoing.

## **11) DOCUMENTS AND INFORMATION AVAILABLE TO INVESTORS**

Copies of the contracts mentioned in Section 10) "GENERAL INFORMATION, 14. Material Contracts" above are available for inspection, and copies of the Articles of Incorporation of the Company, the current Prospectus, the KIIDs of the Classes of the Sub-Funds and the latest financial reports referred to in Section 10) "GENERAL INFORMATION, 5. Reports and Accounts" above may be obtained free of charge during normal office hours at the registered office of the Company in Luxembourg or at the addresses of the paying agents (or Transfer Agent or a distributor if applicable). The KIIDs are also available on the website: [emea.nikkoam.com](http://emea.nikkoam.com).

The issue and redemption prices are available at any time at the registered office of the Company and at the offices of the paying agents (or Transfer Agent or a distributor if applicable). The Company shall seek to have Share prices published adequately in the countries where the Shares are registered for public distribution.

Any information other than that contained in this Prospectus and in the documents mentioned therein or information commonly available to the public shall be considered as unauthorised.

## **12) HISTORIC PERFORMANCE**

The historic performance of each Sub-Fund of the Company is detailed in the KIID of each Class of such Sub-Fund that is available at the registered office of the Management Company and on the website [emea.nikkoam.com](http://emea.nikkoam.com).

### 13) BENCHMARK REGULATION

Regulation (EU) 2016/1011 of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "Benchmark Regulation") came into full effect on 1 January 2018. The Benchmark Regulation introduces a new requirement for all benchmark administrators providing indices which are used or intended to be used as benchmarks in the EU to be authorized or registered by the competent authority. In respect of the Sub-Funds, the Benchmark Regulation prohibits the use of benchmarks unless they are produced by an EU administrator authorized or registered by ESMA or are non-EU benchmarks that are included in ESMA's public register (the "Register") under the Benchmark Regulation's third country regime.

The benchmark MSCI Developed and Emerging Markets which is used by the Sub-Fund Nikko AM Global Equity Fund is provided by MSCI and is inscribed on the Register which can be found under <https://www.esma.europa.eu/benchmarks-register>. The benchmark JACI Investment Grade Total Return Index used by the Sub-Fund Nikko AM Asia Credit Fund provided by J.P Morgan benefits from the transitional arrangements afforded under the Benchmark Regulation and accordingly does not yet appear on the public register of administrators and benchmarks maintained by ESMA pursuant to Article 36 of the Benchmark Regulation. EU benchmark administrators not yet appearing on the Register should apply for authorization or registration as an administrator under Benchmark Regulation before 1 January 2020. Updated information on the public register maintained by the ESMA should be available by 1 January 2020 at the latest. Benchmark administrators located in a third country must comply with the third country regime provided for in the Benchmark Regulation. The Management Company will make available a written plan setting out the actions that will be taken in the event of the benchmarks materially changing or ceasing to be provided, on request and free of charges at its registered office in Luxembourg.

## ANNEX I – NIKKO AM ASIA-PACIFIC EX-JAPAN FUND

### 1. Name of the Sub-Fund

Nikko AM Asia-Pacific ex-Japan Fund

### 2. Investment Objectives and Policy

The Sub-Fund will pursue an investment strategy that blends bottom-up fundamental research and top-down views within the context of a centralised decision-making approach. The portfolio is designed to add value by exploiting stock price volatility, divergence of company quality and circumstances across the region. This is captured in the strategy's top-down approach and portfolio construction process.

The Sub-Fund is a multi-country fund for those investors who wish to invest in the Asia-Pacific basin (ex-Japan). The investment universe includes Taiwan, China, Hong Kong, Singapore, Malaysia, Thailand, Indonesia, the Philippines, Korea, Australia and New Zealand. Other Asia-Pacific basin countries may be added to the universe by the Board of Directors of the Company from time to time. Two thirds of the issuers shall have their registered office or the majority of their business in the mentioned countries respectively in the Asia-Pacific basin.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus, the Sub-Fund will make use of various equity and currency derivative instruments principally to hedge the Sub-Fund against market and currency risks, as well as to enhance returns in accordance with the principles of prudent and efficient portfolio management.

Where circumstances are appropriate, the Sub-Funds may hold ancillary liquid assets in current or deposit accounts or in regularly traded short term Money Market Instruments issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Risk Factors**

Investment in Shares of the Sub-Fund will be subject to the greater risks associated with investing in Asian securities, particularly securities which are listed securities, as many Asian markets are less developed than those of OECD countries. The risks include currency, economic and political risks, potential price volatility, lower liquidity and lower credit quality associated with securities traded in emerging markets.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

### **4. Profile of Suitable Investor**

The Sub-Fund is intended for investors who are willing to take on the risk in Asia-Pacific ex-Japan equity markets, seeking capital growth over the long term and not seeking current income from the investments.

### **5. Business Day**

Every day that is a bank business day in all the three of Luxembourg, London, and Singapore, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

### **6. Valuation Day**

Every day that is a Business Day.

### **7. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class X Shares USD are closed to subscriptions by new investors, however, they will continue to be available for subscriptions of existing Shareholders.

## **8. Issue of Shares**

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>				
<b>Share Class</b>	<b>Share Class Currency</b>			
	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>
Class A	100	10	10	10
Class B	10	10	10	10
Class D	10	10	10	10
Class X	100	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries if applicable.

An application form for Class A Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## 9. Redemption of Shares

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 10. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 11. Reference Currency

USD for the Sub-Fund

USD, GBP, EUR and CHF for Class A

USD, GBP, EUR and CHF for Class B

USD, GBP, EUR and CHF for Class D

USD for Class X

## 12. Fees and Expenses

	Class A	Class B	Class D	Class X
Management fees	0.75%	1.50%	0.75%	0.75%
Administration fees	up to 0.05%			

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

### 13. ISIN and Common Code

	ISIN	Common Code
Class A USD	LU0284860813	28486081
Class A GBP	LU1203164519	120316451
Class A EUR	LU1203164436	120316443
Class A CHF	LU1203164865	120316486
Class B USD	LU0383888194	38388819
Class B GBP	LU1203165672	120316567
Class B EUR	LU1203165599	120316559
Class B CHF	LU1203165839	120316583
Class D USD	LU1203166050	120316605
Class D GBP	LU1203166308	120316630
Class D EUR	LU1203166217	120316621
Class D CHF	LU1203166563	120316656
Class X USD	LU0063291016	6329101

## ANNEX II – NIKKO AM GLOBAL GREEN BOND FUND<sup>1</sup>

### 1. Name of the Sub-Fund

Nikko AM Global Green Bond Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve income and capital growth over the mid to long term through investing in bonds denominated in different currencies.

The Sub-Fund seeks to achieve this investment objective by primarily investing in bonds issued in multiple currencies by Sovereign, Supranational organisations and Agencies ("SSA") with its main focus on bonds issued for environmental purposes. The Investment Manager will make currency allocation decisions based on fundamental analysis and exposure to emerging market currencies may be obtained via derivatives. The Sub-Fund may also invest up to 30% of its portfolio in bonds issued by SSAs that are not issued for environmental purposes.

Under normal market conditions, the Sub-Fund intends to achieve a target gross return of 3% per annum over a rolling 3 to 5 year period. This target gross return is not fixed and may be subject to review and change in the future in consideration of prevailing market conditions.

Currency allocations will be determined by fundamental analysis in order to try to increase total return from currency appreciation and interest rates, and also in order to manage currency risk and ensure sufficient liquidity.

The Sub-Fund may invest in financial derivative instruments including foreign exchange forwards, swaps & non-deliverable forwards for hedging the Sub-Fund's currency exposure or for efficient portfolio management and investment purposes.

Where circumstances are appropriate, the Sub-Fund may hold ancillary liquid assets in current or deposit accounts held with the Depositary or with third parties that have a short term rating of at least A-1 by Standard & Poor's or P-1 by Moody's.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

---

<sup>1</sup> On 1<sup>st</sup> August 2018, the Sub-Fund changed its name from 'Nikko AM World Bank Green Fund' to 'Nikko AM Global Green Bond Fund'.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Risk Factors**

The Sub-Fund invests in bonds issued by international bodies and sovereign governments which carry high credit ratings and have a relatively low risk of default. Bonds pay a regular income and have a fixed maturity date and the risk of losing some or all of the assets invested is relatively low compared to many equity funds. However, bond prices fluctuate depending on the global economic and interest rate conditions, market liquidity, currency exchange rates and on the rate of inflation which may cause returns on bonds to be more or less attractive.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

### **4. Profile of Suitable Investor**

The Sub-Fund is intended for investors who are willing to take on foreign currency risk, including emerging market currency risk, seeking capital growth over the long term whilst retaining income within the Sub-Fund.

### **5. Business Day**

Every day that is a bank business day in both London and Luxembourg, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

### **6. Valuation Day**

Every day that is a Business Day.

## 7. Share Classes, Minimum Subscription and Minimum Holding

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF	USD 100,000 or equivalent in other currencies	USD 5,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 5,000 or equivalent in other currencies	-	USD 5,000 or equivalent in other currencies

## 8. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>				
<b>Share Class</b>	<b>Share Class Currency</b>			
	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>
Class A	10	10	10	10
Class B	10	10	10	10
Class D	10	10	10	10

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries (if applicable).

An application form for Class A Shares must be accompanied by a certified copy of the identification documents establishing the status of the Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **9. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## **10. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Europe Ltd as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## **11. Reference Currency**

USD for the Sub-Fund

USD, GBP, EUR and CHF for Class A

USD, GBP, EUR and CHF for Class B

USD, GBP, EUR and CHF for Class D

## 12. Fees and Expenses

	Class A	Class B	Class D
Management fees	0.45%	0.80%	0.45%
Administration fees	up to 0.05%		

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable, provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

Up until 31<sup>st</sup> July 2018, the Investment Manager was able to donate to the International Development Association or other organisations with a similar cause, a portion of the management fees representing up to 0.04% of the average daily net asset value of the Sub-Fund.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

## 13. ISIN and Common Code

	ISIN	Common Code
Class A USD	LU0489503028	48950302
Class A GBP	LU0489503374	48950337
Class A EUR	LU0489503291	48950329
Class A CHF	LU0794229244	79422924
Class B USD	LU0489503457	48950345
Class B GBP	LU1203163461	120316346
Class B EUR	LU1203163388	120316338
Class B CHF	LU1203163628	120316362
Class D USD	LU1044865761	104486576
Class D GBP	LU1203164196	120316419
Class D EUR	LU1203163891	120316389
Class D CHF	LU1203164279	120316427

## ANNEX III – NIKKO AM RMB BOND FUND

### 1. Name of the Sub-Fund

Nikko AM RMB Bond Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to provide stable capital appreciation over the medium to long term through seeking exposure to RMB and listed and unlisted RMB denominated fixed income instruments.

*The term "RMB" used herein refers to offshore RMB ("CNH") and not onshore RMB ("CNY").*

To achieve its investment objective, the Sub-Fund will invest primarily in a portfolio of RMB denominated certificates of deposits, fixed and floating bonds, convertible bonds, notes, bond and money market funds and such other fixed income instruments, issued outside of the People's Republic of China ("PRC") by governments, government entities, corporations and/or financial institutions (known collectively as "RMB Income Instruments"). There is no target industry or sector which will be invested by the Sub-Fund.

The investment strategy which will be adopted by the Sub-Fund is unconstrained with respect to any benchmarks. Through prudent duration management and careful credit selection, the Sub-Fund aims to provide yield enhancement to deposit returns.

The Sub-Fund may hold deposits denominated in RMB and may hold higher-than-normal cash levels in times of market volatility or continued market decline to protect the interest of the Sub-Fund.

The Sub-Fund may also invest in financial derivatives instruments, including, but not limited to, forward contracts, futures, and any other kinds of financial instruments for investment, hedging and efficient portfolio management purposes. Any currency hedging activities are at the Investment Manager's sole discretion, and include (but are not limited to) the hedging between the currency exposure of the non-USD investments of the Sub-Fund against USD.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Risk Factors**

Under each of the share classes of the Sub-Fund, the Investment Manager may or may not hedge the risks associated with RMB exposures arising from investments made by the Sub-Fund. In the event the Investment Manager decides to hedge such risks, the investors may not be able to benefit from any currency appreciation gains in RMB depending on the outcome of such hedging.

All share classes except Class B CNH Shares (as defined below under "7. Share Classes Minimum Subscription and Minimum Holding") are subject to the exchange risk against RMB because the investments made by the Sub-Fund will be denominated in RMB.

Investment in Shares of the Sub-Fund will be subject to the greater risks associated with investing in RMB Income Instruments which include currency risk, economic and political risk, potential price volatility risk, lower liquidity risk, and lower credit quality risk.

Onshore RMB (CNY) is not a freely convertible currency. The State Administration of Foreign Exchange ("SAFE"), under the authority of the PRC, controls the conversion of onshore RMB (CNY) into foreign currencies. There is no assurance that SAFE or other PRC regulatory authorities will not impose further restrictions on currency exchange that may limit the Sub-Fund's ability to convert onshore RMB (CNY) into foreign currencies.

Furthermore, there is currently no fixed exchange rate between the CNH exchange rate and the CNY exchange rate. Although the CNH exchange rate is closely correlated to the CNY exchange rate, the CNH exchange rate is also determined by market demand and supply and as such may trade at a premium or discount to the CNY exchange rate depending on the market conditions.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

#### 4. Profile of Suitable Investor

The Sub-Fund is intended for investors who are willing to take on the risk in the RMB bond markets and foreign currency risk, including RMB currency risk, seeking capital growth over the long term whilst retaining income within the Sub-Fund.

#### 5. Business Day

Every day that is a bank business day in all the four of Luxembourg, Singapore and Hong Kong, PRC, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

#### 6. Valuation Day

Every day that is a Business Day.

#### 7. Share Classes, Minimum Subscription and Minimum Holding

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B EUR Class B CHF Class B SGD Class B CNH	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 1,000 or equivalent in other currencies	-	USD 1,000 or equivalent in other currencies

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-

## 8. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>CNH</b>
Class A	n/a	10	10	10	10	n/a	n/a
Class B	1,000	10	n/a	10	10	10	10
Class D	n/a	10	10	10	10	n/a	n/a
Class S	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to three percent (3%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## 9. Redemption of Shares

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 10. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 11. Reference Currency

USD for the Sub-Fund

USD, GBP, EUR and CHF for Class A

JPY, USD, EUR, CHF, SGD, and CNH for Class B

USD, GBP, EUR and CHF for Class D

JPY for Class S

## 12. Fees and Expenses

	Class A	Class B	Class D	Class S
Management fees	0.50%	0.80%	0.50%	0.50%
Administration fees	up to 0.05%			

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable, provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The costs and expenses of establishing the Sub-Fund amount to approximately EUR 18,000 and shall be amortised over a period not exceeding five (5) years.

### 13. ISIN and Common Code

	ISIN	Common Code
Class A USD	LU0722514824	72251482
Class A GBP	LU1203163032	120316303
Class A EUR	LU1203162810	120316281
Class A CHF	LU1203163115	120316311
Class B JPY	LU0722515557	72251555
Class B USD	LU0722515045	72251504
Class B EUR	LU0722515128	72251512
Class B CHF	LU0722515391	72251539
Class B SGD	LU0722515474	72251547
Class B CNH	LU0722515631	72251563
Class D USD	LU1044865845	104486584
Class D GBP	LU1044866140	104486614
Class D EUR	LU1044865928	104486592
Class D CHF	LU1044866066	104486606
Class S JPY	LU0876683557	087668355

## ANNEX IV – NIKKO AM ASIA CREDIT FUND

### 1. Name of the Sub-Fund

Nikko AM Asia Credit Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to generate total return from the capital appreciation and income of investments in mainly USD denominated fixed income securities issued by sovereigns, quasi-sovereigns, supranationals and companies in the Asian region. The Asian region consists of but is not limited to countries such as China, Hong Kong SAR, Indonesia, India, South Korea, Malaysia, Philippines, Pakistan, Singapore, Thailand, Taiwan and Vietnam.

The investment focus of the Sub-Fund is to invest primarily in transferable securities of issuers being the members of the JACI Investment Grade Total Return Index ("Benchmark"), which is an investment-grade sub-index of the JP Morgan Asia Credit Index. The members of the Benchmark are rated at least BBB- by Standard & Poor's or Fitch, or Baa3 by Moody's ("Investment Grade").

From time to time, the Sub-Fund may invest in non-members of the Benchmark, which may be rated below Investment Grade (BB+ and below by Standard & Poor's or Fitch, or Ba1 or below by Moody's). The Investment Manager does not expect such allocation to exceed 20% of the Sub-Fund's net asset value at the point of investment.

The Investment Manager adopts several credit strategies to generate 'alpha' type of returns. These credit strategies include, but are not limited to:

**Fundamental** – Fundamental analysis of securities; buy improving credit and sell deteriorating credit.

**Relative Value** – Relative value trades; buy undervalued credit and sell overvalued credit.

**Momentum** – Credit cycle trades; defensive strategy (e.g. long High Grade during down cycles) vs. offensive strategy (e.g. long High Yield during up cycles).

**Sector Rotation** – Trades on uncorrelated sector cycles.

**Credit Rating** – Trading in anticipation of up and downgrades of credit ratings.

**Credit Duration** – Inverting/Flattening/Steepening of credit curves.

**Basis Trades** – Basis trades between cash and credit derivative instruments. The Sub-Fund does not have any target industry or sector.

On an ancillary basis, the Sub-Fund may within the limits imposed by applicable law and regulations hold cash and Money Market Instruments.

The Reference Currency of the Sub-Fund is the USD. Assets of the Sub-Fund may be denominated in currencies other than the Reference Currency of the Sub-Fund. In addition various share classes are denominated in a currency which is different to the Reference Currency. Therefore, each share class may be exposed to currency risk due to fluctuations in the different exchange rates. The Investment Manager may mitigate this risk by using various hedging strategies through the use of financial derivative instruments.

