

PROSPECTUS

relating to Shares in

F&C PORTFOLIOS FUND

a Luxembourg *société d'investissement à capital variable*

R.C.S. Luxembourg B 25 570

March 2016

**VISA 2016/102553-288-0-PC**

L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité  
Luxembourg, le 2016-03-23  
Commission de Surveillance du Secteur Financier



**If you are in any doubt about the contents of this document or if you are considering subscribing for Shares of F&C Portfolios Fund (the "Fund") you should consult your bank manager, stockbroker, solicitor, accountant or other financial adviser.**

No person is authorised to give any information or to make any representation in connection with the issue of Shares of the Fund which is not contained or referred to herein or in the annual report and half yearly report. Neither the delivery of this document nor the offer, issue or sale of Shares shall constitute a representation that the information given in this document is correct as of any time subsequent to the date hereof. No person receiving a copy of this document in any territory may treat the same as constituting an invitation to him to subscribe for Shares unless, in the relevant territory, such an invitation could lawfully be made to him without compliance with any registration or other legal requirement or where such registration or requirement has been complied with. It is the responsibility of any person wishing to acquire Shares to satisfy himself as to full observance of the laws of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities needing to be observed in such territory.

In the United Kingdom this document is issued by F&C Management Limited which is regulated by the Financial Conduct Authority.

The Fund is a recognised Collective Investment Scheme under section 21 of the United Kingdom Financial Services & Markets Act 2000 (the "Act"). Accordingly, promotion of the Fund in the United Kingdom by authorised persons under the Act is not subject to the restrictions contained in that section.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or registered or qualified under the securities laws of any state or other political subdivision of the United States. The Fund has not been, and will not be, registered under the United States Investment Company Act of 1940, as amended. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or the securities laws of any state or political subdivision of the United States, and may not be offered or sold, directly or indirectly, in the United States of America (including the States and the District of Columbia), its territories and possessions and other areas subject to its jurisdiction (the "United States"), or to, or for the account of, U.S. Persons (as defined in Regulation D under the 1933 Act) except in certain transactions exempt from the registration requirements of the 1933 Act and such other securities laws. **Due to the legal and compliance burdens associated with permitting investments from U.S. residents and U.S. domiciled entities, the Fund does not accept applications for the purchase or subscription of Shares from any U.S. Person and does not accept requests for transfer to any person that is a U.S. Person.**

#### **Investors' Reliance on U.S. Federal Tax Advice in this Prospectus**

**The discussion contained in this Prospectus as to U.S. federal tax considerations is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties. Such discussion is written to support the promotion or marketing of the transactions or matters addressed in this Prospectus. Each taxpayer should seek U.S. federal tax advice based on the taxpayer's particular circumstances from an independent tax advisor.**

Some of the Shares have been registered with the *Finanzinspektionen* in Sweden, the *Autorité des Marchés Financiers* in France, the *Autoriteit Financiële Markten* in the Netherlands, the Financial Conduct Authority ("FCA") in the UK, the Central Bank & Financial Services Authority of Ireland in Ireland, the Finnish Financial Supervision Authority (FIN-FSA), the *FMA-Finanzmarktaufsicht* in Austria, the *Comissão do Mercado de Valores Mobiliários* in Portugal, the *Comisión Nacional del Mercado de Valores* in Spain, the *Commissione Nazionale per le Società e la Borsa* in Italy, the *Bundesanstalt für Finanzdienstleistungsaufsicht* in Germany and the *Autorité des services et marchés financiers* in Belgium for the purpose of marketing the Shares in Sweden, France, the Netherlands, the UK, Ireland, Finland, Austria, Portugal, Spain, Italy, Germany and Belgium respectively. The Fund and a selection of the Shares of a number of Portfolios have been authorised by the *Swiss Financial Market Supervisory Authority* ("FINMA") for public distribution in and from Switzerland. (A copy of the edition of the prospectus for Switzerland may be obtained from the Swiss Representative of the Fund). Application may also be made for the Shares to be registered with the appropriate regulators in other European jurisdictions.

#### ***Data Protection***

Pursuant to data protection law applicable in Luxembourg (including, but not limited to, the Luxembourg Law of 2<sup>nd</sup> August 2002 on the Protection of Persons with regard to the Processing of Personal Data, as amended from time to time) any personal data that is furnished in connection with an investment in the Fund may be held on computers and processed by the Fund, acting as data controller, as well as its various service providers, mainly the Management Company, the Investment Manager(s), Bank of Montreal, the Custodian, Registrar, Transfer, Domiciliary, Paying and Administrative Agent (each as defined in the section Management, Administration and Advisers of this Prospectus) and their affiliates and agents (together hereafter the "Entities") acting as data processors.

Personal data may be processed by the Entities as well as the Fund for the purposes of carrying out their services, marketing other products and services to investors and complying with applicable legal or regulatory obligations, including but not limited to, legal or regulatory obligations under applicable company law, anti-money laundering law and tax law (including

the FATCA Law and the CRS Law (as defined below)) and similar laws and regulations in Luxembourg or at OECD or EU level.

Personal data shall be disclosed to third parties where necessary for legitimate business interests only. This may include disclosure to third parties such as governmental or regulatory bodies including tax authorities, auditors and accountants in Luxembourg as well as in other jurisdictions. Agents of the Entities may include investment managers, investment advisers, paying agents and subscription and redemption agents, distributors as well as permanent representatives in places of registration and any other agents of the Entities who may process the personal data for carrying out their services and complying with legal and regulatory obligations as described above.

By subscribing and/or holding shares of the Fund, investors are deemed to be providing their consent to the aforementioned processing of their personal data and in particular, the disclosure of such data to, and the processing of such data by the parties referred to above including parties situated in countries outside of the European Union (such as but not limited to Canada and India) which may not offer a similar level of protection as the one deriving from Luxembourg data protection law. Investors acknowledge that the transfer of their personal data to these parties may transit via and/or their personal data may be processed by parties in countries which may not have data protection requirements deemed equivalent to those prevailing in the European Union.

Investors may request access to, rectification of or deletion of any personal data provided to any of the parties above or stored by any of the parties above in accordance with applicable data protection law.

For investors who fail to provide the relevant personal data as requested by the Fund and the Registrar, Transfer, Domiciliary, Paying and Administrative Agent ownership of Shares may be prevented or restricted as further detailed in section "G. United States Securities Law" of this Prospectus.

Investors who would prefer not to receive information on other products and services may, at any time and free of charge, object to the processing of their personal data for marketing purposes by sending a request to F&C Client Services at Exchange House, Primrose Street, London EC2A 2NY.

While the Fund and the Entities have taken reasonable measures to ensure confidentiality of the personal data, due to the fact that such data is transferred electronically and available outside of Luxembourg, the same level of confidentiality and the same level of protection in relation to data protection law as currently in force in Luxembourg may not be guaranteed while the personal data is kept abroad.

The Fund will accept no liability with respect to any unauthorised third party receiving knowledge and/or having access to the investor's personal data, except in case of wilful negligence or gross misconduct of the Fund.

Personal data shall not be held for longer than necessary with regard to the purpose of the data processing, subject always to applicable legal minimum retention periods.

Reference herein to "Shares" is to a class of Shares of no par value of the Fund offered pursuant to the terms of this Prospectus and, accordingly, "Shareholders" shall mean holders of the Shares; reference to "Euro" and "€" is to the common currency of the European Union, reference to "GBP", "Pound Sterling" and "£" is to the lawful currency of the United Kingdom, reference to "CHF" is to the currency of Switzerland, reference to "US Dollars" or "US\$" is to the currency of the United States of America, reference to "Singapore Dollars" or "SGD" is to the currency of Singapore, reference to "Canadian Dollars" or "CA\$" is to the currency of Canada, reference to "SEK" is to the currency of Sweden, reference to "NOK" is to the currency of Norway and reference to "KRW" is to the currency of South Korea. "Business Days", unless otherwise specified, are defined as any day on which banks are open for business in London and Luxembourg.

Distribution of this document is not authorised unless it is accompanied by a copy of the latest available annual report and accounts of the Fund and a copy of the latest half yearly report if published after such annual report (if any).

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## DESCRIPTION OF THE FUND

F&C Portfolios Fund is a limited liability company organised as a *société d'investissement à capital variable* ("SICAV") under the laws of the Grand Duchy of Luxembourg. Shares in the Fund are listed on the Luxembourg Stock Exchange.

The Articles of Incorporation of the Fund authorise the board of directors of the Fund (the "Board" or the "Directors") to issue Shares, at any time, in different portfolios (each, a "Portfolio"). Proceeds from the issue of Shares within each Portfolio may be invested in transferable securities and other eligible assets corresponding to a particular geographical area, industrial sector or monetary zone, and/or particular types of equity, equity-related or transferable debt securities, as the Board may from time to time determine.

The Fund constitutes a single legal entity. The Portfolios are composed of assets and liabilities, and can only be held liable for the debts and liabilities of the Portfolio concerned. In the event that an asset or a liability of the Fund cannot be attributed to a specific Portfolio, such asset or such liability shall be attributed to all the Portfolios on a pro rata basis.

The Board may further decide to issue within each Portfolio two or more classes of Shares (a "Class" or "Classes"), the assets of which may be commonly invested pursuant to the specific investment policy for the particular Portfolio concerned, although a separate sales and redemption mechanism, fee structure, currency, hedging policy and other such characteristics may be designated to a particular Class of Shares within each such Portfolio.

The Portfolios in issue at the date of this Prospectus and their specific features are more fully described in Appendix "Portfolios of the Fund". Should the Board decide to create additional Portfolios, or issue additional Classes of Shares, the Appendix of this Prospectus will be updated accordingly.

The Fund will issue and redeem its Shares at prices based on their underlying net asset value ("Net Asset Value") and the Fund's capital shall be at any time equal to its net assets. The Board is authorised without limitation to issue further fully paid Shares of no par value in each Portfolio. The Fund reserves the right to reject any application in whole or in part, in which event the application monies or any balance thereof will be returned to the applicant by post as soon as practicable.

## BOARD OF DIRECTORS

*Chairman:*

Patrick Johns

Non-executive adviser to F&C, Norfolk, United Kingdom

*Directors:*

Jacques Elvinger

Partner, Elvinger Hoss Prussen, 2, Place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg

Ernst Hagen

Executive Director, F&C Netherlands BV, Jachthavenweg 109E, 1081 KM Amsterdam, the Netherlands

João Santos

Head of F&C Portugal, Gestão de Patrimónios, S.A., Rua de Campolide, 372 – 1<sup>st</sup> floor, 1070-040 Lisbon, Portugal

Hugh Moir

Head of Operations and IT, F&C Asset Management plc, Exchange House, Primrose Street, London EC2A 2NY, United Kingdom

## MANAGEMENT, ADMINISTRATION AND ADVISERS

### REGISTERED OFFICE

49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

### MANAGEMENT COMPANY

FundRock Management Company S.A.  
33, rue de Gasperich  
L-5826 Hesperange  
Grand Duchy of Luxembourg

### INVESTMENT MANAGERS

F&C Management Limited  
Exchange House  
Primrose Street  
London EC2A 2NY  
United Kingdom  
(Tel.: +44 20 7628 8000, Fax: +44 20 7628 8188)

F&C Portugal, Gestão de Patrimónios, S.A.  
Rua de Campolide, 372  
1070-040 Lisbon  
Portugal

F&C Netherlands B.V.  
Jachthavenweg 109-E  
1081 KM Amsterdam  
The Netherlands

### CUSTODIAN, REGISTRAR, TRANSFER, DOMICILIARY, PAYING AND ADMINISTRATIVE AGENT IN LUXEMBOURG

State Street Bank Luxembourg S.C.A.  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg  
(Tel.: +352 46 40 10 7460, Fax: +352 2452 9066)

### LISTING AGENT

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

### INFORMATION AND PAYING AGENT IN FRANCE

CACEIS BANK  
1/3 Place Valhubert  
F-75013 Paris  
France

### INFORMATION AND FACILITIES AGENT IN IRELAND

Bridge Consulting Limited  
33 Sir John Rogerson's Quay  
Dublin 2  
Ireland  
(Tel.: +353 1 631 64444, Fax: +353 1 667 0042)

### INFORMATION AND PAYING AGENT IN AUSTRIA

UniCredit Bank Austria AG  
Schottengasse 6-8  
1010 Vienna  
Austria  
(Tel.: +431 33 147 5613, Fax: +431 33 147 6933)

**REPRESENTATIVE IN SWITZERLAND**

Carnegie Fund Services S.A.  
11, rue du General-Dufour  
1204 Genève  
Switzerland  
(Tel.: +41 22 705 11 77, Fax: +41 22 705 11 79)

**PAYING AGENT IN SWITZERLAND**

Banque Cantonale de Genève  
17, quai de l'Île  
1204 Genève  
Switzerland  
(Tel.: +41 22 809 35 43, Fax: +41 22 809 35 63)

**INFORMATION AND PAYING AGENT IN GERMANY**

CACEIS Bank Deutschland GmbH  
Lilienthalallee 34-36  
D-80939 Munich  
Germany

**REPRESENTATIVE AGENT IN SPAIN**

Allfunds Bank S.A.  
C/Estafeta n°6 (La Moraleja)  
Complejo Plaza de la Fuede – Edificio 3  
E-28109 Alcobendas – Madrid  
Spain

**PAYING AGENTS IN ITALY**

SGSS S.p.A.  
Maciachini Center – MAC 2  
Via Benigno Crespi, 19/A  
I-20159 Milano  
Italy

Allfunds Bank S.A., Milan Branch  
Via Santa Margherita, 7  
I-20121 Milano  
Italy

**INFORMATION AND PAYING AGENT IN BELGIUM**

BNP Paribas Securities Services S.C.A.,  
Brussels Branch  
Boulevard Louis Schmidt, 2  
1040 Brussels  
Belgium

**AUDITOR**

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

**LEGAL ADVISERS**

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

## A. PURPOSE AND INVESTMENT POLICY

The Fund offers, within the same investment vehicle, a choice of investments in one or more Portfolios, which are distinguished mainly by their specific investment policy and objective and, as the case may be, by the currency in which they are denominated or other specific features applicable to each of them.