For efficient portfolio management as well as for hedging purposes, the Sub-Fund may seek to protect and enhance the asset value of the Sub-Fund through hedging and investment strategies consistent with the Sub-Fund's investment objectives by utilising financial derivative instruments. In particular the following financial derivative instruments may be used: options on securities, forward contracts, OTC options, interest rate swaps, credit default swaps, index futures, futures or options of any kind of financial instrument or structured notes such as credit-linked notes, equity-linked notes and index-linked notes.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Risk Factors**

Investors in the Sub-Fund should consider and satisfy themselves as to the risks of investing in the Sub-Fund. The following are some of the risk factors that should be considered by investors:

- (i) The income earned by the Sub-Fund may be affected by fluctuations in foreign exchange rates. The Investment Manager may or may not hedge such positions.
- (ii) An investment may entail interest rate risk due to fluctuations in market interest rates. Interest rates depend on demand and supply on the international money markets, which are in turn influenced by economic factors, speculation and interventions by central banks and government agencies as well as by other political factors.
- (iii) Credit risk involves the risk that an issuer of fixed-income securities held by the Sub-Fund (which may have low credit ratings) may default on its obligations to pay interest and repay principal, and the Sub-Fund will not recover its investment.
- (iv) The Investment Manager may hedge the Sub-Fund's investment in foreign currencies. The Investment Manager may seek to hedge the Sub-Fund's securities and other assets and liabilities against adverse currency and interest rate fluctuations by writing call options and purchasing or selling financial futures contracts and related options on currency and entering into forward foreign exchange transactions in currency.
- (v) Where the Sub-Fund engages in derivative instruments it is exposed to a potential counterparty risk. In the case of insolvency or default of the counterparty, such event would affect the assets of the Sub-Fund.
- (vi) There is the risk that the Sub-Fund will proportionally defer redemptions within the time period stated in the Prospectus, because of unusual market conditions, an unusually high volume of repurchase requests, or other reasons.
- (vii) In certain countries, there is the possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic developments which could affect investment in those countries. There may be less publicly available information about certain financial instruments than some investors would find customary and entities in some countries may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those to which certain investors may be accustomed. Certain financial markets, while generally growing in volume, have for the most part, substantially less volume than more developed markets, and securities of many companies are less liquid and their prices more volatile than securities of comparable companies in more sizable markets. There are also varying levels of government supervision and regulation of exchanges, financial institutions and issuers in various countries. In addition, the manner in which foreign investors may invest in securities in certain countries, as well as limitations on such investments, may affect the investment operations of the Sub-Fund.

Emerging country debt will be subject to high risk and will not be required to meet a minimum rating standard and may not be rated for creditworthiness by any internationally recognised credit rating organisation. The issuer or governmental

authority that controls the repayment of an emerging country's debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. As a result of the foregoing, a government obligor may default on its obligations. If such an event occurs, the Fund may have limited legal recourse against the issuer and/or guarantor.

Remedies must, in some cases, be pursued in the courts of the defaulting party itself, and the ability of the holder of foreign government debt securities to obtain recourse may be subject to the political climate in the relevant country. In addition, no assurance can be given that the holders of commercial debt will not contest payments to the holders of other foreign government debt obligations in the event of default under their commercial bank loan agreements.

Settlement systems in emerging markets may be less well organised than in developed markets. Thus there may be a risk that settlement may be delayed and that cash or securities of the Sub-Fund may be in jeopardy because of failures or of defects in the systems. In particular, market practice may require that payment shall be made prior to receipt of the security which is being purchased or that delivery of a security must be made before payment is received. In such cases, default by a broker or bank (the "Counterparty") through whom the relevant transaction is effected might result in a loss being suffered by the Sub-Fund investing in emerging market securities.

The Sub-Fund will seek, where possible, to use Counterparties whose financial status is such that this risk is reduced. However, there can be no certainty that the Sub-Fund will be successful in eliminating this risk for the Sub-Fund, particularly as Counterparties operating in emerging markets frequently lack the substance or financial resources of those in developed countries.

There may also be a danger that, because of uncertainties in the operation of settlement systems in individual markets, competing claims may arise in respect of securities held by or to be transferred to the Sub-Fund. Furthermore, compensation schemes may be non-existent or limited or inadequate to meet the Fund's claims in any of these events.

Investors should carefully consider the usual risks of investing and participating in listed and unlisted securities and seek professional advice from their tax consultants to determine the possible tax consequences of an investment in the Sub-Fund. Prices of securities may go down or up in response to changes in economic conditions, interest rates, and the market's perception of securities. These may cause the net asset value of Shares of the Sub-Fund to go down or up as the net asset value of the Shares of the Sub-Fund are based on the current market value of its investments. These investments may be affected by political instability as well as exchange controls, changes in taxation, foreign investment policies, default risks and other restrictions and controls which may be imposed by the relevant authorities in other countries. Fluctuations in foreign

exchange rates may have an impact on the income of the Sub-Fund and affect the net asset value of the Shares of the Sub-Fund.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

#### **4. Profile of Suitable Investor**

The Sub-Fund is intended for retail and institutional investors who have a medium to long term time horizon looking for an actively managed portfolio of fixed income securities of primarily Asian bond market issuers.

#### **5. Business Day**

Every day that is a bank business day in both Luxembourg and Singapore, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

#### **6. Valuation Day**

Every day that is a Business Day.

#### **7. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF	USD 100,000 or equivalent in other currencies	USD 5,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares</b>			
<b>Available Class P Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S GBP	GBP 1,000	-	-

## 8. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>					
<b>Share Class</b>	<b>Share Class Currency</b>				
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>
Class A	n/a	10	10	10	10
Class B	n/a	10	10	10	10
Class D	n/a	10	10	10	10
Class P	1.0000	n/a	n/a	n/a	n/a
Class S	100,000	n/a	1,000	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depository as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time)

on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **9. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

A redemption fee of up to one percent (1%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

Payment for Shares will generally be made within five (5) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 10. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 11. Reference Currency

USD for the Sub-Fund

USD, GBP, EUR and CHF for Class A

USD, GBP, EUR and CHF for Class B

USD, GBP, EUR and CHF for Class D

JPY for Class P

JPY and GBP for Class S

## 12. Dividend Policy

The Company may, from time to time, make distributions to Shareholders of a Class of Shares of the Sub-Fund of such amount and frequency as shall be determined by the Company, which shall be paid out of the net income and thereafter out of capital of the Sub-Fund attributable to such Share Class of the Sub-Fund.

In respect to Class A USD Shares and effective as from 20 January 2017, the Company may declare dividends semi-annually which, if declared, will be paid in cash. The net asset value per Share determined on the 20th day of July and January each year (if such day is not a Valuation Day, the next following Valuation Day) (an "Ex-Distribution Date") will be the ex-distribution net asset value per Share. A Shareholder who submits subscription documents on or before two Business Days immediately prior to the relevant Ex-Distribution Date will be entitled to receive relevant distributions. Subject to applicable law, the amount of distributions to be paid to Shareholders, if any, will be determined by the Company in its sole discretion. Distributions, if any, will be paid to the relevant Shareholders generally by the second business day following the relevant Ex-Distribution Date. For the purpose of this section, a business day shall mean a day other than Saturday or Sunday on which banks are open for normal business in Luxembourg and Singapore.

## 13. Fees and Expenses

	Class A	Class B	Class D	Class P	Class S
Management fees	0.45%	1.00%	0.45%	0.00%	0.20%
Administration fees	up to 0.05%				

The Management fees cover management company fees, investment management administration fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

#### 14. ISIN and Common Code

	ISIN	Common Code
Class A USD	LU0851080936	85108093
Class A GBP	LU1203161929	120316192
Class A EUR	LU0851081314	85108131
Class A CHF	LU1203162141	120316214
Class B USD	LU0851081405	85108140
Class B GBP	LU1203162570	120316257
Class B EUR	LU1203162497	120316249
Class B CHF	LU1203162737	120316273
Class D USD	LU1223158434	122315843
Class D GBP	LU1223158608	122315860
Class D EUR	LU1223158517	122315851
Class D CHF	LU1223158780	122315878
Class P JPY	LU1861555727	186155572
Class S JPY	LU0879052503	87905250
Class S GBP	LU1199643344	119964334

## ANNEX V – NIKKO AM GLOBAL EQUITY FUND

### 1. Name of the Sub-Fund

Nikko AM Global Equity Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve a long term capital growth.

The Sub-Fund will seek to achieve its investment objective primarily through investment in equity securities listed and traded on the stock exchanges in countries included in the developed and emerging markets as defined by MSCI.

The Investment Manager will select companies through a process of thorough research undertaken by its investment team. This research is primarily at the individual company level, but the team also undertakes some research that is more top-down in nature. The Sub-Fund will consist of holdings that are the best ideas generated by the Investment Manager through this research process.

Under normal market conditions, the Sub-Fund will invest at least 80% of its total net assets in equity securities; provided that this shall not apply during the time of the portfolio construction, or in the case where large subscription or redemption requests are received, termination of the Sub-Fund and in other extraordinary circumstances. The Sub-Fund will in principle be invested across a broad range of countries, industries and market sectors, including investments in issuers located in the emerging countries. Equity securities held by the Sub-Fund may include common stocks, preferred stocks, convertible bonds, warrants, depositary receipts, REITs and ETFs.

The Sub-Fund may hold on an ancillary basis liquid assets in current or deposit accounts or in regularly traded short term money market instruments denominated in USD or other currency issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

#### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio against the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

In accordance with the provisions of sub-section "2. The Shares" of section "10 General Information", the Sub-Fund may issue currency hedged Share Classes (each a "Currency Hedged Share Class"). For each Currency Hedged Share Class, the intention will be to systematically hedge its currency exposure against the Reference Currency of the Sub-Fund or, if expressly disclosed in section 9 below, to convert the constituent currency exposures of the underlying assets of the Sub-Fund into the Reference Currency of the Currency Hedged Share Class. There may be certain currency exposures of the underlying assets where it is impractical to apply the portfolio hedge.

It is generally intended to carry out such hedging through the utilization of various techniques, including entering into OTC currency forward contracts and foreign exchange swap agreements.

All costs and expenses incurred from the currency hedge transactions will be borne by the relevant Currency Hedged Share Class. Further, the Management Company may decide, in its sole discretion, to obtain calculation and execution services for the Currency Hedged Share Classes, fees of which shall be charged to the relevant Currency Hedged Share Classes, in addition to the Management fees.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of the Prospectus, the Sub-Fund may use financial derivative instruments for the purpose of hedging and efficient portfolio management.

#### **4. Additional Investment Restrictions**

The Sub-Fund may not invest more than 5% of its net assets in units/shares of other UCITS and/or UCIs; provided, however, such restriction shall not apply to investment in ETFs.

#### **5. Risk Factors**

The Sub-Fund invests in equity and equity-related securities throughout the world that provide exposure to emerging markets which tend to be more volatile than mature markets and its value could move sharply up or down. In some circumstances, the underlying investments may become illiquid which may constrain the Investment Manager's ability to realise some or all of the portfolio. The registration and settlement arrangements in emerging markets may be less developed than in more mature markets so the operational risks of investing are higher. Political risks and adverse economic circumstances are more likely to arise.

Shares Classes may be available in different currencies than the Reference Currency of the Sub-Fund, and therefore will be converted to the Reference Currency of the Sub-Fund at the point of investment. This investment will then be converted back to the Reference Currency of the Share Class at the point at which an investor withdraws their money from the Sub-Fund. The investor will therefore receive the return of the underlying investments in the Sub-Fund, as well as the currency movement between the Reference Currency of the Sub-Fund and the Reference Currency of the Share Class.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

#### **6. Profile of Suitable Investor**

The Sub-Fund is suitable for investors looking for capital appreciation by investing in equity securities worldwide for the long term.

#### **7. Business Day**

Every day that is a bank business day in all the three of Luxembourg, London and New York, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

#### **8. Valuation Day**

Every day that is a Business Day.

**9. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A GBP Class A EUR Class A CHF Class A SGD Class A AUD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 500,000 or equivalent in other currencies

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B GBP Class B EUR Class B CHF Class B SGD Class B AUD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D JPY Class D USD Class D GBP Class D EUR Class D CHF Class D SGD Class D AUD	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager. Class P JPY Hedged Shares will hedge its currency exposure against the constituent currencies of the underlying assets of the Sub-Fund, in accordance with the provisions of sub-section "2. The Shares" of section "10 General Information":

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class P JPY Hedged	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S GBP	GBP 1,000	-	-

## 10. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

Initial Offer Price per Share								
Share Class	Share Class Currency							
	JPY	JPY Hedged	USD	GBP	EUR	CHF	SGD	AUD
Class A	1,000	n/a	10	10	10	10	10	10
Class B	1,000	n/a	10	10	10	10	10	10
Class D	1,000	n/a	10	10	10	10	10	10
Class P	1.0000	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	100,000	n/a	n/a	1,000	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries (if applicable).

An application for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of the Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **11. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## **12. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Europe Ltd as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## **13. Reference Currency**

USD for the Sub-Fund

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class A

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class B

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class D

JPY for Class P  
 AUD for Class U  
 JPY and GBP for Class S

#### 14. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S
Management fees	0.75%	1.50%	0.75%	0.00%	0.00%	0.20%
Administration fees	up to 0.05%					

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable, provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

#### 15. ISIN and Common Code

	ISIN	Common Code
Class A JPY	LU1198275239	119827523
Class A USD	LU1198275312	119827531
Class A GBP	LU1198275403	119827540
Class A EUR	LU1198275585	119827558
Class A CHF	LU1198275668	119827566
Class A SGD	LU1198275742	119827574
Class A AUD	LU1198275825	119827582
Class B JPY	LU1198276047	119827604
Class B USD	LU1198276120	119827612

Class B GBP	LU1198276393	119827639
Class B EUR	LU1198276476	119827647
Class B CHF	LU1198276559	119827655
Class B SGD	LU1198276633	119827663
Class B AUD	LU1198276716	119827671
Class D JPY	LU1198276807	119827680
Class D USD	LU1198276989	119827698
Class D GBP	LU1198277011	119827701
Class D EUR	LU1198277102	119827710
Class D CHF	LU1198277367	119827736
Class D SGD	LU1198277441	119827744
Class D AUD	LU1198277524	119827752
Class P JPY	LU1314315117	131431511
Class P JPY Hedged	LU1766725102	176672510
Class U AUD	LU1198277797	119827779
Class S JPY	LU1198277870	119827787
Class S GBP	LU1198277953	119827795

## ANNEX VI – NIKKO AM GLOBAL MULTI ASSET FUND

### 1. Name of the Sub-Fund

Nikko AM Global Multi Asset Fund

### 2. Investment Objectives and Policy

The Sub-Fund seeks a total return over the medium to longer term.

The Sub-Fund will invest primarily in global equities and global fixed income securities directly, or indirectly through investment funds or financial derivative instruments. The Sub-Fund may also gain exposure to currencies and alternative assets classes such as (i) real estate through REITs, and (ii) commodities via financial derivative instruments on indices in accordance with Grand Ducal Regulation of 8 February 2008 or through investment funds such as ETFs.

The combination of the above asset classes will vary from time to time in response to changing market conditions. The Sub-Fund will seek to achieve the investment objective through active asset allocation among those asset classes.

The Sub-Fund normally expects to invest from across a broad range of countries, industries and market sectors, including investments in issuers located in countries with emerging markets.

In addition to the above asset classes, the Sub-Fund will employ relative value strategy by overlaying the portfolio. The investment in non-investment grade securities will be limited to 10% of the net asset value of the Sub-Fund.

The allocation process is driven by three principles: i) understanding the real drivers of asset price returns via dedicated in-house research; ii) allocating to appropriately priced risk, understanding that asset diversification does not equate to risk diversification; iii) focusing on downside risk protection with a proactive approach to limiting losses. The process starts with a neutral portfolio, which is optimised and stress tested to ensure the objectives are met with acceptable drawdowns over the appropriate time horizon. Current market views are formed from thorough asset class research, focusing on valuation, momentum and macro influences, which leads to a hierarchy of asset classes. These market views are then incorporated into the portfolio through dynamic asset allocation. A proactive and layered strategy is then adopted for downside risk management, focusing on limiting losses.

The Sub-Fund may hold on an ancillary basis liquid assets in current or deposit accounts or in regularly traded short term money market instruments denominated in U.S. Dollar or other currency issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio against the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

The Sub-Fund will not engage in currency hedging activities between the Reference Currency of the Sub-Fund and that of each Share Class.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

In order to implement the Sub-Fund's investment policy, the Investment Manager may use financial derivative instruments for both investment and hedging purposes. Such financial derivative instruments typically include, without being limited to, interest rate swaps and futures, credit default swaps, forward foreign exchange, and futures and options on Transferable Securities and indices. Where the Sub-Fund uses Total Return Swaps, the underlying consists of instruments in which the Sub-Fund may invest according to its Investment Objectives and Policy. The expected proportion of the net assets of the Sub-Fund that could be subject to Total Return Swaps is expected to fluctuate between 30% and 50%, and will not exceed 100%. In certain circumstances this proportion may be higher.

#### 4. **Additional Investment Restrictions**

- The Sub-Fund may not invest more than 5% of its net assets in units/shares of other UCITS and/or UCIs; provided, however, such restriction shall not apply to investment in ETFs.
- The Sub-Fund may not invest more than 20% of its net assets in units/shares of a single ETF provided that it qualifies as other UCI.
- Investments made in units/shares of ETFs which are UCIs but not UCITS may not, in aggregate, exceed 30% of the net assets of the Sub-Fund.
- The Sub-Fund may not acquire more than 20% of the units/shares of the same UCITS or other UCI.

#### 5. **Global Exposure and Leverage**

The global exposure of the Sub-Fund is calculated using the absolute VaR approach.