The Fund may use financial derivative instruments and techniques and instruments on transferable securities and money market instruments within the limits set forth in section R "Investment Restrictions".

The Portfolios in issue at the date of this Prospectus as well as their specific features are more fully described in Appendix "Portfolios of the Fund".

The Board may, at any time, decide to create additional Portfolios or Classes, in which case the Appendix of this Prospectus will be updated accordingly.

## B. REGULATORY ENVIRONMENT

The assets of the Fund will be invested so as to enable the Fund to continue to qualify as a Part I fund for the purposes of the Luxembourg Law of 17<sup>th</sup> December 2010 relating to undertakings for collective investment, as amended from time to time (the "Law"). The Fund complies with the Directive 2009/65/EC of the European Parliament and of the Council of 13<sup>th</sup> July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities ("UCITS").

The key investor information documents relating to the relevant Class (as defined hereafter), the latest annual report of the Fund and any subsequent semi-annual reports are available at the registered office of the Fund and copies thereof may be obtained upon request.

The investment restrictions of the Fund are set out in section R "Investment Restrictions".

The Fund is also registered for marketing purposes in a number of other European Union and EEA countries (as more fully described on page 2 of this Prospectus) and must, in its dealings with investors from those countries, comply with any additional marketing requirements laid down by the regulators in those countries.

## C. MANAGEMENT

### DIRECTORS OF THE FUND

*Patrick Johns* (Chairman) is a non-executive adviser to F&C.

*Jacques Elvinger* is a partner in the Luxembourg law firm Elvinger Hoss Prussen. Mr Elvinger has been an *Avocat à la Cour*, Luxembourg since 1984.

*Ernst Hagen* is Executive Director of F&C Netherlands BV.

*João Santos* is the Head of F&C Portugal, Gestão de Patrimónios, S.A, a subsidiary of F&C Asset Management plc, the parent company of the Investment Managers.

*Hugh Moir* is Head of Operations and IT at F&C Asset Management plc, the parent of the Investment Managers.

Further Directors may be appointed in due course. Directors' fees and entitlements will be waived by those members of the Board who are employees of F&C Asset Management plc (parent of the Investment Managers) or any of its subsidiaries.

### MANAGEMENT COMPANY

FundRock Management Company S.A. has been designated by the Directors of the Fund as the management company (herein referred to as the "Management Company") to provide investment management, administration and marketing functions to the Fund with the possibility to delegate part of such functions to third parties.

The board of directors of the Management Company is composed as follows:

- Kevin Brown (Chairman), Independent Non-Executive Director, London, United Kingdom
- Lorna Cassidy, Director, Head of Finance, FundRock Management Company S.A., Luxembourg
- Gudrun Goebel, Director, Chief Operating Officer, FundRock Management Company S.A., Luxembourg

- Henry C. Kelly, Director (Non-Executive Director), Managing Director, KellyConsult S.à r.l., Luxembourg
- Eric May, Director, Founding Partner BlackFin Capital Partners, Paris, France
- Michael Vareika, Director (Non-Executive Director), Director of Companies, Luxembourg
- Revel Wood, Director, Chief Executive Officer, FundRock Management Company S.A., Luxembourg

Revel Wood, Ross Thomson, Gudrun Goebel, Christophe Douche and Aline Zanette have been appointed conducting officers within the meaning of Article 102 of the Law and CSSF Circular 12/546.

The Management Company was incorporated as a "société anonyme" under the laws of the Grand Duchy of Luxembourg on 10<sup>th</sup> November 2004 under the name RBS (Luxembourg) S.A. and its deed of incorporation was published in the *Mémorial C, Recueil des Sociétés et Associations* on 6<sup>th</sup> December 2004. With effect from 1st January 2016, it changed its name to FundRock Management Company S.A. The Management Company is approved as a management company regulated by chapter 15 of the Law and has also been authorised as alternative investment fund manager under the amended Law of 12 July 2013 on alternative investment fund managers. The Management Company has a subscribed and paid-up capital of 10,000,000 Euro.

The Management Company shall also ensure compliance of the Fund with the investment restrictions and oversee the implementation of the Fund's strategies and investment policy.

The Management Company shall also send reports to the Directors on a semi-annual basis and inform each board member without delay of any non-compliance of the Fund with the investment restrictions.

The Management Company will receive periodic reports from the relevant Investment Manager detailing the Fund's performance and analysing its investment portfolio. The Management Company will receive similar reports from the Fund's other services providers in relation to the services which they provide.

The Management Company will monitor on a continued basis the activities of the third parties to which it has delegated functions. The agreements entered into between the Management Company and the relevant third parties provide that the Management Company can give at any time further instruction to such third parties and that it can withdraw their mandate with immediate effect if this is in the interest of the Shareholders. The Management Company's liability towards the Fund is not affected by the fact that it has delegated certain functions to third parties.

The Management Company acts also as management company for other investment funds, the names of which will be kept up to date and be published in the annual and semi-annual financial reports of the Fund.

The Management Company has implemented a conflict of interest policy in accordance with the Law and the relevant CSSF regulations and circulars.

## **THE INVESTMENT MANAGERS**

The Management Company has appointed F&C Management Limited and F&C Portugal, Gestão de Patrimónios, S.A. as investment managers of the Portfolios. F&C Portugal is responsible for the management function of F&C Plus Fund, whereas F&C Management Limited is responsible for the management function of the other Portfolios and has delegated the management functions for F&C Global Convertible Bond to F&C Netherlands B.V. (each, an "Investment Manager" and collectively, the "Investment Managers").

The Investment Managers are responsible for managing the business of the Portfolios in issue, subject to the overall control and responsibility of the Management Company. F&C Management Limited retains full oversight over the exercise of the management function by F&C Netherlands B.V. for F&C Global Convertible Bond.

The Investment Managers are each wholly-owned subsidiaries of F&C Asset Management plc ("FCAM").

On 7<sup>th</sup> May 2014, FCAM was acquired by Bank of Montreal through its wholly-owned subsidiary, BMO Global Asset Management (Europe) Limited. BMO Global Asset Management is part of BMO Financial Group, a highly diversified financial services provider based in North America with total assets of C\$593 billion and approximately 45,000 employees as at 31<sup>st</sup> January 2014.

FCAM, the parent company of the Investment Managers, is incorporated in the United Kingdom. The directors of FCAM are Gilles Ouellette, Barry Cooper, Barry McInerney, Rajiv Silgado, William (Bill) Smith, Ruth Sack, Charlie Porter, David Logan and Richard Wilson. FCAM has its offices at 80 George Street, Edinburgh EH2 3BU, Scotland.

F&C Management Limited, which is also using the trading name "BMO Global Asset Management", is a United Kingdom incorporated company authorised and regulated by the Financial Conduct Authority in the United Kingdom. F&C Management Limited's primary activity involves the provision of investment management services to various investment trusts, offshore open and closed ended funds and accounts of institutional clients. The directors of F&C Management Limited are F&C Asset Management plc, David Logan and Richard Wilson.

F&C Portugal, Gestão de Patrimónios, S.A. is a company incorporated in Portugal registered with the Bank of Portugal *Comissão do Mercado de Valores Mobiliários* and authorised as a portfolio management company. F&C Portugal, Gestão de Patrimónios, S.A.'s principal activity involves the provision of securities and real estate management as well as consultancy in investment matters. The directors of F&C Portugal, Gestão de Patrimónios, S.A. are Fernando Ribeiro (Chairman), David Logan, João Santos and António Pena do Amaral.

F&C Netherlands B.V. is a company incorporated in the Netherlands qualifying as an investment management company subject to the prudential supervision of The Netherlands Authority for the Financial Markets ("AFM") and is authorised under clause 2:96 of the Dutch Act on Financial Supervision (Wft) to provide investment services. F&C Netherlands B.V.'s principal activity is the provision of investment management, investment solutions and advisory services to Dutch institutional investors. The directors of F&C Netherlands B.V. are Marco de Vreede, Bernardus Kramer, David Logan, Richard Watts and Ernst Hagen.

#### **INFORMATION AND FACILITIES AGENT IN IRELAND**

Shareholders resident in Ireland may obtain a copy of the Fund's Prospectus, its Articles of Incorporation and any subsequent documentation amending the same and the most recent annual and semi-annual reports from the Information and Facilities Agent in Ireland at no cost and can also enquire there about the issue and redemption prices of the Fund's Shares.

#### **INFORMATION AND PAYING AGENTS**

Shareholders resident in Austria, France, Germany, Italy, Spain and Switzerland may obtain a copy of the Fund's Prospectus, its Articles of Incorporation and any subsequent documentation amending the same and the most recent annual and semi-annual reports from the respective Information and Paying Agent listed above at no cost and can also enquire there about the issue and redemption prices of the Fund's Shares.

### **D. STRUCTURE**

#### **CORPORATE STRUCTURE**

The Fund is a limited liability company incorporated in Luxembourg under the provisions of the Law of 10<sup>th</sup> August 1915 (as amended) relating to commercial companies, and qualifies as a Part I SICAV under the Law. It was incorporated by notarial act on 27<sup>th</sup> February 1987 for an unlimited duration. The Articles of Incorporation of the Fund were published in the *Mémorial C, Recueil des Sociétés et Associations* (the "Mémorial") in Luxembourg on 4<sup>th</sup> April 1987. The Articles of Incorporation of the Fund were amended for the last time on 19<sup>th</sup> January 2012. A consolidated version of the Articles of Incorporation of the Fund has been filed with the *Registre de Commerce et des Sociétés* of Luxembourg as required by Luxembourg law, where it is available for inspection.

#### **SHARE CAPITAL**

Shares of each Class in the Fund are freely transferable and, upon issue, are entitled to participate equally in the profits and dividends of the Portfolio to which they relate. Subject thereto, the Shares of each Class in the Fund, which are all of no par value, carry no preferential or pre-emptive rights and each Share is entitled to one vote at all meetings of Shareholders. All Shares in the Fund must be fully paid. The provisions governing the allocation of assets and liabilities of the Fund between the Portfolios are described in section M "Net Asset Value" hereafter.

The Board may restrict or prevent the ownership of Shares by any person, firm or corporation, if such ownership is such that it may be against the interests of the Fund, against the interests of the majority of its Shareholders or against the interests of the majority of Shareholders of a Portfolio or Class therein. Where it appears to the Board that a person who is precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Fund may proceed to compulsory redemption of all Shares so owned.

Registered Shares are evidenced by entries in the Fund's register and are represented by a book entry only. Investors will be sent a contract note detailing the Shares which have been allotted and a statement confirming that the Shares have been registered.

#### **CLASSES OF SHARES**

In order to meet the specific needs of Shareholders, the Directors may decide to create within each Portfolio different Classes or sub-classes of Shares (each, a "Sub-Class") whose assets will be commonly invested pursuant to the specific investment policy of the relevant Portfolio. A specific sale or redemption charge structure, fee structure, minimum subscription amount, currency of denomination, dividend policy or other specific feature may apply to each Class or Sub-Class of Shares and a separate Net Asset Value per Share, which may differ as a consequence of these variable factors, will be calculated for each Class or Sub-Class. In addition thereto, the Directors may decide to issue Shares within classes the denomination of which comprises a reference to the branding of a distributor. Such Shares (if issued) will only be available to the customers of the

relevant distributor. The Shares and Classes available at the date of this Prospectus and the particular features of each Class or Sub-Class of Shares per Portfolio are disclosed in Appendix "Portfolios of the Fund".

F&C Management Limited and any marketing agent with whom F&C Management Limited has a relationship in any particular jurisdiction will be entitled to a placing and/or introductory fee of up to 5 per cent of the subscription monies in respect of which Class A Shares, Class AD Shares, Class I Shares, Class ID Shares and Class C Shares are issued (being a maximum of 5 per cent of the Net Asset Value of such Shares) and of up to 1 per cent of the subscription monies in respect of which Class B Shares are issued (being a maximum of 1 per cent of the Net Asset Value of such Shares) as described in the Appendix relating to each Portfolio. A part of this fee may be paid to stockbrokers or other approved introducing agents by way of introductory commission. See section I "Charges and Fees" and section J "Applications for Shares" below. No such placing and/or introductory fee will be levied in respect of Class F Shares, Class R Shares and Class P Shares.

The issue of Class I Shares, Class ID Shares, Class D Shares, Class P Shares and Class K Shares is restricted to institutional investors, as this term may be defined by guidelines or recommendations issued by Luxembourg supervisory authorities ("Institutional Investors") and the Fund will not issue or give effect to any transfer of Shares of such Classes to any investor who may not be considered an Institutional Investor. The Fund may, at its discretion, delay the acceptance of any subscription for Class I Shares and / or Class ID Shares and / or Class D Shares and / or Class P Shares and / or Class K Shares until such date as it has received sufficient evidence of the qualification of the investor as an Institutional Investor. If it appears at any time that a holder of Class I Shares and / or Class ID Shares and / or Class D Shares and / or Class P Shares and / or Class K Shares is not an Institutional Investor, the Fund will either redeem the relevant Shares in accordance with the provisions under "Redemption of Shares" below, or convert such Shares into Shares of a Class which is not restricted to Institutional Investors (provided there exists such a Class with similar characteristics) and notify the relevant Shareholder of such conversion. Class D Shares, Class I Shares and Class ID Shares differ with respect to their minimum investment requirement and their fee structure, whereas Class P Shares mainly differ from Class I Shares with respect to their fee structure. Class K Shares differ from of Class I Shares, Class ID Shares, Class D Shares and Class P Shares with respect to their distribution policy.

Class L Shares and Class X Shares may only be subscribed by investors who are clients of F&C Management Limited or any of its affiliated companies. Unless otherwise provided in the Appendix relating to a Portfolio, the Class L Shares and Class X Shares are designated to provide investors with an alternative charging structure whereby the annual investment management fee and the performance fee (if any) normally charged by F&C Management Limited to the relevant Portfolio and then passed on in the share price will instead be levied and collated by F&C Management Limited or its affiliated company (as the case may be) directly from the investor in accordance with the investment management agreement entered into between the investor and F&C Management Limited or an affiliated company of F&C Management Limited.

The Board may fix minimum investment amounts for each Class of Shares or Sub-Class of Shares, which, if applicable, will be described in Appendix "Portfolios of the Fund". The Board has the discretion, from time to time, to waive, if applicable, any minimum investment amounts.

#### *Restrictions on subscriptions and conversions into certain Portfolios or Classes*

A Portfolio, or a Class, may be closed to new subscriptions or conversions in (but not to redemptions or conversions out) if, in the opinion of the Investment Manager, the closure is necessary to protect the interests of existing Shareholders or to enable efficient management of the Portfolio or Class. Without limiting the circumstances where the closure may be appropriate, this could be the case where the Portfolio or a Class has reached a size such that the capacity of the market and/or the capacity of the Investment Manager has been reached or if it becomes difficult to manage in an optimal manner, and/or where to permit further inflows would be detrimental to the performance of the Portfolio or Class. Any Portfolio, or Class, may be closed to new subscriptions or conversions in without notice to Shareholders. Once closed, a Portfolio, or Class, will not be re-opened until, in the opinion of the Investment Manager, the circumstances which required closure no longer prevail.

Investors should confirm with the Investment Manager for the current status of Portfolios or Classes.

## **MEETINGS AND REPORTS**

The accounting year of the Fund ends on 30<sup>th</sup> September each year. The Annual General Meeting of Shareholders of the Fund is held at the registered office of the Fund in Luxembourg or at such other place as may be indicated in the notice of meeting. The Annual General Meeting will be held on the last Thursday in January in each year at 11.30 hours (Luxembourg time) or, if any such day is not a Business Day in Luxembourg, on the next following Business Day. Convening notices of all general meetings will be published in the *Mémorial* and in Luxembourg newspaper(s), to the extent required by Luxembourg law, and in such other newspapers as the Directors may decide and will be sent to the holders of registered Shares by post at least eight calendar days prior to the meeting at their addresses in the register of Shareholders.

Such notices will set forth the agenda and specify the time and place of the meeting and conditions of admission thereto and will refer to the requirements as to attendance, quorum and majorities at all general meetings, which shall be those laid down in Articles 67, 67-1 and 68 of the Law of 10<sup>th</sup> August 1915 relating to commercial companies (as amended) of the Grand Duchy of Luxembourg and in the Articles of Incorporation of the Fund.

Resolutions of meetings of Shareholders will apply to the Fund as a whole and to all Shareholders in the Fund, provided that any amendment affecting the rights of the holders of the Shares of any Class vis-à-vis those of any other Class shall be subject further to the quorum and majority requirements referred to above in respect of each such relevant Class. Each Share of whatever Class and regardless of the Net Asset Value per Share within the Class is entitled to one vote subject to the limitations imposed by the Articles of Incorporation of the Fund.

Audited reports in respect of the preceding financial year of the Fund will be made available annually at the registered office of the Fund in Luxembourg within four months following the end of the preceding financial year. In addition, unaudited semi-annual reports will be made available at the registered office of the Fund in Luxembourg within two months following the end of the period. The audited reports and semi-annual reports will provide information on each Portfolio and, on a consolidated basis, the Fund as a whole.

The aforesaid reports will comprise consolidated accounts of the Fund expressed in Euro as well as individual information on each Portfolio expressed in the reference currency of each Portfolio.

## E. BORROWING

The Fund may borrow on a temporary basis up to 10 per cent of its Net Asset Value and these borrowings may be used for the purposes of meeting subscriptions, redemptions and short-term settlement obligations and for any other temporary purpose. Such borrowings, which may not be through the issue of bonds or debentures, will be on terms and conditions to be determined by the Board in accordance with the investment restrictions set forth in section R "Investment Restrictions".

## F. FISCAL CONSIDERATIONS

**Brief details of the taxation treatment in certain jurisdictions (as at the date of this Prospectus) are set out below but it is entirely for potential investors to inform themselves as to any taxation or exchange control legislation affecting them personally. Investors should consult their professional advisers on the possible tax or other consequences of buying, holding, transferring or selling Shares under the laws of their countries of citizenship, residence or domicile.**

### EUROPEAN SAVINGS DIRECTIVE

On 10<sup>th</sup> November 2015, the European Council adopted Council Directive (EU) 2015/2060 repealing Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments of 3<sup>rd</sup> June 2003 (the "Savings Directive") from 1<sup>st</sup> January 2017 for Austria and from 1<sup>st</sup> January 2016 for all other member states of the European Union ("Member States") (i.e. the Savings Directive will no longer apply once all the reporting obligations concerning the calendar year 2015 have been complied with).

Under the Savings Directive, Member States are required to provide the tax authorities of another Member State with information on payments of interest or other similar income (within the meaning of the Savings Directive) paid by a paying agent (within the meaning of the Savings Directive) to an individual beneficial owner who is a resident, or to certain residual entities (within the meaning of the Savings Directive) established, in that other Member State.

Based on the provisions of the Savings Directive issued by the Council of the European Union in respect of taxation of interest income, and under the terms of the agreement reached between Switzerland and the European Union as part of bilateral negotiations, Switzerland has undertaken to retain tax on certain interest payments made by investment funds, both in the case of distributions of income and the sale or redemption of fund units, in respect of natural persons whose tax domicile is in a Member State. This tax is retained at 35 per cent. Subject to explicit instructions by the recipient of the interest payment, the recipient may make a voluntary disclosure to the fiscal authorities in their tax domicile instead of being subject to this tax retention. This tax information is based on the current legal situation and practice. It is subject to changes in legislation, the decisions of the courts and the ordinances and practices of the tax authorities.

Under the Luxembourg Laws dated 21<sup>st</sup> June 2005, implementing the Savings Directive, as amended by the Law of 25<sup>th</sup> November 2014, and several agreements concluded between Luxembourg and certain dependent or associated territories of the European Union ("Territories"), a Luxembourg-based paying agent is required as from 1<sup>st</sup> January 2015 to report to the Luxembourg tax authorities the payment of interest and other similar income paid by it to (or under certain circumstances, to the benefit of) an individual or certain residual entities resident or established in another Member State or in the Territories, and certain personal details on the beneficial owner. Such details are provided by the Luxembourg tax authorities to the competent foreign tax authorities of the state of residence of the beneficial owner (within the meaning of the Savings Directive).

## **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<sup>th</sup> 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. For Austria, the Euro-CRS Directive applies the first time by 30<sup>th</sup> September 2018 for the calendar year 2017, i.e. the Savings Directive will apply one year longer.

The Euro-CRS Directive was implemented into Luxembourg law by the Law of 18<sup>th</sup> 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 assets 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.

Accordingly, the Fund may require its investors to provide information in relation to the identity and fiscal residence of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status and report information regarding a shareholder and his/her/its account to the Luxembourg tax authorities (*Administration des Contributions Directes*), if such account is deemed a CRS reportable account under the CRS Law. The Fund shall communicate any information to the investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the CRS Law; (ii) the personal data will only be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to CRS-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

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

In addition, Luxembourg signed the OECD's multilateral competent authority agreement (the "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.

The Fund reserves the right to refuse any application for Shares if the information provided or not provided does not satisfy the requirements under the CRS Law.

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

## **LUXEMBOURG**

### *1. The Fund*

The Fund is not subject to taxation in Luxembourg on its income, profits or gains. However, the Fund is liable in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05 per cent per annum of its net assets, such tax being payable quarterly and calculated on the basis of the total net assets of the Fund at the end of the relevant quarter. The rate of the annual subscription tax is reduced to 0.01 per cent per annum for the Portfolios which, in accordance with Article 174 of the Law, invest exclusively in money market instruments as defined in the Grand-Ducal Regulation of 14<sup>th</sup> April 2003 and in respect of Classes of Shares which are only sold to and held by Institutional Investors. No stamp duty or other tax will be payable in Luxembourg on the issue of Shares in the Fund.

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

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

The Fund is not subject to net wealth tax.

## 2. Shareholders

### *Luxembourg resident individuals*

Capital gains realised on the sale of the Shares by Luxembourg resident individuals 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 per cent of the share capital of the Fund.

Distributions made by the Fund 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 43.6 per cent. An additional temporary income tax of 0.5 per cent (*impôt d'équilibre budgétaire temporaire*) will be due by Luxembourg resident individuals subject to Luxembourg State social security scheme in relation to their professional and capital income.

### *Luxembourg resident corporate*

Luxembourg resident corporate investors will be subject to corporate taxation at the rate of 29.22 per cent (in 2016 for entities having the registered office in Luxembourg-City) on capital gains realised upon disposal of Shares and on the distributions received from the Fund.

Luxembourg corporate resident investors who benefit from a special tax regime, such as, for example, (i) an undertaking for collective investment subject to the Law, (ii) specialised investment funds subject to the amended Luxembourg Law of 13<sup>th</sup> February 2007 on specialised investment funds (the "SIF Law"), or (ii) family wealth management companies subject to the amended Luxembourg Law of 11<sup>th</sup> 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) an undertaking for collective investment subject to the Law, (ii) a vehicle governed by the amended Law of 22<sup>nd</sup> March 2004 on securitisation, (iii) an investment company governed by the amended Luxembourg Law of 15<sup>th</sup> June 2004 on the investment company in risk capital, (iv) a specialised investment fund subject to the SIF Law or (v) a family wealth management company subject to the amended Law of 11<sup>th</sup> May 2007 on family wealth management companies. The taxable net wealth is subject to tax on a yearly basis at the rate of 0.5 per cent. A reduced tax rate of 0.05 per cent 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 Fund and the Shares will not be subject to net wealth tax. An additional temporary income tax of 0.5% (*impôt d'équilibre budgétaire temporaire*) will be also due by individuals subject to the Luxembourg State social security scheme in relation to their professional and capital income.