The level of leverage (calculated as the sum of the notionals of the derivatives used that cannot be netted out in accordance to applicable laws and regulations) under normal market circumstances is expected to amount to 200% of the net asset value of the Sub-Fund. Such level might be exceeded or might be subject to change in the future.

The Sub-Fund uses derivatives such as interest rate swap and futures, credit default swap, forward foreign exchange contracts, futures and options for investment and hedging purposes, which can increase the Sub-Fund's level of leverage.

For the avoidance of doubt financial derivative instruments used to hedge a position will also form part of the calculation. Some of the instruments may actually reduce the risk within the portfolio and therefore this ratio does not necessarily indicate any increased level of risk within the Sub-Fund.

#### 6. **Risk Factors**

The principal risks of investing in the Sub-Fund include risks from direct investments and/or indirect exposure through investment in UCITS or UCIs. The principal risks of investing in the Sub-Fund, which could adversely affect its net asset value, yield and total return are:

**Allocation Risk:** the risk that the Sub-Fund could lose money as a result of less than optimal or poor asset allocation decisions as to how its assets are allocated or reallocated.

**UCITS and UCIs Risk:** the risk that a Sub-Fund's performance is closely related to the risks associated with the securities and other investments held by the UCITS or UCIs and that the ability of the Sub-Fund to achieve its investment objective will depend upon the ability of the UCITS or UCIs to achieve their investment objectives.

**Call Risk:** the risk that an issuer may exercise its right to redeem a fixed income security earlier than expected (a call). Issuers may call outstanding securities prior to their maturity for a number of reasons (e.g., declining interest rates, changes in credit spreads and improvements in the issuer's credit quality). If an issuer calls a security that the Sub-Fund has invested in, the Sub-Fund may not recoup the full amount of its initial investment and may be forced to reinvest in lower-yielding securities, securities with greater credit risks or securities with other, less favorable features.

**High Yield Risk:** The risk that high yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") are subject to greater levels of credit, call and liquidity risks. High yield securities are considered primarily speculative with respect to the issuer's continuing ability to make principal and interest payments, and may be more volatile than higher-rated securities of similar maturity.

**Issuer Risk:** the risk that the value of a security may decline for a reason directly related to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services.

**Liquidity Risk:** the risk that a particular investment may be difficult to purchase or sell and that the Sub-Fund may be unable to sell illiquid securities at an advantageous time or price or achieve its desired level of exposure to a certain sector. Liquidity risk may result from the lack of an active market, reduced number and capacity of traditional market participants to make a market in fixed income securities, and may be magnified in a rising interest rate environment or other circumstances where investor redemptions from fixed income mutual funds may be higher than normal, causing increased supply in the market due to selling activity.

**Derivatives Risk:** the risk of investing in derivative instruments (such as futures, swaps and structured securities), including liquidity, interest rate, market, credit and management risks, mispricing or valuation complexity. Changes in the value of the derivative may not correlate perfectly with, and may be more sensitive to market events than, the underlying asset, rate or index, and the Sub-Fund could lose more than the principal amount invested. The Sub-Fund's use of derivatives may result in losses to the Sub-Fund, a reduction in the Sub-Fund's returns and/or increased volatility. Derivatives are also subject to the risk that the other party in the transaction will not fulfill its contractual obligations.

**Commodity Risk:** the risk that investing in commodity-linked derivative instruments may subject the Sub-Fund to greater volatility than investments in traditional securities. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

**Real Estate Risk:** the risk that a Sub-Fund's investments in REITs or real estate-linked derivative instruments will subject the Sub-Fund to risks similar to those associated with direct ownership of real estate, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses. A Sub-Fund's investments in REITs or real estate-linked derivative instruments subject it to management and tax risks. In addition, privately traded REITs subject a Sub-Fund to liquidity and valuation risk.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

#### **7. Profile of Suitable Investor**

The Sub-Fund is suitable for investors who are seeking long term growth potential through investment in a diversified portfolio offering exposure to a range of asset classes.

#### **8. Business Day**

Every day that is a bank business day in both Luxembourg and Singapore, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

#### **9. Valuation Day**

Every day that is a Business Day.

#### **10. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A GBP Class A EUR Class A CHF Class A SGD Class A AUD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 500,000 or equivalent in other currencies

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B GBP Class B EUR Class B CHF Class B SGD Class B AUD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D JPY Class D USD Class D GBP Class D EUR Class D CHF Class D SGD Class D AUD	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares</b>			
<b>Available Class P Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S GBP	GBP 1,000	-	-

## 11. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>
Class A	1,000	10	10	10	10	10	10
Class B	1,000	10	10	10	10	10	10
Class D	1,000	10	10	10	10	10	10
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class S	100,000	n/a	1,000	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **12. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

**13. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

**14. Reference Currency**

USD for the Sub-Fund

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class A

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class B

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class D

JPY for Class P

JPY and GBP for Class S

**15. Fees and Expenses**

	Class A	Class B	Class D	Class P	Class S
Management fees	0.65%	1.50%	0.65%	0.10%	0.20%
Administration fees	up to 0.05%				

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable, provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated as approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

## 16. ISIN and Common Code

	ISIN	Common Code
Class A JPY	LU1198261445	119826144
Class A USD	LU1198261528	119826152
Class A GBP	LU1198261791	119826179
Class A EUR	LU1198261874	119826187
Class A CHF	LU1198261957	119826195
Class A SGD	LU1198262096	119826209
Class A AUD	LU1198262179	119826217
Class B JPY	LU1198262252	119826225
Class B USD	LU1198262336	119826233
Class B GBP	LU1198262419	119826241
Class B EUR	LU1198262500	119826250
Class B CHF	LU1198262682	119826268
Class B SGD	LU1198262765	119826276
Class B AUD	LU1198262849	119826284
Class D JPY	LU1198262922	119826292
Class D USD	LU1198263060	119826306
Class D GBP	LU1198263730	119826373
Class D EUR	LU1198265438	119826543
Class D CHF	LU1198267210	119826721
Class D SGD	LU1198269000	119826900
Class D AUD	LU1198271089	119827108
Class P JPY	LU1198272723	119827272
Class S JPY	LU1198274778	119827477
Class S GBP	LU1198275155	119827515

## ANNEX VII – NIKKO AM ASIA EX-JAPAN FUND

### 1. Name of the Sub-Fund

Nikko AM Asia ex-Japan Fund

### 2. Investment Objectives and Policy

The Sub-Fund will pursue an investment strategy that blends bottom-up fundamental research and top-down views. The Sub-Fund is designed to add value by its focus on fundamental research.

The Sub-Fund is a multi-country fund for those investors who wish to invest in Asia (ex-Japan). The investment universe includes, but is not limited to, Taiwan, China, Hong Kong, Singapore, Malaysia, Thailand, Indonesia, the Philippines, India and Korea.

Equity securities held by the Sub-Fund may include common stocks, preferred shares, convertible securities, warrants, depositary receipts, REITs and ETFs.

The Sub-Fund may invest up to 20% of its net assets in China A-Shares through Shanghai-Hong Kong Stock Connect and through Shenzhen-Hong Kong Stock Connect.

Where circumstances are appropriate, the Sub-Fund may hold ancillary liquid assets in current or deposit accounts or in regularly traded short term Money Market Instruments issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

#### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio against the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

The Sub-Fund will not engage in currency hedging activities between the Reference Currency of the Sub-Fund and that of each Share Class.

The investment policy of the Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of the Prospectus, the Sub-Fund may use financial derivative instruments for the purpose of hedging and efficient portfolio management.

### **4. Additional Investment Restrictions**

The Sub-Fund may not invest more than 5% of its net assets in units/shares of other UCITS and/or UCIs; provided, however, such restriction shall not apply to investment in ETFs.

### **5. Risk Factors**

Investment in Shares of the Sub-Fund will be subject to the greater risks associated with investing in Asian ex-Japan securities, particularly securities which are listed securities, as many Asian ex-Japan markets are less developed than those of OECD countries. The risks include currency, economic and political risks, potential price volatility, lower liquidity and lower credit quality associated with securities traded in emerging markets.

The Sub-Fund intends to gain exposure to the equity securities of the People's Republic of China ("China") without directly investing in the PRC (excluding Hong Kong). Investments in China will be sensitive to any political, social and diplomatic developments which may take place in or in relation to China. Investors should note that any change in the policies of China may adversely impact on the securities markets in China as well as the performance of the Sub-Fund.

The economy of China differs from the economies of most developed countries in many respects, including with respect to government involvement in its economy, level of development, growth rate and control of foreign exchange. The regulatory and legal framework for capital markets and companies in China is not well developed when compared with those of developed countries.

The economy in China has experienced rapid growth in recent years. However, such growth may or may not continue, and may not apply evenly across different sectors of Chinese economy. All these may have an adverse impact on the performance of the Sub-Fund.

The Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect: Shanghai-Hong Kong Stock Connect is a securities trading and clearing linked program developed by The Stock Exchange of Hong Kong Limited, SSE, HKSCC and ChinaClear, with an aim to achieve mutual stock market access between the PRC (excluding Hong Kong, Macau and Taiwan) and Hong Kong. The Shenzhen-Hong Kong Stock Connect is a similar cross-boundary investment channel, however it connects the Shenzhen Stock Exchange with HKEx. A detailed description of both the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect programmes, as well as the risks linked thereto can be found in Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" of this Prospectus.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

## **6. Profile of Suitable Investor**

The Sub-Fund is intended for investors who are willing to take on the risk in Asia ex-Japan equity markets, seeking capital growth over the long term and not seeking current income from the investments.

## **7. Business Day**

Every day that is a bank business day in both Luxembourg and Singapore, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

## **8. Valuation Day**

Every day that is a Business Day.

## 9. Share Classes, Minimum Subscription and Minimum Holding

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A GBP Class A EUR Class A CHF Class A SGD Class A AUD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 500,000 or equivalent in other currencies

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B GBP Class B EUR Class B CHF Class B SGD Class B AUD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D JPY Class D USD Class D GBP Class D EUR Class D CHF Class D SGD Class D AUD	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class K Shares are only available to investors who are approved by the Management Company and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class K Shares</b>			
<b>Available Class K Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class K EUR	EUR 100,000,000	-	EUR 500,000

Class P Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares</b>			
<b>Available Class P Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S GBP	GBP 1,000	-	-

Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company acts as investment manager:

<b>Class U Shares</b>			
<b>Available Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class U AUD	AUD 100	-	-

## 10. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>
Class A	1,000	10	10	10	10	10	10
Class B	1,000	10	10	10	10	10	10
Class D	1,000	10	10	10	10	10	10
Class K	n/a	n/a	n/a	10	n/a	n/a	n/a
Class S	100,000	n/a	1,000	n/a	n/a	n/a	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	10

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications

for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class K Shares, Class S Shares and Class U Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **11. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within five (5) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 12. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 13. Reference Currency

USD for the Sub-Fund

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class A

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class B

JPY, USD, GBP, EUR, CHF, SGD and AUD for Class D

EUR for Class K

JPY for Class P

JPY and GBP for Class S

AUD for Class U

## 14. Fees and Expenses

	Class A	Class B	Class D	Class K	Class S	Class P	Class U
Management fees	0.65%	1.50%	0.65%	0.375%	0.20%	0.00%	up to 0.50%
Administration fees	up to 0.05%						

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated at approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

## 15. ISIN and Common Code

	ISIN	Common Code
Class A JPY	LU1198258904	119825890
Class A USD	LU1198259035	119825903
Class A GBP	LU1198259118	119825911
Class A EUR	LU1198259209	119825920
Class A CHF	LU1198259381	119825938
Class A SGD	LU1198259464	119825946
Class A AUD	LU1198259548	119825954
Class B JPY	LU1198259621	119825962
Class B USD	LU1198259894	119825989
Class B GBP	LU1198259977	119825997
Class B EUR	LU1198260041	119826004
Class B CHF	LU1198260124	119826012
Class B SGD	LU1198260397	119826039
Class B AUD	LU1198260470	119826047
Class D JPY	LU1198260553	119826055
Class D USD	LU1198260637	119826063
Class D GBP	LU1198260710	119826071
Class D EUR	LU1198260801	119826080
Class D CHF	LU1198260983	119826098
Class D SGD	LU1198261015	119826101
Class D AUD	LU1198261106	119826110
Class K EUR	LU1458373591	145837359
Class S JPY	LU1198261288	119826128
Class S GBP	LU1198261361	119826136
Class P JPY	LU1861555990	186155599
Class U AUD	LU1861556022	186155602

## **ANNEX VIII – NIKKO AM EMERGING MARKETS MULTI ASSET FUND**

### **1. Name of the Sub-Fund**

Nikko AM Emerging Markets Multi Asset Fund

### **2. Investment Objectives and Policy**

The Sub-Fund seeks to achieve capital appreciation over the medium to long-term.

The Sub-Fund will invest primarily in equities and fixed income securities in the emerging markets directly, or indirectly through investment funds or financial derivative instruments.

The emerging market region refers in general to countries with relatively low gross national product per capita. Emerging market countries include but are not limited to countries such as Brazil, Chile, China, India, Indonesia, Mexico, Russia, South Korea, Turkey, United Arab Emirates and Venezuela.

The Sub-Fund may invest up to 20% of its net assets in non-investment grade (with a minimum rating of "CC") and unrated securities. The Sub-Fund may also gain exposure to currencies and alternative assets classes such as (i) real estate through REITs, and (ii) commodities via financial derivative instruments on indices in accordance with Article 9 of the Grand-Ducal Regulation of 8 February 2008 or through investment funds such as ETFs.

The Sub-Fund may invest up to 20% of its net assets in China A-shares through Shanghai-Hong Kong Stock Connect and through Shenzhen-Hong Kong Stock Connect.

The combination of the above asset classes will vary from time to time in response to changing market conditions. The Sub-Fund will seek to achieve the investment objective through active asset allocation among those asset classes.

The Sub-Fund normally expects to invest from across a broad range of countries, industries and market sectors in issuers located in the emerging countries.

If investments provide exposure to Russia, they may be made directly via the Moscow Exchange or indirectly through other eligible assets.

The investment process will include valuation and political risk analysis to inform the Sub-Fund's risk management and asset allocation to emerging markets. The asset allocation process will include proactive strategies for downside risk management, providing selective and diversified exposure to assets across emerging markets.

In addition to the above asset classes, the Sub-Fund will employ relative value strategy by overlaying the portfolio.

The Sub-Fund may hold on an ancillary basis liquid assets in current or deposit accounts or in regularly traded short term money market instruments denominated in U.S. Dollar or other currency issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio and the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

The Sub-Fund will not engage in currency hedging activities between the Reference Currency of the Sub-Fund and that of each Share Class.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

In order to implement the Sub-Fund's investment policy, the Investment Manager may use financial derivative instruments for both investment and hedging purposes. Such financial derivative instruments typically include, without being limited to, interest rate swaps and futures, credit default swaps, forward foreign exchange, and futures and options on Transferable Securities and indices. Where the Sub-Fund uses Total Return Swaps, the underlying consists of instruments in which the Sub-Fund may invest according to its Investment Objectives and Policy. The expected proportion of the net assets of the Sub-Fund that could be subject to Total Return Swaps is expected to fluctuate between 10% and 30%, and will not exceed 100%. In certain circumstances this proportion may be higher.

#### 4. **Additional Investment Restrictions**

- The Sub-Fund may not invest more than 5% of its net assets in units/shares of other UCITS and/or UCIs; provided, however, such restriction shall not apply to investment in ETFs.
- The Sub-Fund may not invest more than 20% of its net assets in units/shares of a single ETF provided that it qualifies as other UCI.
- Investments made in units/shares of ETFs which are UCIs but not UCITS may not, in aggregate, exceed 30% of the net assets of the Sub-Fund.
- The Sub-Fund may not acquire more than 20% of the units/shares of the same UCITS or other UCI.

#### 5. **Global Exposure and Leverage**

The global exposure of the Sub-Fund is calculated using the absolute VaR approach.

The level of leverage (calculated as the sum of the notionals of the derivatives used that cannot be netted out in accordance to applicable laws and regulations) under normal market circumstances is expected to amount to 200% of the net asset value of the Sub-Fund. Such level might be exceeded or might be subject to change in the future.

The Sub-Fund uses financial derivative instruments such as interest rate swap and futures, credit default swap, forward foreign exchange contracts, futures and options for investment and hedging purposes, which can increase the Sub-Fund's level of leverage.

For the avoidance of doubt financial derivative instruments used to hedge a position will also form part of the calculation. Some of the instruments may actually reduce the risk within the portfolio and therefore this ratio does not necessarily indicate any increased level of risk within the Sub-Fund.

#### 6. **Risk Factors**

The principal risks of investing in the Sub-Fund include risks from direct investments and/or indirect exposure through investment in UCITS or UCIs. The principal risks of investing in the Sub-Fund, which could adversely affect its net asset value, yield and total return are:

**Emerging Market Risk:** emerging markets are typically those of poorer or less developed countries which exhibit lower levels of economic and/or capital market development, and higher levels of share price and currency volatility, amongst these, those which exhibit the lowest levels of economic and/or capital market development

may be referred to as frontier markets, and the below mentioned risks may be amplified for these markets.

Some emerging markets governments exercise substantial influence over the private economic sector and the political and social uncertainties that exist for many developing countries are particularly significant. Another risk common to most such countries is that the economy is heavily export oriented and, accordingly, is dependent upon international trade. The existence of overburdened infrastructures and inadequate financial systems also presents risks in certain countries, as do environmental problems.

In adverse social and political circumstances, governments have been involved in policies of expropriation, confiscatory taxation, nationalisation, intervention in the securities market and trade settlement, and imposition of foreign investment restrictions and exchange controls, and these could be repeated in the future. In addition to withholding taxes on investment income, some emerging markets may impose capital gains taxes on foreign investors.