## **UNITED KINGDOM**

The following is a summary of various aspects of the United Kingdom taxation regime which may apply to United Kingdom resident persons acquiring Shares in the Classes of the Fund, and where such persons are individuals, only to those domiciled in the United Kingdom. It 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, and the below summary is not exhaustive. Further, it will apply only to those United Kingdom Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade; and does not cover United Kingdom Shareholders which are tax exempt or subject to special taxation regimes.

### *1. The Fund*

It is intended that the Fund will be resident for taxation purposes outside the United Kingdom and the Fund should not therefore be subject to United Kingdom taxation on its profits. On the condition that the Fund does not carry on a trade in the United Kingdom through a permanent establishment located there, then the Fund will not be subject to United Kingdom corporation tax on income or chargeable gains arising to it, other than on certain United Kingdom source income.

## 2. Shareholders

Shares in the Fund will constitute interests in an "offshore fund" as defined for the purposes of the Taxation (International and Other Provisions) Act 2010 ("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 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. Qualifying status for these purposes now means certification as a "reporting fund", and where the Class was in existence prior to 1<sup>st</sup> October 2010 certification as a "distributing fund".

Investors should be aware that a new United Kingdom offshore funds regime was introduced on 1<sup>st</sup> December 2009, applicable to United Kingdom investors into "offshore funds" with effect from the fiscal year ended 5<sup>th</sup> April 2010 for income tax payers and for accounting periods ending on or after 1<sup>st</sup> December 2009 for corporation tax payers. Under these rules, the relevant Classes of Shares cease to obtain "distributor status" retrospectively, but instead obtain "reporting fund status" using a once off approval mechanism. Once reporting fund status is obtained from the HMRC for the relevant Classes, it will remain in place permanently provided that the annual reporting requirements are satisfied. The Board has obtained reporting fund status for certain Classes of Shares of the Fund for the accounting period commencing 1<sup>st</sup> October 2010 onwards. This means, that where reporting fund status is obtained for a Class of Shares, Shareholders who are resident in the United Kingdom for tax purposes (other than persons who are dealing in the Shares who are subject to different rules) may, unless otherwise exempt from tax, be liable to capital gains tax (or corporation tax on capital gains) in respect of any gain realised on disposal or redemption of the Shares. Where reporting fund status is not obtained, persons who are resident in the United Kingdom 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 broad terms, a "reporting fund" is an offshore fund that meets certain annual reporting requirements to HMRC and its Shareholders. The Directors intend to manage the affairs of the Fund so that these annual duties are met and will continue to be met on an ongoing basis for those Classes in the Fund which have obtained UK reporting fund status. A list of those Classes which have obtained reporting fund status, and previously distributor status can be obtained from the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>.

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. Any reported income in excess of distributions will be deemed to arise to UK Shareholders on the date six months after the financial year end, and will be reported in the accounting and reporting currency of the relevant Portfolio.

The Fund, on behalf of each Portfolio, will maintain an equalisation account with a view to ensuring that the level of dividends payable on Shares issued in a Portfolio or Class is not affected by the issue and redemption of Shares in such Portfolio or Class during an accounting period. However, the Fund does not at present intend to operate equalisation such that investors may expect a return of capital in the first period in which they invest under the provisions of the Offshore Funds (Tax) Regulations 2009 (as amended).

The Directors intend to issue the annual investor report on or around 31<sup>st</sup> March each year from 2012 onwards via the website [www.bmogam.com/reportingstatus](http://www.bmogam.com/reportingstatus) each year. Should UK investors require the annual reporting to be delivered in a different format they should inform us appropriately using the following contact details: State Street Bank Luxembourg S.C.A. shareholder services Tel: +352 46 40 10 7460 or at [fandcenquiries@statestreet.com](mailto:fandcenquiries@statestreet.com).

The Shares of the Fund shall be widely available. The Directors confirm 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 widely 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 document.

When United Kingdom resident individuals receive dividends or reported income from the Fund, 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, where an offshore fund as defined in the offshore fund legislation, holds more than 60 per cent of its assets in interest bearing (or similar) form, any distribution or reported income will be treated as interest in the hands of the United Kingdom 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 United Kingdom corporate shareholders within the charge to United Kingdom corporation tax receive dividends from the Fund, the dividend is likely to fall within one of a number of exemptions from United Kingdom corporation tax. In

addition, distributions to non-United Kingdom companies carrying on a trade in the United Kingdom through a permanent establishment in the United Kingdom should also fall within the exemption from United Kingdom 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 a dividend distribution for these purposes. However, regardless of any dividends paid, under the corporate debt tax regime in the United Kingdom any corporate Shareholder within the charge to United Kingdom corporation tax will be taxed on the increase in value of its holding on a fair value basis (rather than on disposal) or will obtain tax relief on any equivalent decrease in value, if the Investments held by the offshore fund within which the Shareholder invests, consist of more than 60 per cent (by value) of "qualifying investments". Qualifying investments are broadly those, which yield a return directly or indirectly in the form of interest.

The attention of individuals resident in the United Kingdom is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the United Kingdom and may render them liable to income tax in respect of undistributed income of the Fund on an annual basis. The legislation is not directed towards the taxation of capital gains.

Further attention of persons resident in the United Kingdom for taxation purposes (and who, if individuals, are also domiciled in the United Kingdom for those purposes) is drawn to the fact that the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 could be material to any such person whose proportionate interest in the Fund (whether as a Shareholder or otherwise as a "participator" for United Kingdom taxation purposes) when aggregated with that of persons connected with that person is 25 per cent, or greater, if, at the same time, the Fund is itself controlled in such matter that it would, were it to be resident in the United Kingdom for taxation purposes, be a "close" company for those purposes. Section 13 could, if applied, result in a person with such an interest in the Fund being treated for the purposes of United Kingdom taxation of chargeable gains as if a part of any capital gain accruing to the Fund (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 Fund (determined as mentioned above).

Corporate Shareholders resident in the UK for taxation purposes should note that "controlled foreign companies" 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. 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 Fund.

Stamp taxes will be payable by the Fund in relation to secondary market acquisitions of certain fund of investments. In particular, stamp duty reserve tax at the rate of 0.5 per cent will be payable by the Fund on the electronic acquisition of securities (including stock, shares, certain loan capital, options, dividends, renounceable letters of allotment and rights to subscribe) issued in the United Kingdom or which maintain a register in the United Kingdom 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 stamp tax implications. Subscriptions in kind will cause stamp taxes to arise in the hand of the Fund. Similarly, redemptions in kind will cause a stamp taxes charge in the hand of the receiving investor, subject to a relief e.g. charity.

Because the Fund is not incorporated in the United Kingdom and there will not be a register of Shares kept in the United Kingdom, no liability to stamp duty reserve tax should arise by reason of the secondary market transfer of Shares. Liability to stamp duty will not arise provided that any instrument in writing transferring Shares in the Fund is executed outside the UK and there is "no matter or thing to be done" relating to the transfer in the UK.

There are additional global transfer taxes that operate in a similar, but not identical, way to UK stamp taxes e.g. Hong Kong, South Africa, Ireland, France and Italy on secondary market acquisitions. The Fund may suffer such taxes when buying investments and receiving *in specie* assets for subscriptions. An investor may also suffer these taxes on *in specie* distributions.

## **SWITZERLAND**

The Fund (and a selected number of Portfolios) has been authorised for distribution to qualified and non-qualified investors in and from Switzerland by the Swiss Financial Market Supervisory Authority (FINMA) as a foreign collective investment scheme, under the Swiss Federal Act on Collective Investment Schemes. Due to such authorisation, the Fund and the

respective selected number of Portfolios are, in general, to be treated equally to Swiss collective investment schemes, for taxation purposes.

Investors who hold shares in mutual funds for private investment purposes (private assets), and who are subject to unlimited Swiss tax liability, are referred to the following general tax rules. This information does not take into consideration special tax treatments in specific cases (i.e. mutual fund held as business assets).

**Distributing share classes:** Capital income distributed by F&C Portfolios Fund is considered as taxable income at the federal and cantonal level. Shareholders should note that Luxembourg SICAVs are treated in the same way as Swiss investment funds with regard to direct federal tax and the cantonal and communal taxes. The Fund is regarded as a distributive fund as long as it distributes at least 70 per cent of its capital income. In case the Fund exceptionally does retain a small proportion of the capital income, those retained earnings are, as a rule, not taxable. Capital gains generated by the SICAV and distributed to investors are tax exempt for the investor, if the Shares in the SICAV are held for private investment purposes and if the capital gains are disclosed.

**Accumulating share classes:** Retained earnings resulting from capital income of the respective share classes are considered as taxable income with respect to Swiss Direct Federal Tax and cantonal and communal taxes. Thus, retained capital income of an "accumulation fund" is taxable income of investors although it will not be distributed. Capital gains are tax exempt for the investor, if the shares are held for private investment purposes and if the capital gains are disclosed separately. The tax treatment is also different if the shares are considered as business assets.

Capital gains on the sale of Shares (not included in the case of redemption of SICAV Shares) held for private investment purposes are in principle subject neither to cantonal nor to federal income taxes. Should the investment activities of a private investor, due to special circumstances be qualified as having a commercial purpose, any capital gains and losses realised will be considered as part of ordinary taxable income.

**Primary Market:** The issue of SICAV shares is basically subject to a security transfer tax of  $\frac{1}{2} \times 0.3$  per cent, which is usually borne by the investor. Redemption of Shares is not subject to any stamp tax duty as long as the Shares are cancelled and not resold.

**Secondary Market:** In the course of a purchase, sale or transfer of Shares in a foreign mutual fund through a Swiss securities dealer (e.g. Swiss bank), in general a security transfer tax of 0.30 per cent will be levied, which has in general to be equally borne by the seller and purchaser. The additional charge of the Swiss Stock Exchange amounts to 0.015 per cent.

This information is given as an indication. Investors should nevertheless take advice from their own tax advisors because tax law and practice as well as rates can be subject to modification from time to time.

## IRELAND

The Board intends to conduct the affairs of the Fund so that it does not become resident in Ireland for taxation purposes. Accordingly, provided the Fund does not exercise a trade within Ireland or carry on a trade in Ireland through a branch or agency, the Fund will not be subject to Irish tax on its income and gains other than on certain Irish source income and gains.

Subject to personal circumstances, Shareholders resident in Ireland for taxation purposes will be liable to Irish income tax or corporation tax in respect of any income distributions of the Fund (whether distributed or reinvested in new Shares).

### *Anti-avoidance*

The attention of individuals resident or ordinarily resident in Ireland for tax purposes is drawn to Chapter 1 of Part 33 of the Taxes Consolidation Act 1997 (as amended), which may render them liable to income tax in respect of undistributed income or profits of the Fund. These provisions are aimed at preventing the avoidance of income tax by individuals through a transaction resulting in the transfer of assets or income to persons (including companies) resident or domiciled abroad and may render them liable to income or corporation tax in respect of undistributed income or profits of the Fund on an annual basis.

The attention of persons resident or ordinarily resident in Ireland (and who, if they are individuals, are domiciled in Ireland) is drawn to the fact that the provisions of Chapter 4 (Section 590) of Part 19 of the Taxes Consolidation Act, 1997 (as amended) could be material to any person who holds 5 per cent or more of the Shares in the Fund if, at the same time, the Fund is controlled in such a manner as to render it a company that would, were it to have been resident in Ireland, be a "close" company for Irish taxation purposes.

These provisions could, if applied, result in a person being treated, for the purposes of the Irish taxation of chargeable gains, as if part of any gain accruing to the Fund (such as on a disposal of its investments that constitute a chargeable gain for those purposes) had accrued to that person directly; that part being equal to the proportion of the assets of the Fund to which that person would be entitled to on the winding up of the Fund at the time when the chargeable gain accrued to the Fund.

## Taxation

The rates outlined below assume certain details relating to the acquisition of, disposal of and the receipt of income from such investments are included in the tax return(s) made on a timely manner by the investor.

The Shares in the Fund should constitute a "material interest" in an offshore fund located in a qualifying location for the purposes of Chapter 4 (Sections 747B to 747F) of Part 27 of the Taxes Consolidation Act, 1997 (as amended). This Chapter provides that if an investor resident or ordinarily resident in Ireland for taxation purposes holds a "material interest" in an offshore fund and that fund is located in a "qualifying location" (including a Member State of the European Communities, a Member State of the European Economic Area or a member of the OECD with which Ireland has a double taxation treaty) then, dividends paid by the Fund to such investor (that is not a company) will be taxed at a rate of 41 per cent and any gain (calculated without the benefit of indexation relief) accruing to the investor upon the sale or on the disposal of the interest will also be charged to tax at 41 per cent. Dividends paid by the Fund to an investor that is a company that is resident in Ireland will be taxed at 25 per cent and any gain (calculated without the benefit of indexation relief) accruing to such investor upon the sale or on the disposal of their interest in the Fund will also be taxed at 25 per cent. Failure of an investor to meet the necessary requirements under Chapter 4 will result in the income and gains arising from the investment being taxed at the investor's marginal income tax rate or, in certain cases, at a 40 per cent capital gains tax rate.

The Finance Act 2006, introduced an automatic exit tax for certain Shareholders resident or ordinarily resident in Ireland in respect of Shares held in the Fund for a period of 8 years. Such Shareholders, both companies and individuals, will be deemed to have disposed of their Shares ("deemed disposal") at the expiration of the 8 year period and will be charged to tax at the rate of 25 per cent and 41 per cent respectively on any deemed gain (calculated without the benefit of indexation relief) accruing to the Shareholder based on the increased value (if any) of the Shares since purchase or since the previous exit tax applied, whichever is later.

For the purposes of calculating a gain or loss on any subsequent sale or disposal (actual or otherwise) of those Shares, the base value that the Shares will take, will be the market value applicable to those Shares at the time of the previous deemed disposal.

In addition the Finance Act 2007 introduced provisions regarding the taxation of individuals resident or ordinarily resident in Ireland who hold units in offshore funds. These provisions introduced the concept of a personal portfolio investment undertaking ("PPIU"). Essentially, an offshore fund will be considered a PPIU in relation to a specific investor where that investor can influence the selection of some or all of the property held by the offshore fund. Depending on an individual's circumstances, an offshore fund may be considered a PPIU in relation to some, none or all individual investors i.e. it will only be a PPIU in respect of those individuals who can "influence" selection. Any gain arising on a chargeable event in relation to an offshore fund (located in a qualifying location) which is a PPIU in respect of an individual that gave rise to the chargeable event and occurs on or after 20<sup>th</sup> February 2007, will be taxed at the rate of 60 per cent. Specific exemptions apply where the property invested in has been widely marketed and made available to the public or for non-property investments entered into by the offshore fund.

For the purposes of Irish taxation a conversion of Shares in the Fund from one class of Shares to another class of Shares may constitute a disposal.

Attention is drawn to the fact that the above rules may not be relevant to particular types of Shareholders (such as financial institutions), which may be subject to special rules. Investors should seek their own professional advice as to the tax consequences before investing in shares in the Fund. Taxation law and practice, and the levels of taxation may change from time to time.

## UNITED STATES

This Prospectus contains no discussion of any United States federal income tax considerations which may be relevant to the purchase, ownership and disposition of Shares by U.S. taxpayers and, before making an investment in the Fund, any U.S. taxpayer or U.S. Person (as defined below) intending to hold any Shares of the Fund should take their own specific professional taxation advice.

## FRANCE

The attention of investors is drawn to the fact that the Portfolios F&C Portfolios Fund – F&C European Growth and Income, F&C Portfolios Fund – F&C European SmallCap and F&C Portfolios Fund – F&C European Equity are eligible for inclusion in a personal equity plan ("*plan d'épargne en actions*" or "PEA") in France. Regarding these Portfolios, the Fund undertakes, pursuant to article 91 quater L, Annex II of the French *Code général des impôts*, to invest assets of these Portfolios so that they will be permanently invested at least 75 per cent in securities and rights cited in a, b and c of I° of article L.221-31 of the French *Code monétaire et financier*.

## G. UNITED STATES SECURITIES LAW

### RESTRICTIONS ON INVESTMENTS BY AND TRANSFERS TO U.S. PERSONS

The Fund has not been, and will not be, registered under the United States Investment Company Act of 1940, as amended. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or the securities laws of any state or political subdivision of the United States, and may not be offered or sold, directly or indirectly, in the United States of America (including the States and the District of Columbia), its territories and possessions and other areas subject to its jurisdiction (the "United States"), or to, or for the account of, U.S. Persons (as defined in Regulation D under the 1933 Act) except in certain transactions exempt from the registration requirements of the 1933 Act and such other securities laws. **Due to the legal and compliance burdens associated with permitting investments from U.S. residents and U.S. domiciled entities, the Fund does not accept applications for the purchase or subscription of Shares from any U.S. Person and does not accept requests for transfer to any person that is a U.S. Person.**

Investors must notify the Administrator if they have moved to the United States or have otherwise become U.S. Persons. Upon such notification, or if the Administrator or the Directors determine that there is a reasonable basis for believing that the investor has become a U.S. Person, the investor's account may be frozen and/or compulsorily redeemed and further investments or switches will not be accepted. Other rights attaching to the Shares previously purchased will not be affected.

### MANDATORY REDEMPTIONS

The Directors may at any time by notice to a Shareholder (i) require the Shareholder to furnish a declaration as to whether he is a U.S. Person or (ii) compulsorily redeem any Shares held by a U.S. Person as the Directors believe necessary or appropriate to ensure compliance with United States law. Any such redemption shall have, as the Directors may determine, such retroactive effect as may be required for purposes of compliance with the 1940 Act.

### DEFINITION OF A U.S. PERSON

Each investor will be required to represent that the investor is not a "U.S. Person" and the Shares are not being acquired for the benefit or account of, directly or indirectly, any U.S. Person. For this purpose, a "U.S. Person" is a person who is in either of the following two categories: (a) a person included in the definition of "U.S. Person" under Rule 902 of Regulation S under the 1933 Act, or (b) a person excluded from the definition of a "Non-United States person" as used in Commodity Futures Trading Commission ("CFTC") Rule 4.7. For the avoidance of doubt, a person is excluded from this definition of U.S. Person only if he or it does not satisfy any of the definitions of "U.S. Person" in Rule 902 and qualifies as a "Non-United States person" under CFTC Rule 4.7.

Under Rule 902 of Regulation S under the 1933 Act, the definition of a "U.S. Person" includes:

- (a) any natural person resident in the United States;
- (b) any partnership or corporation organised or incorporated under the laws of the United States;
- (c) any estate of which any executor or administrator is a U.S. Person;
- (d) any trust of which any trustee is a U.S. Person;
- (e) any agency or branch of a non-U.S. entity, located in the United States;
- (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
- (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or, if an individual, resident in the United States; or
- (h) any partnership or corporation if (i) organised or incorporated under the laws of any non-U.S. jurisdiction and (ii) formed by a U.S. Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

Notwithstanding the foregoing "U.S. Person" does not include: (a) any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organised, incorporated or, if an individual, resident in the United States; (b) any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person if (i) an executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate and (ii) the estate is governed by non-U.S. law; (c) any trust of which any professional fiduciary acting as trustee is a U.S. Person if a trustee who is not a U.S. Person, has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settler if the trust is

revocable) is a U.S. Person; (d) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; (e) any agency or branch of a U.S. Person located outside the United States if (i) the agency or branch operates for valid business reasons and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located; and (f) the International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.

CFTC Rule 4.7 currently provides in relevant part that the following persons are considered "Non-United States persons":

- (a) a natural person who is not a resident of the United States or an enclave of the U.S. government, its agencies or instrumentalities;
- (b) a partnership, corporation or other entity, other than an entity organised principally for passive investment, organised under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;
- (c) an estate or trust, the income of which is not subject to U.S. income tax regardless of source;
- (d) an entity organised principally for passive investment such as a pool, investment company or other similar entity, provided, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons (as defined in CFTC Rule 4.7(a)(2) or (3)) represent in the aggregate less than ten per cent. of the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC's regulations by virtue of its participants being Non-United States persons; and
- (e) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

#### ERISA CONSIDERATIONS

This Prospectus contains no discussion of any considerations which may be applicable to or relate to the purchase of Shares by employee benefit plans ("ERISA Plans") subject to Title 1 of the Employee Retirement Income Security Act of 1974 as amended ("ERISA"), or retirement plans covering only self-employed individuals and individual retirement accounts or otherwise defined as a "plan" in Section 4975 (e) (1) of the Code.

**Before making an investment in the Fund, any U.S. taxpayer intending to hold any Shares of the Fund should take their own specific legal and taxation advice.**

## H. DIVIDEND POLICY

- Where Share Classes are registered for Reporting Fund Status, it is intended for all distributing Classes (unless otherwise provided in the relevant Appendix of a Portfolio) to distribute 100 per cent of the reportable income (computed in accordance with the definition of Reportable Income under the United Kingdom Offshore Funds (Tax) Regulations 2009 (as amended) which accrues to the Portfolio or distributing Class. However, please note that this cannot be guaranteed. It may be that the Directors consider in certain cases that the amounts available for distribution are so minimal that a distribution is not commercially viable.
- Where Share Classes have not been registered for UK Reporting Fund Status, the Directors will determine an alternative basis for determining the level of any dividend.

The Board may decide to make dividend payments to Shareholders once a year or more frequently provided that no payment will be made as a result of which the total net assets of the Fund would become less than the minimum required by Luxembourg law. Unless otherwise provided for in Appendix "Portfolios of the Fund", dividends are payable on the last Business Day in January.

Registered shareholders may choose the following payment options for their dividend:

- 1) Payment of dividends is made directly to the Shareholder's bank account. Payment will be made in the currency in which each Portfolio or Class (if issued) is denominated and which is set out in relation to each respective Portfolio in Appendix "Portfolios of the Fund". If requested payments can be made in other major currencies. State Street Bank Luxembourg S.C.A. will arrange currency conversion, on the same terms as for redemption of Shares (section K "Redemption of Shares" below).

However if a dividend less than US\$100 or Euro 100 (dependent on the denomination of the relevant Class or Portfolio) is generated by a registered Shareholder's investment in a Class of a Portfolio it will be automatically reinvested in the subscription of further Shares of the Class to which such dividends relate.

- 2) Reinvestment of dividends in the subscription of further Shares of the Class to which such dividends relate may be elected by application to the Fund.

Such Shares will be issued on the Business Day on which the relevant dividend is paid at a price which will be calculated in the same way as for other issues of Shares of that Class on that date. Fractions of Shares of up to 3 decimal places will be issued on reinvestment of dividends.

- 3) Where accumulation Shares are issued in a specific Share Class, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares as described under 1) and 2) above, but will be retained in the Share Class, thus increasing the Net Asset Value of the Shares of the relevant Class. Accumulation Share Classes will be denominated "Acc" in the name of the Share Class.

Automatic dividend reinvestment will occur if registered Shareholders have not communicated their payment preference on their application form or to the Fund 14 days prior to the payment of the relevant dividend.

Any balance of a dividend entitlement remaining after reinvestment will be retained for the benefit of the relevant Portfolio or Class. Where registered Shareholders make use of this reinvestment facility, each dividend due to the Shareholder will be paid by the Fund to State Street Bank Luxembourg S.C.A. at its Luxembourg office for the account of the relevant Shareholders. State Street Bank Luxembourg S.C.A. will, as agent for the Shareholders, credit such monies to the Fund in subscription for further Shares of the Portfolio or Class to which such dividends relate. Shareholders are advised that the election to have their dividends reinvested does not alter the character of the dividend which remains income to the Shareholder. The taxation consequences of this will depend on the circumstances of each Shareholder.

Dividends not collected within 5 years will lapse and accrue in accordance with Luxembourg law for the benefit of the relevant Portfolio or Class of the Fund (as the case may be).

The Fund, on behalf of each Portfolio, will maintain an equalisation account with a view to ensuring that the level of dividends payable on Shares issued in a Portfolio or Class is not affected by the issue and redemption of Shares in such Portfolio or Class during an accounting period. The subscription price of such Shares will therefore be deemed to include an equalisation payment calculated by reference to the accrued income of the relevant Portfolio or Class, and the first distribution in respect of Shares in the relevant Portfolio or Class will include a payment of capital usually equal to the amount of such equalisation payment. The redemption price of each Share will also include an equalisation payment in respect of the accrued income of the relevant Portfolio or Class up to the date of redemption. This does not reflect the tax position in relation to UK investors.

## I. CHARGES AND FEES

### *Management Company Fee*

The Fund pays to the Management Company an annual Management Company fee payable out of the assets of the Fund and being up to 0.0375 per cent per annum of the Net Asset Value of a Portfolio.