Generally accepted accounting, auditing and financial reporting practices in emerging markets may be significantly different from those in developed markets. Compared to mature markets, some emerging markets may have a low level of regulation, enforcement of regulations and monitoring of investors' activities. Those activities may include practices such as trading on material non-public information by certain categories of investor.

The securities markets of developing countries are not as large as the more established securities markets and have substantially less trading volume, resulting in a lack of liquidity and high price volatility. There may be a high concentration of market capitalisation and trading volume in a small number of issuers representing a limited number of industries as well as a high concentration of investors and financial intermediaries. These factors may adversely affect the timing and pricing of a Sub-Fund's acquisition or disposal of securities.

Practices in relation to the settlement of securities transactions in emerging markets involve higher risks than those in developed markets, in part because the Sub-Fund will need to use brokers and counterparties which are less well capitalised, and custody and registration of assets in some countries may be unreliable. Delays in settlement could result in investment opportunities being missed if the Sub-Fund is unable to acquire or dispose of a security. The Depositary is responsible for the proper selection and supervision of its correspondent banks in all relevant markets in accordance with Luxembourg law and regulation.

In certain emerging markets, registrars are not subject to effective government supervision nor are they always independent from issuers. Investors should therefore be aware that the Sub-Fund could suffer loss arising from these registration problems.

**Non-Investment Grade Debt Securities:** the Sub-Fund may invest in debt securities whose issuers are non-investment grade. The term "non-investment grade" defines debt securities which are unrated or rated, at the time of acquisition, BB+/B by Standard and Poor's or equivalent rating or lower by at least one recognised rating agency or, in the opinion of the Investment Manager, are of comparable quality. Non-investment grade debt securities are considered speculative by traditional investment standards and may have poor prospects for reaching investment grade standing. Non-investment grade debt securities are subject to the increased risk of an issuer's inability to meet principal and interest obligations. These debt securities may be subject to greater price volatility due to factors such as specific corporate developments, interest rate sensitivity, negative perceptions or publicity (whether or not based on fundamental analysis) of the markets generally and less secondary market liquidity.

The market value of non-investment grade debt securities tends to reflect an individual country's developments to a greater extent than that of investment grade debt securities which react primarily to fluctuations in the general level of interest rates. As a result, the ability of the Sub-Fund that invests in non-investment grade debt securities to achieve its investment objectives may depend to a great extent on the Investment Manager's judgement concerning the creditworthiness of the issuers of such debt securities. Issuers of non-investment grade debt securities may not be able to make use of more traditional methods of financing and their ability to service debt obligations may be more adversely affected than issuers of investment grade debt securities by economic downturns in the issuing country or its inability to meet specific projected economic forecasts.

The secondary market for non-investment grade debt securities is concentrated in relatively few market makers and is dominated by institutional investors. Accordingly, the secondary market for such securities is not as liquid as, and is more volatile than, the secondary market for higher-rated debt securities. In addition, market trading volume for such debt securities is generally lower and the secondary market for such debt securities could contract under adverse market or economic conditions, independent of any specific adverse changes in the condition of a particular issuer. These factors may have an adverse effect on the market price and the Sub-Fund's ability to dispose of particular securities. A less liquid secondary market also may make it more difficult for the Sub-Fund to obtain precise valuations of the high yield securities in the Sub-Fund.

**Allocation Risk:** the risk that the Sub-Fund could lose money as a result of less than optimal or poor asset allocation decisions as to how its assets are allocated or reallocated.

**UCITS and UCIs Risk:** the risk that a Sub-Fund's performance is closely related to the risks associated with the securities and other investments held by the UCITS or UCIs and that the ability of the Sub-Fund to achieve its investment objective will depend upon the ability of the UCITS or UCIs to achieve their investment objectives.

**Call Risk:** the risk that an issuer may exercise its right to redeem a fixed income security earlier than expected (a call). Issuers may call outstanding securities prior to their maturity for a number of reasons (e.g., declining interest rates, changes in credit spreads and improvements in the issuer's credit quality). If an issuer calls a security that the Sub-Fund has invested in, the Sub-Fund may not recoup the full amount of its initial investment and may be forced to reinvest in lower-yielding securities, securities with greater credit risks or securities with other, less favorable features.

**High Yield Risk:** The risk that high yield securities and unrated securities of similar credit quality (commonly known as "junk bonds") are subject to greater levels of credit, call and liquidity risks. High yield securities are considered primarily speculative with respect to the issuer's continuing ability to make principal and interest payments, and may be more volatile than higher-rated securities of similar maturity.

**Issuer Risk:** the risk that the value of a security may decline for a reason directly related to the issuer, such as management performance, financial leverage and reduced demand for the issuer's goods or services.

**Liquidity Risk:** the risk that a particular investment may be difficult to purchase or sell and that the Sub-Fund may be unable to sell illiquid securities at an advantageous time or price or achieve its desired level of exposure to a certain sector. Liquidity risk may result from the lack of an active market, reduced number and capacity of traditional market participants to make a market in fixed income securities, and may be magnified in a rising interest rate environment or other circumstances where investor redemptions from fixed income mutual funds may be higher than normal, causing increased supply in the market due to selling activity.

**Derivatives Risk:** the risk of investing in derivative instruments (such as futures, swaps and structured securities), including liquidity, interest rate, market, credit and management risks, mispricing or valuation complexity. Changes in the value of the derivative may not correlate perfectly with, and may be more sensitive to market events than, the underlying asset, rate or index, and the Sub-Fund could lose more than the principal amount invested. The Sub-Fund's use of derivatives may result in losses to the Sub-Fund, a reduction in the Sub-Fund's returns and/or increased volatility. Derivatives are also subject to the risk that the other party in the transaction will not fulfill its contractual obligations.

**Commodity Risk:** the risk that investing in commodity-linked derivative instruments may subject the Sub-Fund to greater volatility than investments in traditional securities. The value of commodity-linked derivative instruments may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

**Real Estate Risk:** the risk that a Sub-Fund's investments in REITs or real estate-linked derivative instruments will subject the Sub-Fund to risks similar to those associated with direct ownership of real estate, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses. A Sub-Fund's investments in REITs or real estate-linked derivative instruments subject it to management and tax risks. In addition, privately traded REITs subject a Sub-Fund to liquidity and valuation risk.

**The Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect:** Shanghai-Hong Kong Stock Connect is a securities trading and clearing linked program developed by The Stock Exchange of Hong Kong Limited, SSE, HKSCC and ChinaClear, with an aim to achieve mutual stock market access between the PRC (excluding Hong Kong, Macau and Taiwan) and Hong Kong. The Shenzhen-Hong Kong Stock Connect is a similar cross-boundary investment channel, however it connects the Shenzhen Stock Exchange with HKEx. A detailed description of both the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect programmes, as well as the risks linked thereto can be found in Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" of this Prospectus.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

## **7. Profile of Suitable Investor**

The Sub-Fund is suitable for investors who are seeking long term growth potential through investment in a diversified portfolio offering exposure to a range of asset classes.

## **8. Business Day**

Every day that is a bank business day in both Luxembourg and Singapore, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

## 9. Valuation Day

Every day that is a Business Day.

## 10. Share Classes, Minimum Subscription and Minimum Holding

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF Class A SGD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 500,000 or equivalent in other currencies

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF Class B SGD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD	USD 100,000 or	USD 50,000 or	USD 50,000 or

Class D GBP Class D EUR Class D CHF Class D SGD	equivalent in other currencies	equivalent in other currencies	equivalent in other currencies
--	-----------------------------------	-----------------------------------	-----------------------------------

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S USD	USD 1,000	-	-

## 11. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>
Class A	n/a	10	10	10	10	10	n/a
Class B	n/a	10	10	10	10	10	n/a
Class D	n/a	10	10	10	10	10	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	100,000	1,000	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **12. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any

Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

**13. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Asia Limited as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

**14. Reference Currency**

USD for the Sub-Fund  
USD, GBP, EUR, CHF and SGD for Class A  
USD, GBP, EUR, CHF and SGD for Class B  
USD, GBP, EUR, CHF and SGD for Class D  
JPY for Class P  
AUD for Class U  
JPY and USD for Class S

**15. Dividend Policy**

The Company may, from time to time, make distributions to Shareholders of a Class of Shares of the Sub-Fund of such amount and frequency as shall be determined by the Company, which shall be paid out of the net income and thereafter out of capital of the Sub-Fund attributable to such Share Class of the Sub-Fund.

In respect to Class P Shares, the Company may declare dividends every month which, if declared, will be paid in cash. The net asset value per Share determined on the 7<sup>th</sup> day of each month (if such day is not a Valuation Day, the next following Valuation Day) (an "Ex-Distribution Date") will be the ex-distribution net asset value per Share. A Shareholder who submits subscription documents on or before the Business Day immediately prior to the relevant Ex-Distribution Date will be entitled to receive relevant distributions. Subject to applicable law, the amount of distributions to be paid to Shareholders, if any, will be determined by the Company in its sole discretion. Distributions, if any, will be paid to the relevant Shareholders generally by the second

business day following the relevant Ex-Distribution Date. For the purpose of this section, a business day shall mean a day other than Saturday or Sunday on which banks are open for normal business in Luxembourg, Singapore and Japan.

## 16. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S
Management fees	0.75%	1.50%	0.75%	up to 0.60%	up to 0.50%	0.20%
Administration fees	up to 0.05%					

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable, provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

## 17. ISIN and Common Code

	ISIN	Common Code
Class A USD	LU1314306041	131430604
Class A GBP	LU1314306124	131430612
Class A EUR	LU1314306397	131430639
Class A CHF	LU1314306470	131430647
Class A SGD	LU1314306553	131430655
Class B USD	LU1314306637	131430663
Class B GBP	LU1314306710	131430671
Class B EUR	LU1314306801	131430680
Class B CHF	LU1314306983	131430698

Class B SGD	LU1314307015	131430701
Class D USD	LU1314307288	131430728
Class D GBP	LU1314307361	131430736
Class D EUR	LU1314307445	131430744
Class D CHF	LU1314307528	131430752
Class D SGD	LU1314307791	131430779
Class P JPY	LU1314307874	131430787
Class U AUD	LU1314308096	131430809
Class S JPY	LU1314308179	131430817
Class S USD	LU1314308252	131430825

## ANNEX IX – NIKKO AM JAPAN VALUE FUND

### 1. Name of the Sub-Fund

Nikko AM Japan Value Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve a long term return.

The Sub-Fund will seek to achieve its investment objective through capital appreciation and dividends by primarily investing in Japanese companies listed on the Tokyo Stock Exchange. The Sub-Fund in normal market conditions will follow a value strategy, investing in companies identified as mispriced based on fundamental research.

Where circumstances are appropriate, the Sub-Fund may hold ancillary liquid assets in current or deposit accounts or in regularly traded short term Money Market Instruments denominated in JPY or other currency than JPY issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

The Reference Currency of the Sub-Fund is JPY and assets of the Sub-Fund are denominated in JPY. However, some Share Classes are denominated in a currency which is different to the Reference Currency. Therefore, each such Share Class may be exposed to currency risk due to fluctuations in the different exchange rates.

#### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio against the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

In accordance with the provisions of sub-section "2. The Shares" of section "10 General Information", the Sub-Fund may issue currency hedged Share Classes (each a "Currency Hedged Share Class"). For each Currency Hedged Share Class, the intention will be to systematically hedge its currency exposure against the Reference Currency of the Sub-Fund or, if expressly disclosed in section 8 below, to convert the constituent currency exposures of the underlying assets of the Sub-Fund into the Reference Currency of the Currency Hedged Share Class. There may be certain currency exposures of the underlying assets where it is impractical to apply the portfolio hedge.

It is generally intended to carry out such hedging through the utilization of various techniques, including entering into OTC currency forward contracts and foreign exchange swap agreements.

All costs and expenses incurred from the currency hedge transactions will be borne by the relevant Currency Hedged Share Class. Further, the Management Company may decide, in its sole discretion, to obtain calculation and execution services for the Currency Hedged Share Classes, fees of which shall be charged to the relevant Currency Hedged Share Classes, in addition to the Management fees.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus, the Sub-Fund might make use of equity derivative instruments, principally to hedge the assets in the Sub-Fund's portfolio against market risks, but also to enhance returns in accordance with the principles of prudent and efficient portfolio management. The Sub-Fund shall, however, not invest in warrants.

### **4. Risk Factors**

Investing in equities may offer a higher rate of return than those in debt securities. The risks associated with investments in equities may also be higher, because the investment performance of equity securities depends on factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might decrease. Equity security values may fluctuate in response to the activities of an individual company or in response to the general market and/or economic conditions.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

**5. Profile of Suitable Investor**

The Sub-Fund is intended for investors who are willing to take on the risk in Japanese equity markets, seeking capital growth over the long term and not seeking current income from the investments.

**6. Business Day**

Every day that is a bank business day in all the three of Luxembourg, London and Tokyo, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

**7. Valuation Day**

Every day that is a Business Day.

**8. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A USD Hedged Class A GBP Class A GBP Hedged Class A EUR Class A CHF	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B USD Hedged Class B GBP Class B EUR Class B CHF Class B SGD Class B SGD Hedged	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D JPY Class D USD Class D GBP Class D GBP Hedged Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S GBP	GBP 1,000	-	-

Class X Shares JPY ("Class X JPY" Shares) are closed to subscriptions by new investors, however, they will continue to be available for subscriptions of existing Shareholders.

## 9. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>										
<b>Share Class</b>	<b>Share Class Currency</b>									
	<b>JPY</b>	<b>USD</b>	<b>USD Hedged</b>	<b>GBP</b>	<b>GBP Hedged</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>SGD Hedged</b>	<b>AUD</b>
Class A	1,000	10	10	10	10	10	10	n/a	n/a	n/a
Class B	n/a	10	10	10	n/a	10	10	10	10	n/a
Class D	1,000	10	n/a	10	10	10	10	n/a	n/a	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	100,000	n/a	n/a	1,000	n/a	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **10. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 11. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Co., Ltd. as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 12. Reference Currency

JPY for the Sub-Fund

JPY, USD, GBP, EUR and CHF for Class A

USD, GBP, EUR, CHF and SGD for Class B

JPY, USD, GBP, EUR and CHF for Class D

JPY for Class P

AUD for Class U

JPY and GBP for Class S

JPY for Class X

## 13. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S	Class X
Management fees	0.60%	1.50%	0.60%	0.00%	up to 0.50%	0.20%	0.75%
Administration fees	up to 0.05%						

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

#### 14. ISIN and Common Code

	ISIN	Common Code
Class A JPY	LU1314308336	131430833
Class A USD	LU1314308419	131430841
Class A USD Hedged	LU1314308500	131430850
Class A GBP	LU1314308682	131430868
Class A GBP Hedged	LU1696625174	169662517
Class A EUR	LU1314308849	131430884
Class A CHF	LU1314308922	131430892
Class B USD	LU1314309656	131430965
Class B USD Hedged	LU1314309730	131430973
Class B GBP	LU1314309813	131430981
Class B EUR	LU1314309904	131430990
Class B CHF	LU1314310076	131431007
Class B SGD	LU1314310233	131431023
Class B SGD Hedged	LU1314310316	131431031
Class D JPY	LU1314310407	131431040
Class D USD	LU1314310589	131431058
Class D GBP	LU1314310662	131431066
Class D GBP Hedged	LU1696625257	169662525
Class D EUR	LU1314310829	131431082
Class D CHF	LU1314311041	131431104
Class P JPY	LU1314311124	131431112
Class U AUD	LU1314311397	131431139
Class S JPY	LU1314311470	131431147
Class S GBP	LU1314311553	131431155
Class X JPY	LU1314309060	131430906

## ANNEX X – NIKKO AM JAPAN FOCUS FUND

### 1. Name of the Sub-Fund

Nikko AM Japan Focus Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve a long term capital appreciation.

The Sub-Fund will seek to achieve its investment objective by investing in a relatively concentrated portfolio of Japanese companies. Companies will be selected based upon fundamental research and analysis of their prospects for potential shareholder returns.

Where circumstances are appropriate, the Sub-Fund may hold ancillary liquid assets in current or deposit accounts or in regularly traded short term Money Market Instruments denominated in JPY or other currency than JPY issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

The Reference Currency of the Sub-Fund is JPY and assets of the Sub-Fund are denominated in JPY. However, some Share Classes are denominated in a currency which is different to the Reference Currency. Therefore, each such Share Class may be exposed to currency risk due to fluctuations in the different exchange rates.

#### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio against the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

In accordance with the provisions of sub-section "2. The Shares" of section "10 General Information", the Sub-Fund may issue currency hedged Share Classes (each a "Currency Hedged Share Class"). For each Currency Hedged Share Class, the intention will be to systematically hedge its currency exposure against the Reference Currency of the Sub-Fund or, if expressly disclosed in section 8 below, to convert the constituent currency exposures of the underlying assets of the Sub-Fund into the Reference Currency of the Currency Hedged Share Class. There may be certain currency exposures of the underlying assets where it is impractical to apply the portfolio hedge.

It is generally intended to carry out such hedging through the utilization of various techniques, including entering into OTC currency forward contracts and foreign exchange swap agreements.

All costs and expenses incurred from the currency hedge transactions will be borne by the relevant Currency Hedged Share Class. Further, the Management Company may decide, in its sole discretion, to obtain calculation and execution services for the Currency Hedged Share Classes, fees of which shall be charged to the relevant Currency Hedged Share Classes, in addition to the Management fees.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus, the Sub-Fund might make use of equity derivative instruments, principally to hedge the assets in the Sub-Fund's portfolio against market risks, but also to enhance returns in accordance with the principles of prudent and efficient portfolio management. The Sub-Fund shall, however, not invest in warrants.