### *Investment Management Fee*

The Investment Managers are entitled to a management fee, accrued daily and payable out of the assets of the Portfolio or Class of shares in issue. The management fee will be based on the average value of the net assets of the Portfolio or Class concerned and will be calculated on each Valuation Date. The maximum management fee that may be charged to a Portfolio or Class is disclosed in the Appendix of the relevant Portfolio. The management fee applicable to each Portfolio or Class will be disclosed in the financial reports of the Fund. The management fee will be paid monthly in arrears to the Investment Managers. The Investment Managers may pay a portion of its fee to dealers who distribute the Shares.

### *Performance Fee*

The Investment Managers may, in addition to the management fee, be entitled to a performance fee. Details of such performance fee (if applicable) are set out in Appendix "Portfolios of the Fund".

### *Placing Commission*

In addition, the F&C Management Limited may be entitled to a placing and/or introductory fee ("Front End Fee") of up to 5 per cent of the subscription monies in respect of which Class A Shares, Class AD Shares, Class I Shares, Class ID Shares, and Class C Shares are issued (being a maximum of 5 per cent of the Net Asset Value of such Shares) and of up to 1 per cent of the subscription monies in respect of which Class B Shares are issued (being a maximum of 1 per cent of the Net Asset

Value of such Shares) as described in the Appendix relating to each Portfolio. Stockbrokers or other approved introducing agents may be paid a proportion of this fee. The applicable fee rate (if any) is set out in Appendix "Portfolios of the Fund". No such placing and/or introductory fee will be levied in respect of Class F Shares, Class R Shares, Class P Shares and Class K Shares.

In addition, the F&C Management Limited may pass on to the Fund certain approved expenses incurred in the marketing of the Fund. Such costs will include marketing literature (of various forms), direct mailings, advertising and documents or initiatives that can be directly linked to a given Portfolio or a set of given Portfolios. The maximum chargeable during any accounting period is 0.025 per cent of the Net Asset Value of the Fund or the respective Portfolio(s). No marketing expenses will be charged to the Hong Kong Share Classes of any Portfolio. Any costs occurring in relation to the marketing of the Hong Kong Share Classes (if any) will be borne by the F&C Management Limited.

#### *Distribution Fee*

In addition, the F&C Management Limited will also charge a fee to the Fund to cover the costs incurred in the distribution of the Fund in the various jurisdictions in which it is registered.

The amount to be charged during any accounting period is 0.05 per cent of the Net Asset Value of the Fund or the respective Portfolio(s).

No distribution fee will be charged to the Hong Kong Share Classes of any Portfolio. Any costs occurring in relation to the distribution of the Hong Kong Share Classes (if any) will be borne by the F&C Management Limited.

#### *Custody and Administration Fees*

State Street Bank Luxembourg S.C.A. will be entitled to fees payable by the Fund, accruing daily and payable monthly in arrears, of up to 0.50 per cent of the assets under custody plus a transaction charge with respect to its function as the Custodian of the Fund. The actual level of the fees and transaction charges payable for the custody services vary, depending on the different countries. In addition, for acting as Registrar, Transfer, Domiciliary, Administrative and Paying Agent to the Fund, State Street Bank Luxembourg S.C.A. will be entitled to fees of up to 0.045 per cent of the applicable Net Asset Value plus a transaction charge.

In addition State Street Bank Luxembourg S.C.A. will be entitled to pass on to the Fund fees charged by external price vendors where the cost of obtaining vendor prices is not contained within the standard State Street Bank Luxembourg S.C.A. fund accounting fixed percentage fee.

#### *Other Commissions and Permitted Services*

F&C Management Limited executes transactions on behalf of clients with a number of selected brokers. In the normal course of business, F&C Management Limited has entered or may enter into arrangements ("Commission Sharing Arrangements") whereby the broker agrees to set aside a proportion of the commission earned on transactions and to use this to discharge the cost of certain permitted services related to the execution of transactions on behalf of clients and the provision of investment research received by F&C Management Limited. The services received under such arrangements are directly relevant to and assist in the cost-effective provision of management services generally by F&C Management Limited to its clients and are consistent with practices in the markets in which F&C Management Limited does business.

In accordance with Financial Conduct Authority rules, F&C Management Limited will not enter into such Commission Arrangements unless the types of goods and services provided to it are related to the execution of trades on behalf of clients or comprise the provision of research and do not constitute goods or services which the Financial Conduct Authority has specified do not satisfy the requirements of the rules in respect of such arrangements and will reasonably assist F&C Management Limited in the provision of its services to clients on whose behalf orders are being executed.

F&C Management Limited is entitled to an annual service fee of 0.015 per cent of the equity and bond investments of the Fund for its Responsible Engagement Overlay services as described in section Q "General Information" under (20). This service will not be charged to the Hong Kong Share Classes of any Portfolio.

#### *Directors*

Each of the Directors of the Fund is entitled to remuneration for his services at the rate determined by the Fund in general meeting from time to time. In addition, each Director may be paid reasonable travelling, hotel and other incidental expenses of attending and returning from meetings of the Board or general meetings of the Fund or otherwise properly incurred in connection with the business of the Fund.

Directors' fees and entitlements will be waived by those members of the Board who are employees of F&C Asset Management plc (parent of the Investment Managers) or any of its subsidiaries.

## *General*

The amounts of fees stated in this document are exclusive of any value added tax which is payable in addition thereto. Certain operating expenses are borne by the Fund. These are specified in section Q "General Information" below.

## **J. APPLICATIONS FOR SHARES**

The Fund will retain the right to reject any application in whole or in part. If an application is rejected or an allotment is cancelled, the Fund, at the risk of the applicant, will return application monies or the balance thereof within five Business Days of rejection or, at the cost of the applicant, by telegraphic transfer. No Share of any Class may be issued during any period in which the calculation of Net Asset Value of the Class has been suspended by the Fund.

A placing and/or introductory fee may be charged by the Fund on behalf of the relevant Class and will be payable to F&C Management Limited. Out of this fee stockbrokers or other approved agents may be paid an introductory commission. The applicable fee rate (if any) is set out in Appendix "Portfolios of the Fund".

Under certain circumstances and unless otherwise provided in the Appendix relating to a Portfolio, the Board has the power to adjust the Net Asset Value per Share applicable to the issue price as described in the section M "Net Asset Value" below under "Swing Pricing". In any case, the adjustments to the Net Asset Value per Share applicable on any Valuation Date shall be identical for all issues dealt with as of that Valuation Date.

If not otherwise provided for in Appendix "Portfolios of the Fund", confirmations of shareholding will be sent to successful applicants within 21 Luxembourg Business Days of the date of issue. No Share certificates will be issued unless otherwise provided for in Appendix "Portfolios of the Fund". Payment of the subscription monies may be made in Euro, Pound Sterling, US Dollars or any other currency as may be referred to in Appendix "Portfolios of the Fund" and should be received within 3 Luxembourg Business Days following the relevant Valuation Date, unless otherwise specified in Appendix "Portfolios of the Fund". If such payment is made in a currency other than the reference currency of the Portfolio concerned, or, in the case of different Classes or Sub-Classes, in a currency other than the denomination currency of the relevant Class or Sub-Class, the Shareholder will bear the foreign exchange risk. Details may be included in Appendix "Portfolios of the Fund" for a minimum subscription amount (inclusive of the placing and/or introductory fee). This minimum may be waived or amended at the discretion of the Board. The minimum subscription amount shall not apply where the Shares are subscribed for by companies affiliated with F&C Management Limited or by third party investment managers or distributors or other intermediaries approved by F&C Management Limited who are subscribing in a nominee capacity. All remittances, documents of title or other documents despatched to or from the Fund (or its agent) will be despatched at the Shareholder's risk. If not otherwise provided for in Appendix "Portfolios of the Fund", an application form and signed anti-money laundering form must be received before 06:00 a.m. (Luxembourg time) on the relevant Valuation Date (as defined in section M "Net Asset Value" below). If so received, Shares will be issued at a price based on the Net Asset Value calculated on the relevant Valuation Date. Any application received after 06:00 a.m. (Luxembourg time) will be treated as having been received on the following Business Day.

The initial launch date and offering price for each newly created or activated Class or Sub-Class will be disclosed in the application form and/or the latest annual report of the Fund. The application form will be updated as new Classes or Sub-Classes become available.

The Fund will issue fractions of Shares, rounded to 3 decimal places where fractions arise for example on subscriptions or reinvestment of dividends. Such fractions will, on a pro rata basis, entitle Shareholders to dividends and to proceeds of liquidation, but shall not confer any voting rights.

The Board may decide, on a discretionary basis, to issue Shares in a Portfolio or a Class against contribution in kind of securities in compliance with the conditions set forth by Luxembourg law. To the extent such a report is required by Luxembourg law or regulation or if so requested by the Board, a valuation report will be obtained from the auditor of the Fund at the Shareholders' cost and the securities so contributed must be in compliance with the investment restrictions of the Fund and the investment policy of the Portfolio or Class concerned (as the case may be). If the Board so decides with regard to a Portfolio or Class (as applicable), such decision will be disclosed in the Appendix relating to the Portfolio concerned.

### *Prevention of Money Laundering and Terrorist Financing*

In the case of all initial applications, along with an application form and anti-money-laundering form Shareholders must provide documentation in a set format which verifies their identity. This is in order to comply with international rules and Luxembourg laws and regulations (comprising, but not limited to, the amended Law of 12<sup>th</sup> November 2004 on the fight against money laundering and financing of terrorism, the Grand Ducal Regulation dated 1<sup>st</sup> February 2010, CSSF Regulation 12-02 of 14<sup>th</sup> December 2012 and CSSF Circular 13/556 concerning the fight against money laundering and terrorist financing, and any respective amendments or replacements). The documents required and their format are included in the anti-money laundering form.

The Fund and/or the distributor reserves the right to reject an application or withhold any proceeds of sale without paying interest, as it sees fit, at its discretion in whole or in part, where it has not received sufficient information on the Shareholder or if it cannot determine, without any doubt, whether or not the subscription monies are the proceeds of offences covered by the EU regulations combating money laundering.

## K. REDEMPTION OF SHARES

If not otherwise provided for in Appendix "Portfolios of the Fund", any request by a Shareholder for the redemption of his Shares must be made in writing to the Fund c/o State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, giving payment instructions and requesting irrevocable redemption. The Fund will redeem Shares so tendered for redemption at the Net Asset Value of the relevant Portfolio on the appropriate Valuation Date as specified below, less any applicable redemption charge.

If not otherwise provided for in Appendix "Portfolios of the Fund", Shares may normally be redeemed at the redemption price calculated as at the relevant Valuation Date. Redemption in respect of an application received prior to 06:00 a.m. (Luxembourg time) will be effected on the Valuation Date in Luxembourg (as defined in section M "Net Asset Value" below) on which the notice of redemption is received. Redemption requests received after 06:00 a.m. (Luxembourg time) will be dealt with on the next following Valuation Date. The redemption price will be equal to the Net Asset Value per Share of the relevant Class (normally calculated by reference to the latest available prices of the assets of the relevant Portfolio).

Under certain circumstances and unless otherwise provided in the Appendix relating to a Portfolio, the Board has the power to adjust the Net Asset Value per Share applicable to the redemption price as described in the section M "Net Asset Value" below under "Swing Pricing". In any case, the adjustments to the Net Asset Value per Share applicable on any Valuation Date shall be identical for all redemptions dealt with as of that Valuation Date.

The Fund is not bound to redeem in any five consecutive Business Days more than 10 per cent in aggregate of the Shares of any one Portfolio or Class and for this purpose conversions from one Portfolio or Class into another shall be treated as redemptions of the first Portfolio or Class. If the number of requests received in any five consecutive Business Days exceeds the limit, requests may be carried forward to the next Business Day (always subject to the foregoing limit but in any event, no redemption request of any Class of Shares held in a Portfolio can be deferred for more than five consecutive Business Days after the date of receiving the redemption request and all relevant documentation). Any request so carried forward will be complied with in priority to any requests received thereafter.

The Board may accept redemptions of Shares subject to the conditions of the Portfolio which (if applicable) are more fully described in Appendix "Portfolios of the Fund".

A Shareholder may require the Fund to redeem or convert part of a shareholding provided that the balance of any holding of a particular Portfolio or Class would not have a Net Asset Value of less than the minimum amount (if any) provided for in Appendix "Portfolios of the Fund". If as a result of sales of Shares, a Shareholder would be registered with Shares of a particular Portfolio or Class having a Net Asset Value of less than the minimum (if any) provided for in Appendix "Portfolios of the Fund", the Fund may require that such Shares be redeemed. In the case of Shares for which certificates have been issued, payment will normally be made not later than three Business Days after receipt of all the documentation, unless otherwise specified in Appendix "Portfolios of the Fund".

Payment may be made, at the request of the Shareholder, in Euro, Pound Sterling, US Dollars or any other currency as may be referred to in Appendix "Portfolios of the Fund". If such payment is made in a currency other than the reference currency of the Portfolio concerned, or, in the case of different Classes or Sub-Classes, in a currency other than the denomination currency of the relevant Class or Sub-Class, the Shareholder will bear the foreign exchange risk. Payment will normally be made by transfer of funds to a Pound Sterling, Euro or US Dollar denominated bank account, as specified by the Shareholder. The Fund will not charge fees for such payment by bank transfer. If in exceptional circumstances the liquidity of any particular Portfolio or Class is not sufficient to enable the payment to be made, unless otherwise specified in Appendix "Portfolios of the Fund", within 3 Luxembourg Business Days following the relevant Valuation Date, such payment will be made as soon as reasonably practicable thereafter. No interest will be paid.

The Board may decide to satisfy payment of the redemption price to any Shareholder who agrees, in whole or in part, by an in-kind allocation of securities in compliance with the conditions set forth by Luxembourg law. To the extent such a report is required by Luxembourg law or regulation or if so requested by the Board, a valuation report will be obtained from the auditor of the Fund. Any cost incurred in connection with a redemption in kind shall be borne by the relevant Shareholder. The Board will not agree to do so if it determines that such transaction would not be determined in the best interests of the remaining Shareholders.

The Fund issues fractions of Shares of up to 3 decimal places where fractions arise on redemption of Shares.

In accordance with the relevant money-laundering regulations, the Fund or its agents may be required to verify the identity of any person redeeming Shares before realising the proceeds. In certain circumstances this may result in a substantial delay before payment is made.

Unless provided to the contrary herein, requests for redemption should provide the following information:

- the full name(s) and address(es) of the Shareholder(s) making the request;
- the number of Shares of each Class to be redeemed;
- whether the Shares were issued with or without a certificate;
- details as to whom payment should be made if different from the registered Shareholder(s) and the currency in which the Shareholder wishes to be repaid.

Holders of certificated Shares must send to the Fund their duly renounced Share certificate(s) with the written redemption request, or immediately after, sending the request by fax.

If on redemption a Shareholder wishes to be paid in a currency other than that in which the relevant Portfolio or Class or Sub-Class (as applicable) is denominated, the necessary foreign exchange transaction will be arranged and executed by State Street Bank Luxembourg S.C.A. on behalf of, and at the expense of, the Shareholder without responsibility as regards the Fund.

The redemption price paid upon redemption may be more or less than the price paid by the Shareholder for his Shares, depending upon the Net Asset Value of the relevant Portfolio's or Class' net assets at the relevant Valuation Date. Interest will not be paid on redemption proceeds which are paid later than the time(s) for payment stated above, for instance, owing to delays in repatriation of assets or delays in liquidation of assets to meet such redemptions.

A Shareholder may not withdraw his request for redemption except in the event of suspension of the valuation of the assets of the Fund and/or relevant Portfolio or Class (if applicable) and in such event a withdrawal will be effective if written notification is received by the Fund before the termination of the period of suspension. If the request is not so withdrawn, the redemption will be made, subject to the prior notice requirements set out above, on the next Valuation Date following the end of the suspension.

The Board may compulsorily redeem any Shares held by a U.S. Person as the Board believes necessary or appropriate to ensure compliance with United States law. For additional information, see section G "United States Securities Law – Mandatory Redemptions" above. In addition thereto, the Board may compulsorily redeem any Class I Shares held by a Shareholder which does not qualify as an Institutional Investor.

Subject to the foregoing, the Fund may redeem its Shares without limitation.

## L. CONVERSION OF SHARES

If not otherwise provided for in Appendix "Portfolios of the Fund", Shareholders will be able, on any Valuation Date in Luxembourg (as defined above) to convert all or part of their holding of Shares of a Class of any Portfolio (the "original Portfolio") into Shares of the same Class of another Portfolio which are being offered at that time (the "new Portfolio").

Under certain circumstances and unless otherwise provided in the Appendix relating to a Portfolio, the Board has the power to adjust the Net Asset Value per Share applicable to the conversion amount as described in the section M "Net Asset Value" below under "Swing Pricing". In any case, the adjustments to the Net Asset Value per Share applicable on any Valuation Date shall be identical for all conversions dealt with as of that Valuation Date.

Shareholders wishing to convert Shares in another Portfolio will be entitled to do so on any day which is a Valuation Date by means of an irrevocable written request or by facsimile or electronic request confirmed in writing. Such request should be addressed to the Fund, c/o State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg.

If not otherwise provided for in Appendix "Portfolios of the Fund", conversions in respect of an application received prior to 06:00 a.m. (Luxembourg time) will be effected on the Valuation Date (as defined in section M "Net Asset Value" below) on which the request for conversion is received. Conversion requests received after 06:00 a.m. (Luxembourg time) will be dealt with on the next following Valuation Date. The general provisions and procedures relating to redemptions described above will apply equally to conversions.

The number of Shares of the new Portfolio to be issued will be calculated in accordance with the following formula:

$$N = \frac{P(R \times CF)}{S}$$

where:

N is the number of Shares of the new Portfolio to be allotted

- P is the number of Shares of the original Portfolio to be converted
- R is the redemption price per Share of the original Portfolio applicable to redemption requests received on the relevant Business Day
- CF is the currency conversion factor determined by the Board as representing the effective rate of exchange on the relevant Business Day between the currencies of the original Portfolio and the new Portfolio (where they are denominated in different currencies)
- S is the subscription price per Share of the new Portfolio applicable to subscription applications received on the relevant Business Day

Conversions shall be made free of charge.

Upon conversion, fractions of Shares of up to 3 decimal places will be issued. Any remaining amount reverts to the assets of the original Portfolio to be converted.

Notwithstanding the case of compulsory conversion described in the section "Class of Shares" hereabove, Shareholders may exchange Shares of one Class with Shares of another Class of the same Portfolio or of another Portfolio, if available, subject to the following exceptions:

- A Class of Shares other than Class I Shares can only be exchanged with Class I Shares if the relevant Shareholder is an Institutional Investor;
- An exchange of Shares into a Class the Shares of which are restricted to specific investors (as described in the Appendix of the relevant Portfolio) can only be made if the Shareholder applying for an exchange of his Shares meets the specific criteria of the new class;
- An exchange of Shares from a Class having a lower Front End Fee into a Class having a higher Front End Fee may be subject to payment by the relevant Shareholder of the difference between the lower Front End Fee paid and the higher Front End Fee that would have to be paid, if the relevant Shareholder would have subscribed initially for Shares having the higher Front End Fee.

Subject to the foregoing, Shares will be exchanged in the same manner as described hereabove in relation to conversion of Shares.

It is recommended that Shareholders promptly verify the confirmation statement that is mailed after each conversion or exchange transaction in order to ensure that it has been accurately recorded in their account.

## M. NET ASSET VALUE

The Net Asset Value of the Fund and its Portfolios is determined in Euro in accordance with the Articles of Incorporation of the Fund on each day (with the exception of Good Friday and 24<sup>th</sup> December (Christmas Eve)) which is a Business Day, if not otherwise provided in the Appendix relating to a specific Portfolio (a "Valuation Date").

**UNDER THE ARTICLES OF INCORPORATION OF THE FUND, THE BOARD MAY DECIDE TO CREATE WITHIN EACH PORTFOLIO ONE OR MORE CLASSES WHOSE ASSETS WILL BE COMMONLY INVESTED PURSUANT TO THE SPECIFIC INVESTMENT POLICY OF THE PORTFOLIO CONCERNED BUT WHERE A SPECIFIC INITIAL OR REDEMPTION CHARGE STRUCTURE, FEE STRUCTURE, MINIMUM SUBSCRIPTION AMOUNT OR DIVIDEND POLICY MAY BE APPLIED TO EACH CLASS. A SEPARATE NET ASSET VALUE, WHICH WILL DIFFER AS A CONSEQUENCE OF THESE VARIABLE FACTORS, WILL BE CALCULATED FOR EACH CLASS. IF ONE OR MORE CLASSES HAVE BEEN CREATED WITHIN THE SAME PORTFOLIO, THE ALLOCATION RULES SET OUT ABOVE SHALL APPLY, AS APPROPRIATE, TO SUCH CLASSES.**

The Net Asset Value of Shares of each Portfolio or Class in the Fund shall be expressed as a per Share figure in such currency as the Board shall from time to time determine in respect of such Portfolio or Class and shall be determined in respect of any Valuation Date by dividing the net assets of the Fund corresponding to each Portfolio or Class (being the latest available value of the assets of the Fund corresponding to such Portfolio or Class less the liabilities attributable to such Portfolio or Class in the relevant markets) by the number of Shares of the relevant Portfolio or Class then outstanding.

For the purpose of calculating the Net Asset Value of a Portfolio or Class of Shares, assets or liabilities not expressed in the reference currency of a Portfolio or Class shall be converted into the reference currency of the relevant Portfolio or Class at the last available foreign exchange rate.

The Net Asset Value per Share of each Portfolio or Class (as the case may be) may be published, for Shareholder information purposes only, in a currency other than the reference currency of such a Portfolio or Class. If applicable, details and conditions thereof will be more fully described in the Appendix of the Portfolio concerned.

The valuation of the net assets of the different Portfolios or Classes shall be made in the following manner:

- (i) the assets of the Fund shall be deemed to include:
  - (a) all cash in hand or on deposit, including any interest accrued thereon;
  - (b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);
  - (c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Fund;
  - (d) all stock, stock dividends, cash dividends and cash distributions receivable by the Fund (provided that the Fund may make adjustments with regard to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights or by similar practices);
  - (e) all interest accrued on any interest bearing securities owned by the Fund except to the extent that the same is included or reflected in the principal amount of such security;
  - (f) the preliminary expenses of the Fund insofar as the same have not been written off, provided that such preliminary expenses may be written off directly from the capital of the Fund; and
  - (g) all other assets of every kind and nature, including prepaid expenses.

The value of such assets shall be determined as follows:

- (1) the value of any cash in 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 in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Fund may consider appropriate in that case to reflect the true value thereof;
  - (2) the value of securities and/or financial derivative instruments which are quoted or dealt in on any stock exchange is based on the last available price;
  - (3) the value of securities and/or financial derivative instruments dealt in on over-the-counter markets or on any other regulated market is based on the last available price;
  - (4) in the event that any of the securities held in the Fund's portfolios on the relevant day are not quoted or dealt in on any stock exchange, over-the-counter market or other regulated market or if, with respect to securities quoted or dealt in on any stock exchange or dealt in on any over-the-counter market or other regulated market, the price as determined pursuant to sub-paragraphs 2) or 3) is not representative of the fair market value of the relevant securities, the value of such securities will be determined based on the reasonably foreseeable sales price determined prudently and in good faith;
  - (5) the financial derivative instruments which are not listed on any official stock exchange or traded on any other organized market will be valued in a reliable and verifiable manner on a daily basis and in accordance with market practice;
  - (6) swaps are valued at their fair value based on the underlying securities (at close of business or intraday) as well as on the characteristics of the underlying commitments;
  - (7) units or shares in open-ended undertakings for collective investments shall be valued on the basis of their last net asset value, as reported by such undertakings;
  - (8) in circumstances where the interests of the Fund 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 Fund's assets, as further described in the sales documents of the Fund.
- (ii) The liabilities of the Fund shall be deemed to include:
    - (a) all loans, bills and accounts payable;