### **4. Risk Factors**

Investing in equities may offer a higher rate of return than those in debt securities. The risks associated with investments in equities may also be higher, because the investment performance of equity securities depends on factors which are difficult to predict. Such factors include the possibility of sudden or prolonged market declines and risks associated with individual companies. The fundamental risk associated with any equity portfolio is the risk that the value of the investments it holds might decrease. Equity security values may fluctuate in response to the activities of an individual company or in response to the general market and/or economic conditions.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

**5. Profile of Suitable Investor**

The Sub-Fund is intended for investors who are willing to take on the risk in Japanese equity markets, seeking capital growth over the long term and not seeking current income from the investments.

**6. Business Day**

Every day that is a bank business day in all the three of Luxembourg, London and Tokyo, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

**7. Valuation Day**

Every day that is a Business Day.

**8. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A USD Hedged Class A GBP Class A GBP Hedged Class A EUR Class A CHF Class A SGD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B GBP Class B EUR Class B CHF Class B SGD Class B SGD Hedged	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D JPY Class D USD Class D GBP Class D GBP Hedged Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S USD	USD 1,000	-	-

## 9. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>										
<b>Share Class</b>	<b>Share Class Currency</b>									
	<b>JPY</b>	<b>USD</b>	<b>USD Hedged</b>	<b>GBP</b>	<b>GBP Hedged</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>SGD Hedged</b>	<b>AUD</b>
Class A	1,000	10	10	10	10	10	10	10	n/a	n/a
Class B	1,000	10	n/a	10	n/a	10	10	10	10	n/a
Class D	1,000	10	n/a	10	10	10	10	n/a	n/a	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	100,000	1,000	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time)

on any Business Day will be dealt with on the next following Valuation Day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

The Sub-Fund has been established for an undetermined period.

## **10. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt with on the next following Valuation Day. Redemption requests received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the second Valuation Day following the Business Day on which they were received.

Payment for Shares will generally be made within four (4) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## 11. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Co., Ltd. as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 12. Reference Currency

JPY for the Sub-Fund

JPY, USD, GBP, EUR, CHF and SGD for Class A

JPY, USD, GBP, EUR, CHF and SGD for Class B

JPY, USD, GBP, EUR and CHF for Class D

JPY for Class P

AUD for Class U

JPY and USD for Class S

## 13. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S
Management fees	0.60%	1.50%	0.60%	0.00%	up to 0.50%	0.20%
Administration fees	up to 0.05%					

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

**14. ISIN and Common Code**

	ISIN	Common Code
Class A JPY	LU1314311710	131431171
Class A USD	LU1314311801	131431180
Class A USD Hedged	LU1314311983	131431198
Class A GBP	LU1314312015	131431201
Class A GBP Hedged	LU1314312106	131431210
Class A EUR	LU1314312288	131431228
Class A CHF	LU1314312361	131431236
Class A SGD	LU1314312445	131431244
Class B JPY	LU1314312528	131431252
Class B USD	LU1314312791	131431279
Class B GBP	LU1314312874	131431287
Class B EUR	LU1314312957	131431295
Class B CHF	LU1314313096	131431309
Class B SGD	LU1314313252	131431325
Class B SGD Hedged	LU1314313336	131431333
Class D JPY	LU1314313419	131431341
Class D USD	LU1314313500	131431350
Class D GBP	LU1314313682	131431368
Class D GBP Hedged	LU1458373245	145837324
Class D EUR	LU1314313849	131431384
Class D CHF	LU1314313922	131431392
Class P JPY	LU1314314060	131431406
Class U AUD	LU1314314144	131431414
Class S JPY	LU1314314227	131431422
Class S USD	LU1314314573	131431457

## ANNEX XI – NIKKO AM GLOBAL CREDIT FUND

### 1. Name of the Sub-Fund

Nikko AM Global Credit Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve a positive return over the medium to long term derived through income and capital growth, while managing the volatility of the absolute value of the Sub-Fund.

The Sub-Fund will invest in bonds, including fixed income and floating rate securities, directly or indirectly through financial derivative instruments and investment funds.

The Sub-Fund may invest in debt securities issued by companies, governments, government agencies and supra-nationals located across the globe, including the Americas, Asia and Europe.

The Sub-Fund will be managed using qualitative and quantitative analysis of the global credit market, following an active approach to security selection, and active asset allocation across credit types, countries and sectors.

To achieve its objective, the Sub-Fund will predominately invest in investment grade and non-investment grade securities of issuers based in both developed and developing markets. The Sub-Fund may invest up to 30% of its net assets in non-investment grade securities (with a minimum rating of "CC" at the time of acquisition) and up to 10% in unrated securities.

The Sub-Fund can invest in securities denominated in currencies other than the Reference Currency of the Sub-Fund at the Investment Manager's discretion. The Investment Manager will actively manage at his discretion currency exposures within the portfolio, including hedging between the currencies within the portfolio and the Reference Currency of the Sub-Fund.

The Sub-Fund may invest in a combination of asset backed securities and mortgage backed securities up to 15% of its net assets as well as in contingent convertible bonds up to 15% of its net assets.

The Reference Currency of the Sub-Fund is USD. Some Share Classes are denominated in a currency which is different to the Reference Currency. Therefore, each such Share Class may be exposed to currency risk due to fluctuations in the different exchange rates.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

In order to implement the Sub-Fund's investment policy, the Investment Manager may use financial derivative instruments for both investment and hedging purposes. Such financial derivative instruments typically include, without being limited to, interest rate swaps, credit default swaps, foreign exchange forwards, futures and options on Transferable Securities and indices.

### **4. Additional Investment Restrictions**

The Sub-Fund may invest up to 5% of its net assets in units/shares of UCITS and/or other UCIs classified as ETFs.

### **5. Risk Factors**

The principal risks of investing in the Sub-Fund, which could adversely affect its net asset value, yield and total return are:

**Non-Investment Grade Debt Securities:** the Sub-Fund may invest in debt securities whose issuers are non-investment grade. The term "non-investment grade" defines debt securities which are unrated or rated, at the time of acquisition, BB+/B by Standard and Poor's or equivalent rating or lower by at least one recognised rating agency, or in the opinion of the Investment Manager, are of comparable quality. Non-investment grade debt securities are considered speculative by traditional investment standards and may have poor prospects for reaching investment grade standing. Non-investment grade debt securities are subject to the increased risk of an issuer's inability to meet principal and interest obligations. These debt securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative perceptions or publicity (whether or not based on fundamental analysis) of the markets generally and less secondary market liquidity.

The market value of non-investment grade debt securities tends to reflect an individual country's developments to a greater extent than that of investment grade debt securities which react primarily to fluctuations in the general level of interest rates. As a result, the ability of the Sub-Fund that invests in non-investment grade debt securities to achieve its investment objectives may depend to a great extent on the Investment Manager's judgement concerning the creditworthiness of the issuers of such debt securities. Issuers of non-investment grade debt securities may not be able to make use of more traditional methods of financing and their ability to service debt obligations may be more adversely affected than issuers of investment grade debt securities by economic downturns in the issuing country or its inability to meet specific projected economic forecasts.

The secondary market for non-investment grade debt securities is concentrated in relatively few market makers and is dominated by institutional investors. Accordingly, the secondary market for such securities is not as liquid as, and is more volatile than, the secondary market for higher-rated debt securities. In addition, market trading volume for such debt securities is generally lower and the secondary market for such debt securities could contract under adverse market or economic conditions, independent of any specific adverse changes in the condition of a particular issuer. These factors may have an adverse effect on the market price and the Sub-Fund's ability to dispose of particular portfolio investments. A less liquid secondary market also may make it more difficult for the Sub-Fund to obtain precise valuations of the high yield securities in its portfolio.

**Specific Risks linked to Contingent Convertible Bonds:** a contingent convertible bond is a debt instrument which may be converted into the issuer's equity or be partly or wholly written off if a predefined trigger event occurs. The terms of the bond will set out specific trigger events and conversion rates. Trigger events may be outside of the issuer's control. A common trigger event is the decrease in the issuer's capital ratio below a given threshold. Conversion may cause the value of the investment to fall significantly and irreversibly, and in some cases even to zero.

Coupon payments on certain contingent convertible bonds may be entirely discretionary and may be cancelled by the issuer at any point, for any reason, and for any length of time.

Contrary to typical capital hierarchy, contingent convertible bond investors may suffer a loss of capital before the holders of equity securities.

Most contingent convertible bonds are issued as perpetual instruments which are callable at pre-determined dates. Perpetual contingent convertible bonds may not be called on the pre-defined call date and investors may not receive return of principal on the call date or at any date.

There are no widely accepted standards for valuing contingent convertible bonds. The price at which bonds are sold may therefore be higher or lower than the price at which they were valued immediately before their sale.

The structure of the contingent convertible bonds is innovative but untested. In case of conversion into equity, the Investment Manager might be forced to sell these new converted equity securities because the Investment Manager of the Sub-Fund does not expect to hold equity securities. This forced sale may itself lead to liquidity issues for these shares.

Should a contingent convertible bond undergo a write-down, the contingent convertible bonds' investors may lose some or all of its investment.

To the extent that the investments are concentrated in a particular industry, the contingent convertible bonds' investors will be susceptible to loss due to adverse occurrences affecting industry.

Investors have been drawn to the instrument as a result of the contingent convertible bonds' often attractive yield which may be viewed as a complexity premium. Yield has been a primary reason this instrument attracted strong demand, yet investors should be reminded of the underlying risks involved. Relative to more highly rated debt issues of the same issuer or similarly rated debt issues of other issuers, contingent convertible bonds' tend to compare more favourably from a yield standpoint.

**Mortgage Related and Other Asset Backed Securities Risks:** mortgage-backed securities, including collateralised mortgage obligations and certain stripped mortgage-backed securities represent a participation in, or are secured by, mortgage loans. Asset-backed securities are structured like mortgage-backed securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include such items as motor vehicles instalment sales or instalment loan contracts, leases of various types of real and personal property and receivables from credit card agreements.

Traditional debt investments typically pay a fixed rate of interest until maturity, when the entire principal amount is due. By contrast, payments on mortgage-backed and many asset-backed investments typically include both interest and partial payment of principal. Principal may also be prepaid voluntarily, or as a result of refinancing or foreclosure. A Sub-Fund may have to invest the proceeds from prepaid investments in other investments with less attractive terms and yields. As a result, these securities may have less potential for capital appreciation during periods of declining interest rates than other securities of comparable maturities, although they may have a similar risk of decline in market value during periods of rising interest rates. As the prepayment rate generally declines as interest rates rise, an increase in interest rates will likely increase the duration, and thus the volatility, of mortgage-backed and asset-backed securities.

In addition to interest rate risk (as described above), investments in mortgage-backed securities composed of sub-prime mortgages may be subject to a higher degree of credit risk, valuation risk and liquidity risk (as described above). Duration is a measure of the expected life of a fixed income security that is used to determine the sensitivity of the security's price to changes in interest rates. Unlike the maturity of a fixed income security, which measures only the time until final payment is due, duration takes into account the time until all payments of interest and principal on a security are expected to be made, including how these payments are affected by prepayments and by changes in interest rates.

The ability of an issuer of asset-backed securities to enforce its security interest in the underlying assets may be limited. Some mortgage-backed and asset backed investments receive only the interest portion or the principal portion of payments on the underlying assets. The yields and values of these investments are extremely sensitive to changes in interest rates and in the rate of principal payments on the underlying assets. Interest portions tend to decrease in value if interest rates decline and rates of repayment (including prepayment) on the underlying mortgages or assets increase; it is possible that the Sub-Fund may lose the entire amount of its investment in an interest portion due to a decrease in interest rates. Conversely, principal portions tend to decrease in value if interest rates rise and rates of repayment decrease. Moreover, the market for interest portions and principal portions may be volatile and limited, which may make them difficult for the Sub-Fund to buy or sell.

The Sub-Fund may gain investment exposure to mortgage-backed and asset-backed investments by entering into agreements with financial institutions to buy the investments at a fixed price at a future date. The Sub-Fund may or may not take delivery of the investments at the termination date of such an agreement, but will nonetheless be exposed to changes in the value of the underlying investments during the term of the agreement.

The Sub-Fund is subject to market fluctuations and investors may not get back the initial amounts they invested.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

## **6. Profile of Suitable Investor**

The Sub-Fund is intended for investors who seek income and capital gain from a diversified portfolio of global credit investments.

**7. Business Day**

Every day that is a bank business day in both Luxembourg and London, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

**8. Valuation Day**

Every day that is a Business Day.

**9. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A USD Class A GBP Class A EUR Class A CHF	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF Class B SGD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S USD	USD 1,000	-	-
Class S GBP	GBP 1,000	-	-

## 10. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>
Class A	n/a	10	10	10	10	n/a	n/a
Class B	n/a	10	10	10	10	10	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	n/a	1,000	1,000	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Business Day will be dealt on the same day. Applications for Shares received on a Business Day after that time will be carried forward to, and will be deemed received on the next following Business Day and, accordingly, will be dealt with on the following Business Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **11. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within three (3) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depository's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

**12. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Europe Ltd. as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

**13. Reference Currency**

USD for the Sub-Fund  
 USD, GBP, EUR and CHF for Class A  
 USD, GBP, EUR, CHF and SGD for Class B  
 JPY for Class P  
 AUD for Class U  
 USD and GBP for Class S

**14. Fees and Expenses**

	Class A	Class B	Class P	Class U	Class S
Management fees	0.40%	0.80%	up to 0.60%	up to 0.50%	0.20%
Administration fees	up to 0.05%				

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated at approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

**15. ISIN and Common Code**

	ISIN	Common Code
Class A USD	LU1458373328	145837332
Class A GBP	LU1458373674	145837367
Class A EUR	LU1458373757	145837375
Class A CHF	LU1458373831	145837383
Class B USD	LU1458373914	145837391
Class B GBP	LU1458374052	145837405
Class B EUR	LU1458374136	145837413
Class B CHF	LU1458374219	145837421
Class B SGD	LU1458374300	145837430
Class P JPY	LU1531590252	153159025
Class U AUD	LU1531590336	153159033
Class S USD	LU1458374482	145837448
Class S GBP	LU1458374565	145837456

## **ANNEX XII – NIKKO AM EMERGING MARKETS LOCAL CURRENCY BOND FUND**

### **1. Name of the Sub-Fund**

Nikko AM Emerging Markets Local Currency Bond Fund

### **2. Investment Objectives and Policy**

The investment objective of the Sub-Fund is to provide a positive long term total return by investing in emerging market bonds denominated in local currencies in order to provide a combination of income and capital appreciation.

The Sub-Fund will seek to achieve this investment objective by primarily investing in: (a) bonds issued in local currencies by governments, their agencies and instrumentalities, and companies in emerging markets; and (b) bonds issued in emerging market local currencies by supranational organisations. The Sub-Fund may also invest on an ancillary basis in sovereign debt securities denominated in major currencies and bonds issued in non-local currencies by governments, their agencies and instrumentalities, and companies in emerging markets.

Currency exposure within the Sub-Fund will be actively managed through investment in bonds denominated in multiple currencies as well as through financial derivative instruments including foreign exchange forwards, swaps and non-deliverable forwards.

The investment process identifies major themes affecting emerging markets that are combined with local country insights providing a diversified macro and idiosyncratic risk profile. Risk management is a critical part of the investment process designed to actively manage downside risk.

The emerging market region generally refers to countries with relatively low gross national product per capita. Emerging market countries include, but are not limited to countries such as Brazil, Chile, China, India, Indonesia, Mexico, Russia, South Korea, Turkey, United Arab Emirates and Venezuela.

To achieve its objective, the Sub-Fund may invest up to 60% of its net assets in non-investment grade securities (with a minimum rating of B-/B by Standard and Poor's or equivalent rating at the time of acquisition).

Where circumstances are appropriate, the Sub-Fund may hold ancillary liquid assets in current or deposit accounts or in regularly traded short term Money Market Instruments

denominated in U.S. Dollars or in a currency other than U.S. Dollars, issued or guaranteed by highly rated institutions and having a remaining maturity of less than twelve (12) months.

### *Currency Hedging*

Currency hedging activities between the currency exposures of investments in the portfolio and the Reference Currency of the Sub-Fund are at the Investment Manager's sole discretion. If implemented, the intention will be to hedge the currency exposure of the net assets or certain (but not necessarily all) assets of the Sub-Fund into the Reference Currency of the Sub-Fund.

The Sub-Fund will not engage in currency hedging activities between the Reference Currency of the Sub-Fund and that of each Share Class.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

In order to implement the Sub-Fund's investment policy, the Investment Manager may use financial derivative instruments for both investment and hedging purposes. Such financial derivative instruments typically include, without being limited to, interest rate swaps and futures, credit default swaps, forward foreign exchange, and futures and options on Transferable Securities and indices.

### **4. Additional Investment Restrictions**

The Sub-Fund may invest up to 5% of its net assets in units/shares of UCITS and/or other UCIs classified as ETFs.

## 5. Risk Factors

The principal risks of investing in the Sub-Fund include risks from direct investments and/or indirect exposure through investment in UCITS, UCIs or via financial derivative instruments. The principal risks of investing in the Sub-Fund, which could adversely affect its net asset value, yield and total return are:

**Emerging Market Risk:** emerging markets are typically those of poorer or less developed countries which exhibit lower levels of economic and/or capital market development, and higher levels of share price and currency volatility, amongst these, those which exhibit the lowest levels of economic and/or capital market development may be referred to as frontier markets, and the below mentioned risks may be amplified for these markets.

Some emerging markets governments exercise substantial influence over the private economic sector and the political and social uncertainties that exist for many developing countries are particularly significant. Another risk common to most such countries is that the economy is heavily export oriented and, accordingly, is dependent upon international trade. The existence of overburdened infrastructures and inadequate financial systems also presents risks in certain countries, as do environmental problems.

In adverse social and political circumstances, governments have been involved in policies of expropriation, confiscatory taxation, nationalisation, intervention in the securities market and trade settlement, and imposition of foreign investment restrictions and exchange controls, and these could be repeated in the future. In addition to withholding taxes on investment income, some emerging markets may impose capital gains taxes on foreign investors.

Generally accepted accounting, auditing and financial reporting practices in emerging markets may be significantly different from those in developed markets. Compared to mature markets, some emerging markets may have a low level of regulation, enforcement of regulations and monitoring of investors' activities. Those activities may include practices such as trading on material non-public information by certain categories of investor.

The securities markets of developing countries are not as large as the more established securities markets and have substantially less trading volume, resulting in a lack of liquidity and high price volatility. There may be a high concentration of market capitalisation and trading volume in a small number of issuers representing a limited number of industries as well as a high concentration of investors and financial intermediaries. These factors may adversely affect the timing and pricing of a Sub-Fund's acquisition or disposal of securities.

Practices in relation to the settlement of securities transactions in emerging markets involve higher risks than those in developed markets, in part because the Sub-Fund will need to use brokers and counterparties which are less well capitalised, and custody and registration of assets in some countries may be unreliable. Delays in settlement could result in investment opportunities being missed if the Sub-Fund is unable to acquire or dispose of a security. The Depositary is responsible for the proper selection and supervision of its correspondent banks in all relevant markets in accordance with Luxembourg law and regulation.

In certain emerging markets, registrars are not subject to effective government supervision nor are they always independent from issuers. Investors should therefore be aware that the Sub-Fund could suffer loss arising from these registration problems.

**Non-Investment Grade Debt Securities:** the Sub-Fund may invest in debt securities whose issuers are non-investment grade. The term "non-investment grade" defines debt securities which are unrated or rated, at the time of acquisition, BB+/B by Standard and Poor's or equivalent rating or lower by at least one recognised rating agency. Non-investment grade debt securities are considered speculative by traditional investment standards and may have poor prospects for reaching investment grade standing. Non-investment grade debt securities are subject to the increased risk of an issuer's inability to meet principal and interest obligations. These debt securities may be subject to greater price volatility due to such factors as specific corporate developments, interest rate sensitivity, negative perceptions or publicity (whether or not based on fundamental analysis) of the markets generally and less secondary market liquidity.

The market value of non-investment grade debt securities tends to reflect an individual country's developments to a greater extent than that of investment grade debt securities which react primarily to fluctuations in the general level of interest rates. As a result, the ability of the Sub-Fund that invests in non-investment grade debt securities to achieve its investment objectives may depend to a great extent on the Investment Manager's judgement concerning the creditworthiness of the issuers of such debt securities. Issuers of non-investment grade debt securities may not be able to make use of more traditional methods of financing and their ability to service debt obligations may be more adversely affected than issuers of investment grade debt securities by economic downturns in the issuing country or its inability to meet specific projected economic forecasts.

The secondary market for non-investment grade debt securities is concentrated in relatively few market makers and is dominated by institutional investors. Accordingly, the secondary market for such securities is not as liquid as, and is more volatile than, the secondary market for higher-rated debt securities. In addition, market trading volume for such debt securities is generally lower and the secondary market for such debt securities could contract under adverse market or economic conditions, independent of any specific adverse changes in the condition of a particular issuer. These factors may have

an adverse effect on the market price and the Sub-Fund's ability to dispose of particular securities. A less liquid secondary market also may make it more difficult for the Sub-Fund to obtain precise valuations of the high yield securities in the Sub-Fund.

**Sovereign Debt Risk:** certain emerging markets and non-emerging markets are especially large debtors to commercial banks and foreign governments. Investment in debt securities (ie sovereign debt) issued or guaranteed by such governments or government entities involves a higher degree of risk. The government entity that controls the repayment of sovereign debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A government entity's willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the government entity's policy towards the International Monetary Fund and the political constraints to which a government entity may be subject. Government entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and others abroad to reduce principal and interest arrearage on their debt.

The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a government entity's implementation of economic or fiscal reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties' commitments to lend funds to the government entity, which may further impair such debtor's ability or willingness to service its debt on a timely basis. Consequently, government entities may default on their sovereign debt. Holders of sovereign debt, including the Sub-Fund, may be requested to participate in the rescheduling of such debt and to extend further loans to government entities. There is no bankruptcy proceeding by which sovereign debt on which a government entity has defaulted may be collected in whole or in part.

In light of the fiscal conditions and concerns on sovereign debt of certain European countries, if the Sub-Fund has exposure to Europe, it may be subject to an increased amount of volatility, liquidity, price and currency risk associated with investments in Europe. The performance of the Sub-Fund could deteriorate should there be any adverse credit events in the European region (e.g. downgrade of the sovereign credit rating of a European country).

Where the Sub-Fund may have investment exposure to Europe in the context of the investment objective and strategy that it is pursuing, in light of the fiscal conditions and concerns on sovereign debt of certain European countries, the Sub-Fund may be subject to a number of risks arising from a potential crisis in Europe. The risks are present both

in respect of direct investment exposure (for example if the Sub-Fund holds a security issued by a sovereign issuer and that issuer suffers a downgrade or defaults) and indirect investment exposure, such as the Sub-Fund facing an increased amount of volatility, liquidity, price and currency risk associated with investments in Europe.

In a case when any country should cease using the Euro as their local currency or should a collapse of the Eurozone monetary union occur, such countries may revert back to their former (or another) currency, which may lead to additional performance, legal and operational risks to the Sub-Fund and may ultimately negatively impact the value of the Sub-Fund. The performance and value of the Sub-Fund may potentially be adversely affected by any or all of the above factors, or there may be unintended consequences in addition to the above arising from a potential European crisis that adversely affects the performance and value of the Sub-Fund.

In addition, the attention of the investors is drawn to Section "2) INVESTMENT OBJECTIVES AND POLICIES – RISK WARNINGS" contained in this Prospectus.

#### **6. Profile of Suitable Investor**

The Sub-Fund is suitable for investors who seek exposure to local debt of Emerging Markets.

#### **7. Business Day**

Every day that is a bank business day in both Luxembourg and London, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

#### **8. Valuation Day**

Every day that is a Business Day.

#### **9. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>

Class A USD Class A GBP Class A EUR Class A CHF	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	-
--	---	---	---

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B USD Class B GBP Class B EUR Class B CHF Class B SGD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	-

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies	USD 50,000 or equivalent in other currencies

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY Class U AUD	JPY 1.0000 AUD 100	- -	- -

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 100,000	-	-
Class S USD	USD 1,000	-	-

## 10. Issue of Shares

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>							
<b>Share Class</b>	<b>Share Class Currency</b>						
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>
Class A	n/a	10	10	10	10	n/a	n/a
Class B	n/a	10	10	10	10	10	n/a
Class D	n/a	10	10	10	10	n/a	n/a
Class P	1.0000	n/a	n/a	n/a	n/a	n/a	n/a
Class U	n/a	n/a	n/a	n/a	n/a	n/a	10
Class S	100,000	1,000	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for

Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **11. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within five (5) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested.

## **12. Investment Manager**

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Europe Ltd. as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

### 13. Reference Currency

USD for the Sub-Fund

USD, GBP, EUR, CHF for Class A

USD, GBP, EUR, CHF, SGD for Class B

USD, GBP, EUR, CHF for Class D

JPY for Class P

AUD for Class U

JPY and USD for Class S

### 14. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S
Management fees	0.45%	1.20%	0.45%	up to 0.60%	up to 0.50%	up to 0.45%
Administration fees	up to 0.05%					

The Management fees cover management company fees, investment management fees, investment sub-management fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated approximately USD 7,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

**15. ISIN and Common Code**

	ISIN	Common Code
Class A USD	LU1531590419	153159041
Class A GBP	LU1531590500	153159050
Class A EUR	LU1531590682	153159068
Class A CHF	LU1531590765	153159076
Class B USD	LU1531590849	153159084
Class B GBP	LU1531590922	153159092
Class B EUR	LU1531591060	153159106
Class B CHF	LU1531591144	153159114
Class B SGD	LU1531591227	153159122
Class D USD	LU1531591490	153159149
Class D GBP	LU1531591573	153159157
Class D EUR	LU1531591656	153159165
Class D CHF	LU1531591730	153159173
Class P JPY	LU1531591813	153159181
Class U AUD	LU1531591904	153159190
Class S JPY	LU1531592035	153159203
Class S USD	LU1531592118	153159211

## ANNEX XIII – NIKKO AM ARK DISRUPTIVE INNOVATION FUND

### 1. Name of the Sub-Fund

Nikko AM ARK Disruptive Innovation Fund

### 2. Investment Objectives and Policy

The investment objective of the Sub-Fund is to achieve a long term capital growth.

The Sub-Fund will invest, under normal market conditions, primarily in global equity securities of companies that are relevant to the Sub-Fund's investment theme of disruptive innovation.

The Investment Manager defines "disruptive innovation" as the introduction of a technologically enabled new product or service that potentially changes the way the world works. The Investment Manager believes that companies relevant to this theme are those that rely on or benefit from the development of new products or services, technological improvements and advancements in scientific research relating to the areas of: (i) genomics, which the Investment Manager defines as the study of genes and their functions and related techniques ("Genomic Revolution Companies"); (ii) industrial innovation in energy, automation and manufacturing ("Industrial Innovation Companies"); (iii) the increased use of shared technology, infrastructure and services ("Web x.0 Companies"); and (iv) technologies that make financial services more efficient ("FinTech Innovation Companies"). In selecting companies that the Investment Manager believes are relevant to a particular investment theme, it seeks to identify, using its own internal research and analysis, companies capitalising on disruptive innovation or that are enabling the further development of a theme in the markets in which they operate. The Investment Manager's internal research and analysis leverages insights from diverse sources, including external research, to develop and refine its investment themes and identify and take advantage of trends that have ramifications for individual companies or entire industries. The types of companies that the Investment Manager believes are Genomic Revolution Companies, Industrial Innovation Companies, Web x.0 Companies, or FinTech Innovation Companies are described below:

#### Genomic Revolution Companies

Companies that the Investment Manager believes are substantially focused on, and are expected to substantially benefit from, extending and enhancing the quality of human and other life by incorporating technological and scientific developments, improvements and advancements in genomics into their business, such as by offering new products or services that rely on genomic sequencing (i.e. the techniques that allow researchers to read and decipher genetic information found in the DNA of bacteria, plants, animals and

human beings), analysis, synthesis or instrumentation. These companies may include those across multiple sectors, such as healthcare, information technology, materials, energy and consumer discretionary. These companies may also develop, produce, manufacture or significantly rely on or enable bionic devices, bio-inspired computing, bioinformatics (i.e. the science of collecting and analysing complex biological data such as genetic codes), molecular medicine and agricultural biotechnology.

#### Industrial Innovation Companies

Companies that the Investment Manager believes are focused on and expected to benefit from the development of new products or services, technological improvements and advancements in scientific research related to, among other things, disruptive innovation in energy ("energy transformation companies"), automation and manufacturing ("automation transformation companies"), materials, and transportation.

The Investment Manager considers a company to be an energy transformation company if it seeks to capitalise on innovations or evolutions in: (i) ways that energy is stored or used; (ii) the discovery, collection and/or implementation of new sources of energy, including unconventional sources of oil or natural gas; and/or (iii) the production or development of new materials for use in commercial applications of energy production, use or storage.

The Investment Manager considers a company to be an automation transformation company if it is focused on capitalising on the productivity of machines, such as through the automation of functions, processes or activities previously performed by human labour or the use of robotics to perform other functions, activities or processes.

#### Web x.0 Companies

Companies that the Investment Manager believes are focused on and expected to benefit from shifting the bases of technology infrastructure from hardware and software to a Cloud, thus aiding mobile and local services, such as companies that rely on or benefit from the increased use of shared technology, infrastructure and services. These companies may include mail-order houses which generate the entirety of their business through websites and which offer internet-based products and services, such as streaming media or Cloud storage, in addition to traditional physical goods. These companies may also include ones that develop, use or rely on innovative payment methodologies, big data, the "internet of things" (otherwise known as a system of interrelated computing devices, mechanical and digital machines, or physical objects that provide unique identifiers and the ability to transfer data over a network without requiring human-to-human or human-to-computer interaction), machine learning, and social distribution and media.

### FinTech Innovation Companies

Companies that the Investment Manager believes are focused on and expected to benefit from the shifting of the financial sector and economic transactions to technology infrastructure platforms, and technological intermediaries. FinTech Innovation Companies may also develop, use or rely on innovative payment platforms and methodologies, point of sale providers, transactional innovations, business analytics, fraud reduction, frictionless funding platforms, peer-to-peer lending, intermediary exchanges, asset allocation technology, mobile payments, and risk pricing and pooling aggregators.

The Investment Manager will select investments for the Sub-Fund that represent its highest-conviction investment ideas within the theme of disruptive innovation, as described above, when constructing the Sub-Fund's portfolio. The Investment Manager's process for identifying Genomic Revolution Companies, Industrial Innovation Companies, Web x.0 Companies and FinTech Innovation Companies uses both "top down" (thematic research sizing the potential total available market, and surfacing the prime beneficiaries) and "bottom up" (valuation, fundamental and quantitative measures) approaches. The Investment Manager's highest-conviction investment ideas are those that it believes present the best risk-reward opportunities.

Under normal circumstances, substantially all of the Sub-Fund's assets will be invested in equity securities, including common stocks, partnership interests, business trust shares and other equity investments or ownership interests in business enterprises. The Sub-Fund's investments will include issuers of small, medium and large-capitalisations. The Sub-Fund's investments in foreign equity securities will be in both developed and emerging markets. The Sub-Fund may use American Depositary Receipts ("ADRs"), European Depositary Receipts ("EDRs") and Global Depositary Receipts ("GDRs") when purchasing foreign securities.

The Sub-Fund may invest a proportion of its assets in depositary receipts, (including sponsored ADRs, sponsored EDRs and sponsored GDRs), rights, warrants, preferred securities and convertible securities.

Under normal circumstances, the Sub-Fund aims to achieve a target average gross return of 10% to 15% per annum over a rolling five year period, but such target gross return is not fixed and may be subject to review and change in the future in consideration of prevailing market conditions.

The Sub-Fund may take a temporary defensive position (investments in cash or cash equivalents) in response to adverse market, economic, political or other conditions. Cash equivalents include short-term high quality debt securities and money market instruments such as commercial paper, certificates of deposit, bankers' acceptances, U.S.

Government securities and bonds that are rated BBB or higher and shares of short-term fixed income or money market funds.

The investment policy of this Sub-Fund is subject to the investment restrictions described under the heading "11. INVESTMENT RESTRICTIONS" and "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus.

Potential Shareholders who are considering investment in the Sub-Fund should note that the past performance of the Sub-Fund is not indicative of its future performance.

The assets of the Sub-Fund are subject to normal market risks and no assurance can be given that the Sub-Fund's objectives will be achieved and the value of Shares and the income therefrom may go down as well as up.

### **3. Derivatives**

Subject to the provisions under the heading "12. FINANCIAL TECHNIQUES AND FINANCIAL DERIVATIVE INSTRUMENTS" in Section "10) GENERAL INFORMATION" of this Prospectus, the Sub-Fund may use financial derivative instruments for the purposes of investment, hedging and efficient portfolio management.

### **4. Additional Investment Restrictions**

The Sub-Fund may not invest more than 5% of its net assets in units/shares of other UCITS and/or UCIs; provided, however, such restriction shall not apply to investment in ETFs.

### **5. Risk Factors**

The principal risks of investing in the Sub-Fund, which could adversely affect its net asset value, yield and total return are:

**Catalogue and Mail Order House Company Risk:** catalogue and mail order house companies may be exposed to significant inventory risks that may adversely affect operating results due to, among other factors: seasonality, new product launches, rapid changes in product cycles and pricing, defective merchandise, changes in consumer demand and consumer spending patterns, or changes in consumer tastes with respect to products. Demand for products can change significantly between the time inventory or components are ordered and the date of sale. The acquisition of certain types of inventory or components may require significant lead-time and prepayment and they may not be returnable. Failure to adequately predict customer demand or otherwise optimise and operate distribution centres could result in excess or insufficient inventory

or distribution capacity, result in increased costs, impairment charges, or both. The business of catalogue and mail order house companies can be highly seasonal and failure to stock or restock popular products in sufficient amounts during high demand periods could significantly affect revenue and future growth. Increased website traffic during peak periods could cause system interruptions which may reduce the volume of goods sold and the attractiveness of a company's products and services.

**Convertible Securities Risk:** prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities, which generally provide a stable stream of income with generally higher yields than those of equity securities of the same or similar issuers. The price of a convertible security will normally vary with changes in the price of the underlying equity security, although the higher yield tends to make the convertible security less volatile than the underlying equity security. As with debt securities, the market value of convertible securities tends to decrease as interest rates rise and increase as interest rates decline. While convertible securities generally offer lower interest or dividend yields than non-convertible debt securities of similar quality, they offer investors the potential to benefit from increases in the market prices of the underlying common stock.

**Depository Receipts Risk:** the issuers of certain depository receipts are under no obligation to distribute shareholder communications to the holders of such receipts, or to pass through to them any voting rights with respect to the deposited securities. Investment in depository receipts may be less liquid than the underlying shares in their primary trading market. Depository receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. In addition, the issuers of the stock underlying unsponsored depository receipts are not obligated to disclose material information in the United States.

**Disruptive Innovation Risk:** companies that the Investment Manager believes are capitalising on disruptive innovation and developing technologies to displace older technologies or create new markets may not in fact do so. Companies that initially develop a novel technology may not be able to capitalise on the technology. Companies that develop disruptive technologies may face political or legal attacks from competitors, industry groups or local and national governments. These companies may also be exposed to risks applicable to sectors other than the disruptive innovation theme for which they are chosen, and the securities issued by these companies may underperform the securities of other companies that are primarily focused on a particular theme. The Sub-Fund may invest in a company that does not currently derive any revenue from disruptive innovations or technologies, and there is no assurance that a company will derive any revenue from disruptive innovations or technologies in the future. A disruptive innovation or technology may constitute a small portion of a company's overall business. As a result, the success of a disruptive innovation or technology may not affect the value of the equity securities issued by the company.

**Financial Technology Risk:** companies that are developing financial technologies that seek to disrupt or displace established financial institutions generally face competition from much larger and more established firms. FinTech Innovation Companies may not be able to capitalise on their disruptive technologies if they face political and/or legal attacks from competitors, industry groups or local and national governments. Laws generally vary by country, creating some challenges to achieving scale. A FinTech Innovation Company may not currently derive any revenue, and there is no assurance that a FinTech Innovation Company will derive any revenue from innovative technologies in the future.

**Future Expected Genomic Business Risk:** the Investment Manager may invest some of the Sub-Fund's assets in Genomics Revolution Companies that do not currently derive a substantial portion of their current revenues from genomic-focused businesses and there is no assurance that any company will do so in the future, which may adversely affect the ability of the Sub-Fund to achieve its investment objective.

**Health Care Sector Risk:** the profitability of companies in the health care sector may be affected by extensive government regulations and government health care programs, restrictions on government reimbursement for medical expenses, increases or decreases in the cost of medical products and services and product liability claims, among other factors. Many health care companies are: (i) heavily dependent on patent protection and intellectual property rights and the expiration of a patent may adversely affect their profitability; (ii) subject to extensive litigation based on product liability and similar claims; and (iii) subject to competitive forces that may make it difficult to raise prices and, in fact, may result in price discounting. Many health care products and services may be subject to regulatory approvals. The process of obtaining such approvals may be long and costly, and delays or failure to receive such approvals may negatively impact the business of such companies. Additional or more stringent laws and regulations enacted in the future could have a material adverse effect on such companies in the health care sector. In addition, issuers in the health care sector include issuers having their principal activities in the biotechnology industry, medical laboratories and research, drug laboratories and research and drug manufacturers, which have the additional risks described below:

- **Biotechnology Company Risk:** a biotechnology company's valuation can often be based largely on the potential or actual performance of a limited number of products and can accordingly be greatly affected if one of its products proves, among other things, unsafe, ineffective or unprofitable.

- **Pharmaceutical Company Risk:** companies in the pharmaceutical industry can be significantly affected by, among other things, government approval of products and services, government regulation and reimbursement rates, product liability claims, patent expirations and protection and intense competition.

**Industrials Sector Risk:** the industrials sector includes companies engaged in the aerospace and defence industry, electrical engineering, machinery, and professional services. Companies in the industrials sector may be adversely affected by changes in government regulation, world events and economic conditions. In addition, companies in the industrials sector may be adversely affected by environmental damages, product liability claims and exchange rates.

- **Aerospace and Defence Company Risk:** companies in the aerospace and defence industry rely to a large extent on government demand for their products and services and may be significantly affected by changes in government regulations and spending, as well as economic conditions and industry consolidation.

- **Professional Services Company Risk:** professional services companies may be materially impacted by economic conditions and related fluctuations in client demand for marketing, business, technology and other consulting services. Professional services companies' success depends in large part on attracting and retaining key employees and a failure to do so could adversely affect a company's business. There are relatively few barriers to entry into the professional services market, and new competitors could readily seek to compete in one or more market segments, which could adversely affect a professional services company's operating results through pricing pressure and loss of market share.

**Information Technology Sector Risk:** the information technology sector includes companies engaged in internet software and services, technology hardware and storage peripherals, electronic equipment instruments and components, and semiconductors and semiconductor equipment. Information technology companies face intense competition, both domestically and internationally, which may have an adverse effect on profit margins. Information technology companies may have limited product lines, markets, financial resources or personnel. The products of information technology companies may face rapid product obsolescence due to technological developments and frequent new product introduction, unpredictable changes in growth rates and competition for the services of qualified personnel. Failure to introduce new products, develop and maintain a loyal customer base, or achieve general market acceptance for their products could have a material adverse effect on a company's business. Companies in the information technology sector are heavily dependent on intellectual property and the loss of patent,

copyright and trademark protections may adversely affect the profitability of these companies.

- **Internet Company Risk:** many internet-related companies have incurred large losses since their inception and may continue to incur large losses in the hope of capturing market share and generating future revenues. Accordingly, many such companies expect to incur significant operating losses for the foreseeable future, and may never be profitable. The markets in which many internet companies compete face rapidly evolving industry standards, frequent new service and product announcements, introductions and enhancements, and changing customer demands. The failure of an internet company to adapt to such changes could have a material adverse effect on the company's business. Additionally, the widespread adoption of new internet, networking, telecommunications technologies, or other technological changes could require substantial expenditures by an internet company to modify or adapt its services or infrastructure, which could have a material adverse effect on an internet company's business.

- **Semiconductor Company Risk:** competitive pressures may have a significant effect on the financial condition of semi-conductor companies and, as product cycles shorten and manufacturing capacity increases, these companies may become increasingly subject to aggressive pricing, which hampers profitability. Reduced demand for end-user products, under-utilization of manufacturing capacity, and other factors could adversely impact the operating results of companies in the semiconductor sector. Semiconductor companies typically face high capital costs and may be heavily dependent on intellectual property rights. The semiconductor sector is highly cyclical, which may cause the operating results of many semiconductor companies to vary significantly. The stock prices of companies in the semiconductor sector have been and likely will continue to be extremely volatile.

- **Software Industry Risk:** the software industry can be significantly affected by intense competition, aggressive pricing, technological innovations, and product obsolescence. Companies in the software industry are subject to significant competitive pressures, such as aggressive pricing, new market entrants, competition for market share, short product cycles due to an accelerated rate of technological developments and the potential for limited earnings and/or falling profit margins. These companies also face the risks that new services, equipment or technologies will not be accepted by consumers and businesses or will become rapidly obsolete. These factors can affect the profitability of these companies and, as a result, the value of their securities. Also, patent protection is integral to the success of many companies in this industry, and profitability can be affected materially by, among other things,

the cost of obtaining (or failing to obtain) patent approvals, the cost of litigating patent infringement and the loss of patent protection for products (which significantly increases pricing pressures and can materially reduce profitability with respect to such products). In addition, many software companies have limited operating histories. Prices of these companies' securities historically have been more volatile than other securities, especially over the short term.

**Preferred Securities Risk:** preferred securities are contractual obligations that entail rights to distributions declared by the issuer's board of directors but may permit the issuer to defer or suspend distributions for a certain period of time. Preferred securities may be subject to more fluctuations in market value due to changes in market perceptions of the issuer's ability to continue to pay dividends. If a Sub-Fund owns a preferred security whose issuer has deferred or suspended distributions, the Sub-Fund may be required to account for the distribution that has been deferred or suspended for tax purposes, even though it may not have received this income. Preferred securities are subordinated to any debt the issuer has outstanding. Accordingly, preferred stock dividends are not paid until all debt obligations are first met. Preferred securities may lose substantial value if distributions are deferred, suspended or not declared. Preferred securities may also permit the issuer to convert preferred securities into the issuer's common stock. Preferred Securities that are convertible into common stock may decline in value if the common stock to which preferred securities may be converted declines in value. Preferred securities may be less liquid than equity securities.

**Rights and Warrants Risk:** rights and warrants are option securities permitting their holders to subscribe for other securities. Rights and warrants do not represent an ownership interest in an issuer or carry with them dividend or voting rights with respect to the underlying securities. Investment in rights and warrants may thus be considered more speculative than certain other types of investments. In addition, the value of a right or a warrant does not necessarily change with the value of the underlying securities, and ceases to have value if it is not exercised prior to expiration.

**Web x.0 Companies Risk:** the risks described below apply, in particular, to the Sub-Fund's investment in Web x.0 Companies.

- **Internet Information Provider Company Risk:** internet information provider companies provide internet navigation services and reference guide information and publish, provide or present proprietary advertising and/or third party content. Such companies often derive a large portion of their revenues from advertising, and a reduction in spending by or loss of advertisers could seriously harm their business. This business is rapidly evolving and intensely competitive, and is subject to changing technologies, shifting user needs, and frequent introductions of new products and services. The research and development of new, technologically advanced products is a complex and

uncertain process requiring high levels of innovation and investment, as well as the accurate anticipation of technology, market trends and consumer needs. The number of people who access the internet is increasing dramatically and a failure to attract and retain a substantial number of such users to a company's products and services or to develop products and technologies that are more compatible with alternative devices, could adversely affect operating results. Concerns regarding a company's products, services or processes that may compromise the privacy of users or other privacy related matters, even if unfounded, could damage a company's reputation and adversely affect operating results.

**6. Profile of Suitable Investor**

The Sub-Fund is suitable for investors looking for capital appreciation by investing in equity securities worldwide for the long term.

**7. Business Day**

Every day that is a bank business day in both Luxembourg and New York, or such other day or days as the Company may from time to time determine and communicate to Shareholders.

**8. Valuation Day**

Every day that is a Business Day.

**9. Share Classes, Minimum Subscription and Minimum Holding**

Class A Shares are available for subscription and are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus:

<b>Class A Shares</b>			
<b>Available Class A Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class A JPY Class A USD Class A GBP Class A EUR Class A CHF Class A SGD	USD 1,000,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 500,000 or equivalent in other currencies

Class B Shares are available to all investors:

<b>Class B Shares</b>			
<b>Available Class B Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class B JPY Class B USD Class B GBP Class B EUR Class B CHF Class B SGD	USD 1,000 or equivalent in other currencies	USD 500 or equivalent in other currencies	USD 500 or equivalent in other currencies

Class D Shares are only available to investors who are approved by the Management Company, including recognised financial intermediaries or institutions which provide fee-based investment advisory services to underlying investors:

<b>Class D Shares</b>			
<b>Available Class D Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class D USD Class D GBP Class D EUR Class D CHF	USD 100,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies	USD 100,000 or equivalent in other currencies

Class P Shares and Class U Shares are reserved for collective investment vehicles managed by the affiliates of the Management Company and for institutional investors for which the affiliates of the Management Company act as investment manager:

<b>Class P Shares &amp; Class U Shares</b>			
<b>Available Class P Shares and Class U Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class P JPY	JPY 1.0000	-	-
Class U AUD	AUD 100	-	-
Class U NZD	NZD 100	-	-

Class S Shares are reserved for Institutional Investors as defined under Section "4) ISSUE, REDEMPTION, SWITCHING AND TRANSFER OF SHARES" of this Prospectus and approved by the Management Company:

<b>Class S Shares</b>			
<b>Available Class S Shares</b>	<b>Minimum Initial Subscription</b>	<b>Minimum Additional Subscription</b>	<b>Minimum Holding</b>
Class S JPY	JPY 10,000,000	-	-
Class S USD	USD 1,000	-	-

#### **10. Issue of Shares**

During the initial offering period, which shall be determined by the Management Company, the Company shall offer:

<b>Initial Offer Price per Share</b>								
<b>Share Class</b>	<b>Share Class Currency</b>							
	<b>JPY</b>	<b>USD</b>	<b>GBP</b>	<b>EUR</b>	<b>CHF</b>	<b>SGD</b>	<b>AUD</b>	<b>NZD</b>
Class A	1,000	10	10	10	10	10	n/a	n/a
Class B	1,000	10	10	10	10	10	n/a	n/a
Class D	n/a	10	10	10	10	n/a	n/a	n/a
Class P	1.0000	n/a						
Class U	n/a	n/a	n/a	n/a	n/a	n/a	10	10
Class S	100,000	1,000	n/a	n/a	n/a	n/a	n/a	n/a

Shares will be issued as of the Business Day following the close of the initial offering period (the "Closing Date") in respect of applications for Shares which are submitted directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor by 3.00 p.m. (Luxembourg time) on the last Business Day of the initial offering period provided subscription monies in respect of such applications for Shares are received in immediately available funds by the Depositary as of the Closing Date.

After the initial offering period, the offer price of Shares of the Sub-Fund shall be the net asset value per Share determined for each Class in respect of the applicable Valuation Day. The Company is also entitled to add to the net asset value per Share a charge sufficient to cover stamp duties and taxation in respect of the issue of Shares or certificates and delivery and insurance costs in respect of certificates.

Subscriptions for Shares in the Sub-Fund can be made as at any Valuation Day. Applications for Shares must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Applications for Shares received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Applications for Shares received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment of the total amount due on subscription must be received by the Depositary in cleared funds within three (3) Business Days, counting from and excluding the relevant Valuation Day.

A sales charge of up to five percent (5%) of the net asset value per Share may be applied for the benefit of distributors or other intermediaries, if applicable.

An application form for Class A Shares, Class P Shares, Class U Shares and Class S Shares must be accompanied by a certified copy of the identification documents establishing the status of Institutional Investor of the applicant.

This Sub-Fund has been established for an undetermined period.

## **11. Redemption of Shares**

Any Shareholder may present its Shares for redemption in part or whole as at any Valuation Day for the Sub-Fund.

Redemption requests must be made directly to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor. Redemption requests received by the Transfer Agent in Luxembourg by 3.00 p.m. (Luxembourg time) on any Valuation Day will be dealt with on that Valuation Day. Redemption requests received on a Valuation Day after that time will be carried forward to, and will be deemed received on the next following Valuation Day.

Payment for Shares will generally be made within five (5) Business Days counting from and excluding the relevant Valuation Day or, in the case of Shares for which certificates have been issued, after receipt by the Company of the relevant certificates (if later), unless (in either case) specific statutory provisions such as foreign exchange restrictions (for example where the banks in the country of the Class currency are not open for normal banking business) or other circumstances beyond the Depositary's control make it impossible to transfer the redemption proceeds to the country from which the payment was requested (for example where no interbank settlement system is operational).

## 12. Investment Manager

The Management Company has appointed, under the overall control of the Board of Directors of the Company, Nikko Asset Management Americas, Inc. as Investment Manager to manage the assets of the Sub-Fund on a discretionary basis.

## 13. Investment Advisor

ARK Investment Management LLC has been appointed by the Investment Manager to provide advice in relation to the investment of the assets of the Sub-Fund.

ARK Investment Management LLC seeks to capture long-term outperformance and capital appreciation created by disruptive innovation. The Investment Advisor was founded in January 2014 to capitalize on the opportunities for excess returns created by companies benefiting from a technological change and is based at 155 West, 19<sup>th</sup> Street, Floor 5, New York, NY 10011.

## 14. Reference Currency

USD for the Sub-Fund  
JPY, USD, GBP, EUR, CHF, SGD for Class A  
JPY, USD, GBP, EUR, CHF, SGD for Class B  
USD, GBP, EUR, CHF for Class D  
JPY for Class P  
AUD, NZD for Class U  
JPY and USD for Class S

## 15. Fees and Expenses

	Class A	Class B	Class D	Class P	Class U	Class S
Management fees	0.75%	1.50%	0.75%	0.325%	up to 0.50%	0.325%
Administration fees	up to 0.05%					

The Management fees cover management company fees, investment management fees, investment advisory fees, and distributors and intermediaries annual maintenance fees, if applicable; provided, Class D does not pay any distributors and intermediaries annual maintenance fees or rebates.

The Administrative Agent is entitled to receive administration fees up to 0.05% out of the assets of the Sub-Fund, subject to the minimum of USD 48,000 per annum.

The Sub-Fund will pay custody fees comprising of asset-based fees and transaction-based fees (the rates of which vary depending on the markets in which the Sub-Fund invests). The total of these fees shall be shown in the annual report of the Company.

The Management Company may, from time to time in its sole discretion, decide to assume some of the expenses the Sub-Fund incurred.

The Sub-Fund will bear its own organisational expenses, which are estimated at approximately USD 8,000. Such organisational expenses will be paid out of the proceeds from issuing units, and may be amortised over a period of 5 years.

## 16. ISIN and Common Code

	ISIN	Common Code
Class A JPY	LU1861556295	186155629
Class A USD	LU1861556378	186155637
Class A GBP	LU1861558077	186155807
Class A EUR	LU1861558150	186155815
Class A CHF	LU1861558234	186155823
Class A SGD	LU1861558317	186155831
Class B JPY	LU1861558408	186155840
Class B USD	LU1861558580	186155858
Class B GBP	LU1861558663	186155866
Class B EUR	LU1861558747	186155874
Class B CHF	LU1861558820	186155882
Class B SGD	LU1861559042	186155904
Class D USD	LU1861559125	186155912
Class D GBP	LU1861559398	186155939
Class D EUR	LU1861559471	186155947
Class D CHF	LU1861559554	186155955
Class P JPY	LU1861559638	186155963
Class U AUD	LU1861559711	186155971
Class U NZD	LU1861559802	186155980
Class S JPY	LU1861559984	186155998
Class S USD	LU1861560057	186156005

## **APPENDIX – IMPORTANT INFORMATION FOR INVESTORS IN SPECIFIC COUNTRIES**

### **CHILE**

Date of commencement of the offer: June 2015. The present offer is subject to General Rule N° 336 (Norma de Carácter General N° 336) of the Chilean securities and insurance regulator ("*Superintendencia de Valores y Seguros*" or "SVS"). The present offer deals with securities that are not registered in the Securities Registry (*Registro de Valores*) nor in the Foreign Securities Registry (*Registro de Valores Extranjeros*) kept by the SVS, and, therefore, the securities which this offer refers to are not subject to the supervision of the SVS. Given the fact that the securities of the present offer are not registered with the SVS, there is no obligation for the issuer to disclose in Chile public information about said securities. These securities may not be publicly offered as long as they are not registered in the corresponding Securities Registry kept by the SVS.

### **FINLAND**

Investors can find out the status of the Company's marketing registrations, as well as relevant contact details for a specific country by accessing [emea.nikkoam.com](http://emea.nikkoam.com).

### **FRANCE**

#### French Centralising and Financial Agent

BNP Paribas Securities Services

3 rue d'Antin, 75002

Paris, France

Applications for subscription, redemption and conversion of Shares should be sent to the Transfer Agent but may also be sent to the French Centralising and Financial Agent for onward transmission to the Transfer Agent.

The French Centralising and Financial Agent will provide electronic versions of the Prospectus, the KIIDs, the Articles of Incorporation of the Company, the annual report and the semi-annual report to Shareholders free of charge. Such documents will also be available for potential investors that show an interest in the Sub-Funds.

## FEDERAL REPUBLIC OF GERMANY

**For the following Sub-Fund, no notification for marketing in the Federal Republic of Germany has been filed with the Federal Financial Supervisory Authority (BaFin), so that shares of this Sub-Fund may not be marketed to investors within the jurisdiction of the Investment Code (KAGB):**

- **Nikko AM Emerging Markets Local Currency Bond Fund.**

### Domestic German Information Agent

BNP Paribas Securities Services S.C.A  
Zweigniederlassung Frankfurt  
Europa-Allee 12  
60327 Frankfurt

The Prospectus, the KIID, the Articles of Incorporation of the Company as well as the annual and semi-annual reports are available free of charge and in hardcopy at the domestic German Information Agent.

Likewise, the issue, redemption and conversion prices of the Shares of the Sub-Funds as well as the Depositary Agreement, the Administration Agreement, the Investment Advisory Agreements, and the Management Company Services Agreement, distribution and information agent agreements are available free of charge.

Shareholders in the Federal Republic of Germany may submit redemption and conversion requests to the credit institutions holding their securities account in the Federal Republic of Germany.

Alternatively, they can send their redemption and conversion requests every Valuation Day to the registered office of the Transfer Agent in Luxembourg or through any duly authorised distributor.

All payments to investors in the Federal Republic of Germany (redemption proceeds, any disbursements or other payments) may be remitted via the credit institutions holding their securities account in the Federal Republic of Germany.

### **Publications**

The issue and redemption prices, as well as any notices to investors in the Federal Republic of Germany are published on the website [www.fundinfo.com](http://www.fundinfo.com).

## ITALY

The Company has notified the intention to market its Shares in Italy pursuant to article 42 of Legislative Decree no. 58 of 24 February 1998 and implementing regulations. The offering of Shares can only be carried out by the appointed distributors indicated in the list referred to in the Italian wrapper (Subscription Form) in accordance with the procedures indicated therein. A

Shareholder who makes a subscription or a redemption of Shares through the local Paying Agent or other entities responsible for processing Share transactions in Italy may be charged with the expenses linked to the activity carried out by such entities. In Italy, additional expenses incurred by the Italian Paying Agent(s) or other entities responsible for processing Share transactions for and on behalf of Italian Shareholders (for example for the cost of foreign exchange dealing and for intermediation in payments) may be charged to those Shareholders directly. Further details of any such additional charges will be provided in the Subscription Form for Italy. Investors in Italy may confer on the Italian Paying Agent a specific mandate empowering the latter to act in its own name and on behalf of the same investors. Under this mandate, the Italian Paying Agent in its own name and on behalf of the investors in Italy shall (i) transmit in aggregated form to the Company subscription /redemption/conversion orders; (ii) hold the Shares in the register of Shareholders of the Company; and (iii) carry out any other administrative activity under the investment contract. Further details of such mandate will be provided in the subscription form for Italy.

In Italy investors may be able to subscribe for Shares through Regular Savings Plans. Under Regular Savings Plans may be also possible to periodically/regularly redeem and/or convert the Shares. Details of the Regular Savings Plans facilities offered will be provided in the subscription form for Italy.

## **THE NETHERLANDS**

The Company has notified its intention to market its Shares of Nikko AM Asia ex-Japan Fund in The Netherlands. Applications for subscription, redemption and conversion of Shares should be sent to the Transfer Agent.

The Prospectus, the KIIDs, the Articles of Incorporation of the Company, the annual report and the semi-annual report may be obtained free of charge and in paper form from the Transfer Agent.

## **SINGAPORE**

Certain Sub-Funds of the Company (each a "Restricted Sub-Fund") may have been entered onto the list of restricted schemes maintained by the Monetary Authority of Singapore (the "MAS") for the purpose of restricted offer in Singapore pursuant to section 305 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA") and the list of Restricted Sub-Funds may be accessed at: <https://eservices.mas.gov.sg/cisnetportal/jsp/list.jsp>. The restricted offer or invitation of the shares (the "Shares") of each Restricted Sub-Fund which is the subject of this Prospectus does not relate to a collective investment scheme which is authorised under Section 286 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA") or recognised under Section 287 of the SFA. The Restricted Sub-Funds are not authorised or recognised by the Monetary Authority of Singapore (the "MAS") and Shares are not allowed to be offered to the retail public. Each of this Prospectus and any other document or material issued in

connection with the offer or sale is not a prospectus as defined in the SFA. Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you.

This Prospectus has not been registered as a prospectus with the MAS. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 304 of the SFA, (ii) to a relevant person pursuant to Section 305 (1), or any person pursuant to Section 305(2), and in accordance with the conditions, specified in Section 305 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 305 by a relevant person which is:

(a) a corporation (which is not an accredited investor as defined in Section 4A of the SFA) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six (6) months after that corporation or that trust has acquired the Shares pursuant to an offer made under Section 305 except:

(1) to an institutional investor or to a relevant person defined in Section 305(5) of the SFA, or to any person pursuant to an offer referred to in Section 275(1A) of the SFA;

(2) where no consideration is or will be given for the transfer; or

(3) where the transfer is by operation of law.

## **SPAIN**

Investors can find out the status of the Company's marketing registrations, as well as relevant contact details for a specific country by accessing [emea.nikkoam.com](http://emea.nikkoam.com).

## **SWEDEN**

### Swedish Paying Agent

Swedbank AB  
A-105 34 Stockholm  
Sweden

The Swedish Paying Agent will provide electronic versions of the Prospectus, the KIIDs, the Articles of Incorporation of the Company, the annual report and the semi-annual report to Shareholders free of charge. Such documents will also be available for potential investors that show an interest in the Sub-Funds.

The Company has notified the Swedish Financial Supervisory Authority in accordance with Chapter 1, Section 7 of the Swedish Investment Funds Act 2004 (Sw. lag (2004:46) om investeringssonder) and by virtue of a confirmation from the Swedish Financial Supervisory Authority the Company may publicly distribute its Shares in Sweden.

## **SWITZERLAND**

The Swiss Financial Market Authority FINMA has authorised BNP Paribas Securities Services, Paris, succursale de Zurich as the Company's Swiss representative, to distribute the Shares of each of the Company's Sub-Funds in or from Switzerland in accordance with Article 123 of the Collective Investment Schemes Act of 23 June 2006. A German language version of this Prospectus is available which also includes the additional information for Swiss investors.

## **UNITED KINGDOM**

Persons interested in purchasing Shares in any of the Sub-Funds of the Company should note that rules and regulations made under the Financial Services and Markets Act 2000 of the United Kingdom ("UK") for the protection of investors do not apply to the Company and the Financial Services Compensation Scheme established by the Financial Conduct Authority will not apply in relation to any investment in the Company.

## **UNITED KINGDOM REPRESENTATIVE**

Nikko Asset Management Europe Ltd, 1 London Wall, London, EC2Y 5AD, United Kingdom.

## **UNITED KINGDOM FACILITIES**

The following facilities are offered in the United Kingdom at the offices of Nikko Asset Management Europe Ltd during normal business hours as required by the United Kingdom Financial Conduct Authority Collective Investment Schemes Sourcebook:

- a) Copies of the current Articles of Incorporation of the Company and this Prospectus, the most recent KIID of the relevant Class of the Sub-Funds and the most recent annual and semi-annual reports may be inspected and copies obtained free of charge;
- b) Shareholders may request Nikko Asset Management Europe Ltd to facilitate the redemption of their Shares and obtain payment of the redemption price from the Transfer Agent;
- c) Information may be obtained orally and in writing about the most recent issue and redemption prices;
- d) Any person who has a complaint to make about the operation of the Company can submit it in writing for transmission to the Company in Luxembourg.

## **UNITED KINGDOM TAXATION**

The following is a summary of various aspects of the UK taxation regime which may apply to UK resident persons acquiring Shares in the Classes of the Company, and where such persons are individuals, only to those domiciled in the UK. From 6 April 2013, the rules that determine whether an individual is resident in the UK for tax purposes have been put on a statutory basis. These rules are known as the "Statutory Residence Test" and should enable investors who are individuals (or their advisors) to determine their residency position.

The following is intended as a general summary only, based on current law and practice in force as of the date of this Prospectus. Such law and practice may be subject to change, possibly with retrospective effect, and the below summary is not exhaustive nor does it constitute legal or tax advice. Further, it will apply only to those UK Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade; and does not cover UK Shareholders which are tax exempt or subject to special taxation regimes.

The following is not a guarantee to any investor of the tax results of investing in the Company. Prospective investors should consult their own professional advisors on the implications of making an investment in, holding or disposing of Shares in any Sub-Fund of the Company and the receipt of distributions with respect to such Shares under the laws of the jurisdictions in which they are liable to taxation.

### **Shareholders**

Shares in the Company will constitute interests in an "offshore fund" as defined for the purposes of TIOPA 2010. Each Class of Shares will be treated as a separate "offshore fund" for these purposes. Under the Offshore Funds (Tax) Regulations 2009 (as amended), persons who are resident, and in the case of individuals those who are also domiciled, in the UK for tax purposes may be liable to income tax (or corporation tax on income) in respect of any gain

arising from the disposal or redemption of Shares in an offshore fund. This charge does not apply, however, where the Shares are held within a class of interest which is certified by the HM Revenue & Customs ("HMRC") as a "qualifying fund" throughout the period during which the Shares have been held. Instead, any gains arising from the disposal of interests in qualifying funds should be subject to tax as a capital gain (or chargeable gain) in the hands of UK investors. "Qualifying" status for these purposes now means certification as a "reporting fund", and prior to 2010 had meant certification as a "distributing fund".

With effect from the fiscal year ended 5 April 2010 for income tax payers, and for accounting periods ending on or after 1 December 2009 for corporation tax payers, an updated UK offshore funds regime was introduced, in which Classes of Shares obtain reporting fund status ("RFS"), using a one off approval mechanism. Once RFS is obtained from HMRC for the relevant Classes, it will remain in place permanently provided that the annual reporting requirements are satisfied.

The Board of Directors has applied for RFS for all Classes of Shares in issue as at the date of this Prospectus. Should an investor wish to enquire about the status for any Class of Shares, they are encouraged to check the HMRC list of reporting funds, available via the HMRC government website. This website also holds details of any offshore funds which were previously certified as "distributing funds".

In order to maintain the status as a UK Reporting Fund, the relevant Class must meet certain annual reporting requirements to HMRC and its Shareholders. Such annual duties will include calculating and reporting the income returns of the offshore fund for each reporting period (as defined for UK tax purposes) on a per-share basis to all relevant Shareholders (as defined for these purposes). UK Shareholders which hold their interests at the end of the reporting period to which the reported income relates, will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount. The Board of Directors intends to issue the annual investor report by letter before 31 October each year.

While the Board of Directors will endeavour to meet the necessary ongoing reporting obligations, no guarantee can be made these conditions will be met.

The Shares of the Company shall be widely available. The Board of Directors confirms that the intended categories of investors are not "restricted" for the purposes of the Offshore Fund (Tax) Regulations 2009. Shares shall be marketed and made available sufficiently wide to reach the intended categories of investors, and in a manner appropriate to attract those categories of investors.

UK investors should be aware that the Offshore Fund Tax Regulations may be subject to further change. The position set out above is correct as of the time of finalisation of this Prospectus.

When UK resident individuals receive dividends or reported income from the Company, there may be a non-refundable tax credit equivalent to 10 per cent of the dividend plus the tax credit, which may be offset against their liability to tax. However, individual investors should also be aware that where more than 60 per cent of the assets of the offshore fund are held in interest bearing (or similar) securities, any distribution or reported income will be treated as interest in the hands of the UK income tax payer. This means that no tax credit will be available and the relevant tax rates will be those applying to interest.

When any UK corporate Shareholders within the charge to UK corporation tax receive dividends from the Company, the dividend may fall within one of a number of exemptions from UK corporation tax listed in Part 9A of the Corporation Tax Act 2009 ("CTA 2009"). In addition, distributions to non-UK companies carrying on a trade in the UK through a permanent establishment in the UK may also fall within the exemption from UK corporation tax on dividends to the extent that the Shares held by that company are used by, or held for, that permanent establishment. Reported income will be treated in the same way as any cash dividend for these purposes. However, regardless of any dividends paid, under the corporate debt tax regime in the UK any corporate Shareholder within the charge to UK corporation tax will be taxed on the increase in value of its holding on a fair value basis or will obtain tax relief on any equivalent decrease in value, if the investments held by the offshore fund consist of more than 60 per cent (by value) in interest-bearing (or similar) investments (hereafter a "relevant holding" for the purposes of Section 490 Corporation Tax Act 2009). Hence the investor is required to treat any "relevant holding" as if it were a debt instrument. Complex rules may apply where the holding becomes, or ceases to be, a "relevant holding".

The attention of individuals resident in the UK is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007 ("ITA 2007"). These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the UK and may render them liable to income tax in respect of undistributed income of the Company on an annual basis. The legislation is not directed towards the taxation of capital gains.

Further, the attention of persons resident in the UK for taxation purposes (and who, if individuals, are also domiciled in the UK for those purposes) is drawn to the fact that the provisions of Section 13 of the Taxation of Chargeable Gains Act 1992 ("TCGA 1992") could be material to any such person whose proportionate interest in the Company (whether as a Shareholder or otherwise as a "participator" for UK taxation purposes) when aggregated with that of persons connected with that person is 25 per cent, or greater, if, at the same time, the Company is itself controlled in such matter that it would, were it to be resident in the UK for taxation purposes, be a "close" company. Section 13 could, if applied, result in a person with such an interest in the Company being treated for the purposes of the UK taxation of chargeable gains as if a part of any capital gain accruing to the Company (such as on a disposal of any of its Investments) had accrued to that person directly, that part being equal to the proportion of the gain that corresponds to that person's proportionate interest in the Company (determined as

mentioned above). No liability under Section 13 can be incurred by such a person, however, where such proportion does not exceed one-quarter of the gain.

Corporate Shareholders resident in the UK for taxation purposes should note that "controlled foreign companies" ("CFC") legislation contained in Part 9A of TIOPA 2010 could apply to any UK resident company which is, either alone or together with persons connected or associated with it for taxation purposes, deemed to be interested in 25 per cent or more of any chargeable profits of a non-UK resident company, where that non-UK resident company is controlled by residents of the UK and meets certain other criteria (broadly that it is resident in a low tax jurisdiction). "Control" is defined in Chapter 18, Part 9A of TIOPA 2010. These provisions will apply where, a non-UK resident company is controlled by persons (whether companies, individuals or others) who are resident in the UK for taxation purposes or is controlled by two persons taken together, one of whom is resident in the UK for tax purposes and has at least 40 per cent of the interests, rights and powers by which those persons control the non-UK resident company, and the other of whom has at least 40 per cent and not more than 55 per cent of such interests, rights and powers. The effect of these provisions could be to render such Shareholders liable to UK corporation tax in respect of the income of the Company. The risk of falling within the scope of the UK CFC regime will depend largely on the composition of Shareholders in the Company and any UK Corporate Shareholders concerned about the application of these provisions to their interest in the Company should seek independent advice.

Stamp taxes will be payable by the Company in relation to secondary market acquisitions of certain investments. In particular, stamp duty reserve tax at the rate of 0.5 per cent will be payable by the Company on the electronic acquisition of securities (including stock, shares, certain loan capital, options, interests in, in dividends, renounceable letters of allotment and rights to subscribe) issued in the UK or which maintain a register in the UK or units in unit trusts where the trustees are all UK resident. Stamp duty will arise on certificated share transfers where an instrument of transfer is used to acquire stock and marketable securities e.g. UK shares and non UK shares where there is a "matter or thing to be done" relating to the transfer in the UK or where the transfer is executed in the UK.

Shares subscriptions and redemptions for cash should not cause any UK stamp tax implications. Subscriptions in kind will cause stamp taxes to arise in the hand of the Company. Similarly, redemptions in kind will cause a stamp taxes charge in the hand of the receiving investor, subject to any available reliefs.

Because the Company is not incorporated in the UK and there will not be a register of Shares kept in the UK, no liability to stamp duty reserve tax should arise by reason of the secondary market transfer of Shares. Liability to stamp duty should not arise provided that any instrument in writing transferring Shares in the Company is executed outside the UK and there is "no matter or thing to be done" relating to the transfer in the UK.

The Fund is an investment company organised under Luxembourg law as a *société anonyme* qualifying as a *société d'investissement à capital variable* (SICAV), and qualifies as a UCITS under Part I of the 2010 Law. The Fund is regulated by the CSSF and the contact details of the CSSF are as follows:

- Address: 283, route d'Arlon, L-1150 Luxembourg Telephone No: (352) 26 25 1-1  
Facsimile No: (352) 26 25 1 601

Nikko Asset Management Luxembourg S.A., being the Management Company of the Company, is incorporated in Luxembourg, and is regulated by the CSSF, whose contact details are set out above.

Brown Brothers Harriman (Luxembourg) S.C.A., the Depositary of the Company is incorporated in Luxembourg.

**THE FOREGOING IS BASED ON THE BOARD OF DIRECTORS' UNDERSTANDING OF THE LAW AND PRACTICE CURRENTLY IN FORCE IN THE COUNTRIES REFERRED TO ABOVE 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 COMPANY'S SHARES UNDER THE LAWS OF THEIR COUNTRIES OF ORIGIN CITIZENSHIP, RESIDENCE OR DOMICILE.**