- (b) all accrued or payable administrative expenses (including investment management fees/management company fee (if any), custodian fees and agency fees);
  - (c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Fund where the Valuation Date falls on the record date for determination of the person entitled thereto or is subsequent thereto;
  - (d) an appropriate provision for future taxes based on net assets to the Valuation Date, as determined from time to time by the Fund, and contingent liabilities, if any, authorised and approved by the Board; and
  - (e) all other liabilities of the Fund of whatsoever kind and nature except liabilities represented by Shares in the Fund. In determining the amount of such liabilities, the Fund shall take into account all expenses payable by the Fund which shall comprise formation expenses, fees and expenses payable to its Directors, general managers (if any), management company (if so designated by the Directors), investment managers, accountants, custodian, domiciliary, registrar and transfer agents, any paying agents and subscription and redemption agents and permanent representatives in places of registration, any other agent employed by the Fund, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of prospectuses, key investor information documents, explanatory memoranda or registration statements, annual and semi-annual reports, stock exchange listing costs and the costs of obtaining or maintaining any registration with, or authorisation from, governmental or other competent authorities, taxes or governmental charges, and all other operating expenses, including the cost of buying and selling assets, the costs of holding Shareholder and Board meetings, interest, bank charges and brokerage, postage, telephone, fax and telex. The Fund may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance and may accrue the same in equal proportions over any such period.
- (iii) The Board shall establish a pool of assets for each Portfolio in the following manner:
- (a) the proceeds from the issue of each Portfolio shall be applied in the books of the Fund to the pool of assets established for that Portfolio, and the assets and liabilities and income and expenditure attributable thereto shall be applied to that pool subject to the provisions of the Articles of Incorporation;
  - (b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Fund to the same pool as the assets from which it was derived and on each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;
  - (c) where the Fund 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 shall be allocated to the relevant pool;
  - (d) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular pool, such asset or liability shall be allocated to all the pools *pro rata* to the Net Asset Values of the relevant Portfolio provided that:
    - the Board may reallocate any asset or liability previously allocated by them if in their opinion circumstances so require;
    - the Board may in the books of the Fund appropriate an asset from one pool of assets to another if for any reason (including, but not limited to, a creditor proceeding against certain assets of the Fund) a liability would, but for such appropriation, not have been borne wholly or partly in the manner determined by the Board under the Articles of Incorporation;
  - (e) upon the payment or the occurrence of the record date, if determined, for payment of dividends to the holders of any Portfolio, the Net Asset Value of such Portfolio shall be reduced by the amount of such dividends; and
  - (f) effect shall be given on any Valuation Date to any purchases or sales of securities contracted for by the Fund on such Valuation Date, to the extent practicable.
- (iv) For the purpose of paragraphs (ii) and (iii) and this paragraph (iv): (a) Shares in respect of which subscriptions have been accepted but payment has not yet been received shall be deemed to be existing; (b) Shares to be redeemed shall be treated as existing and taken into account until immediately after the close of business on the relevant Valuation Date, and from such time and until paid the price shall be deemed to be a liability of the Fund; (c) all investments, cash balances and other assets of the Fund not expressed in the currency in which the Net Asset Value of the relevant Portfolio or Class (as applicable) is denominated, shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the Net Asset Value of such Shares.

## SWING PRICING

Under certain circumstances (for example, large volumes of deals), investment and/or disinvestment costs may have an adverse effect on the Shareholders' interests in a Portfolio. In order to prevent this effect, called "dilution", the Board may determine that a "swing pricing" methodology applies so as to allow for the Net Asset Value per Share to be adjusted upwards or downwards by dealing and other costs and fiscal charges which would be payable on the effective acquisition or disposal of assets in the relevant Portfolio if the net capital activity exceeds, as a consequence of the aggregate transactions in that Portfolio on a given Valuation Date, a threshold (the "Threshold") set by the Board from time to time.

### Description of the swing pricing methodology:

If the net capital activity on a given Valuation Date leads to a net inflow of assets in excess of the Threshold in the relevant Portfolio, the Net Asset Value used to process all subscriptions, redemptions or conversions in that Portfolio is adjusted upwards by the swing factor set by the Board from time to time.

If the net capital activity on a given Valuation Date leads to a net outflow of assets in excess of the Threshold in the relevant Portfolio, the Net Asset Value used to process all subscriptions, redemptions or conversions in that Portfolio is adjusted downwards by the swing factor set by the Board from time to time.

In any case, the swing factor shall not exceed 2 per cent of the Net Asset Value per Share of the relevant Portfolio. Further, for the purpose of calculating the expenses of a Portfolio which are based on the Net Asset Value of the relevant Portfolio (including any applicable performance fee), the Administrative Agent will continue to use the un-swing Net Asset Value.

Information regarding the Net Asset Value per Share, the issue price and the redemption price will be available at the registered offices of the Fund and F&C Management Limited and will be published regularly as more fully described in Appendix "Portfolios of the Fund".

## N. TEMPORARY SUSPENSION OF ISSUES AND REDEMPTIONS

The Fund may suspend the calculation of the Net Asset Value and the right of any Shareholder to request redemption of any Share in any Portfolio or Class of the Fund and the issue of Shares in any Portfolio or Class of the Fund (a) during any period when any of the principal stock exchanges or regulated markets on which any substantial portion of the investments of the Fund attributable to the relevant Portfolio or Class from time to time are quoted or dealt in is closed other than for ordinary holidays, or during which dealings therein are restricted or suspended; or (b) during the existence of any state of affairs which constitutes an emergency as a result of which disposals or valuation of assets owned by the Fund attributable to such Portfolio or Class (if applicable) would be impracticable; or (c) during any breakdown or restriction in the means of computation or communication normally employed in determining the price or value of the Fund, any of the investments or the current price or values on any stock exchange or regulated market; or (d) during any period when the Fund is unable to repatriate funds for the purpose of making 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, be effected at normal rates of exchange; or (e) in the event of the publication (i) of the convening notice to a general meeting of shareholders at which a resolution to wind up the Fund or a Portfolio is to be proposed, or of the decision of the Board to wind up one or more Portfolios, or (ii) to the extent that such a suspension is justified for the protection of the Shareholders, of the notice of the general meeting of Shareholders at which the merger of the Fund or a Portfolio is to be proposed, or of the decision of the Board to merge one or more Portfolios; or (f) where the Master UCITS of a Portfolio qualifying as Feeder UCITS or a Target Portfolio of an Investing Portfolio temporarily suspends the repurchase, redemption or subscription of its units, whether at its own initiative or at the request of its competent authorities. Notice of any such suspension will be given to any Shareholder applying for subscription or tendering his Shares for redemption and may, in cases where the Board deems it appropriate, be published on [www.bmogam.com](http://www.bmogam.com), on [www.fundinfo.com](http://www.fundinfo.com) (for those Portfolios authorised for public distribution in and from Switzerland) and in such newspapers or on such websites as the Board may consider appropriate to inform Shareholders. Shareholders will be promptly notified upon the termination of such suspension.

## O. MISCELLANEOUS

A United Kingdom investor who enters into an investment agreement to acquire Shares in the Fund in response to this Prospectus will not have the right to cancel the agreement under the cancellation rules made by the Financial Conduct Authority in the United Kingdom. The agreement will be binding upon acceptance of the order by, or on behalf of, the Fund.

Most or all of the protection afforded by the United Kingdom regulatory structure will not apply. The rights of Shareholders in the Fund may not be protected by the investors' compensation scheme established in the United Kingdom.

Any investor wishing to obtain additional information or make a complaint regarding any aspect of the Fund or its operations may do so directly to the Fund c/o State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg or to F&C Management Limited, at 8<sup>th</sup> Floor, Exchange House, Primrose Street, London EC2A 2NY, for onward transmission to the Fund.

Pursuant to the Luxembourg laws and regulations and according to the circulars issued from time to time by the Luxembourg supervisory authority, professional obligations have been outlined to prevent the use of undertakings for collective investment for money laundering purposes. As a result, the identity of subscribers (a certified copy of the passport or identification card in the case of an individual, and, for subscribers who are corporate or legal entities, an extract from the register of companies or other official documentation) and/or the status of financial intermediaries (a recent original extract of the trade register and, where applicable or if requested, a certified copy of the business authorisation delivered by the competent local authorities) shall be disclosed to State Street Bank Luxembourg S.C.A. Such information shall be collected for compliance reasons only and shall be covered by professional secrecy incumbent on State Street Bank Luxembourg S.C.A. and its appointed agents in Luxembourg and banking secrecy. In accordance with the relevant regulations, the Fund is required to verify potential Shareholders' identity before the processing of the application for Shares can be completed. The absence of suitable information may result in the delayed purchase or the forced sale of Shares and/or the withholding of sales proceeds. If additional information is needed the potential Shareholder will be contacted in writing as soon as possible after the receipt of the application for Shares.

## P. RISK FACTORS

**These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in the Fund. To each Portfolio or Class may be linked additional specific risk factors, which are more fully described in Appendix "Portfolios of the Fund".**

### MARKET RISK

The investments of each Portfolio or Class (if applicable) are subject to normal market fluctuations and other risks inherent in investing in securities and there can be no assurance that capital appreciation or distribution payments will occur. Past performance is not indicative of future performance. The value of investments and income from them, and therefore the value of the Shares of each Portfolio or Class, can and do go down as well as up and an investor may not get back the amount he invests. An investor who realises his investment in the Fund particularly after a short period may not realise the amount originally invested in view of the initial charges made on the issue of Shares. There can be no assurance that a Portfolio will achieve its investment objective or that an investor will achieve profits or avoid losses, significant or otherwise. Investors should note that a Portfolio may not make distributions to investors.

### MANAGEMENT RISK

The Investment Managers' strategies, the implementation of which is subject to a number of constraints, may not produce the intended results. In addition, the Investment Managers have absolute discretion to exercise shareholders' rights with respect to securities comprising the Portfolio. There can be no guarantee that the exercise of such discretion will result in the investment objective of the Portfolio being achieved.

### CONCENTRATION

A Portfolio that is concentrated in a single stock, group of stocks, industry or group of industries may be more susceptible to any single economic, market, political or regulatory occurrence.

### FOREIGN EXCHANGE RISK

Changes in exchange rates between currencies may also cause the value of the investment to diminish or increase. The net asset value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

In general, foreign exchange rates can be extremely volatile and difficult to predict. Foreign exchange rates may be influenced by, among other factors: changing supply and demand for a particular currency; trade, fiscal and monetary policies of governments (including exchange control programmes, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries); political events; changes in balances of payments and trade; domestic and foreign rates of inflation; domestic and foreign rates of interest; international trade restrictions; and currency devaluations and revaluations. In addition, governments from time to time intervene, directly and by regulation, in the currency markets to influence prices directly. Variance in the degree of volatility of the market from the relevant Investment Manager's expectations may produce significant losses to a Portfolio, particularly in the case of transactions entered into pursuant to non-directional strategies.

## **COUNTERPARTY RISK**

Institutions, such as brokerage firms, banks, and broker-dealers, may enter into transactions with a Portfolio in relation to the sale and purchase of assets or securities. Bankruptcy, fraud, regulatory sanction or a refusal to complete a transaction at one of these institutions could significantly impair the operational capabilities or the capital position of the Fund or a particular Portfolio. The Manager will use reasonable efforts to mitigate such risks. There can be no guarantee that transactions between such counterparties will always be completed in the manner contemplated by, and favourable to, the Fund or a Portfolio. Furthermore, the Fund is permitted, under certain conditions, to borrow for the account of any Portfolio. Borrowings may be secured by the assets of the Fund that are pledged to counterparties as collateral.

## **COUNTERPARTY RISK OF AN EXCHANGE OR CLEARING HOUSE**

If any exchange or a clearing house becomes bankrupt or insolvent, the Fund could experience a loss of funds deposited through its broker as a margin with the exchange or clearing house, a loss of any profits on its open positions on the exchange, and the loss of unrealised profits on its closed positions on the exchange.

## **COUNTERPARTY RISK OF THE CUSTODIAN**

A Portfolio will be exposed to the credit risk of any sub-custodian or any depositary used by the custodian where cash is held by the custodian or other depositories. In the event of the insolvency of the sub-custodian or other depositories, the Portfolio will be treated as a general creditor of the sub-custodian or other depositories in relation to cash holdings of the Portfolio. The Portfolio's assets are however maintained by the custodian or other depositories in segregated accounts and would be protected in the event of insolvency of the custodian.

## **REVERSE REPURCHASE AGREEMENTS AND SALE WITH RIGHT OF REPURCHASE TRANSACTIONS IN WHICH THE FUND ACTS AS PURCHASER**

In the event of the failure of the counterparty with which cash has been placed, there is the risk that the value of the collateral received may be less than the cash placed out which may be due to factors including 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. Locking cash in transactions of significant size or duration, delays in recovering cash placed out, or difficulty in realising collateral may restrict the ability of the Portfolio to meet redemption requests or fund security purchases. As a Portfolio may reinvest any cash collateral received from sellers, there is a risk that the value on return of the reinvested cash collateral may decline below the amount owed to those sellers.

## **REPURCHASE AGREEMENTS AND SALE WITH RIGHT OF REPURCHASE TRANSACTIONS IN WHICH THE FUND ACTS AS SELLER**

In the event of the failure of the counterparty with which collateral has been placed, there is the risk that the value of the collateral placed with the counterparty is higher than the cash originally received, which may be due to factors including that the value of the collateral placed usually exceeds the cash received, market appreciation of the value of the collateral, or an improvement in the credit rating of the issuer of the collateral. Locking investment positions in transactions of excessive size or duration, or delays in recovering collateral placed out, may restrict the ability of the Portfolio to meet delivery obligations under security sales or payment obligations arising from redemptions requests. As a Portfolio may reinvest the cash received from purchasers, there is a risk that the value on return of the reinvested cash may decline below the amount owed to those purchasers.

## **SECURITIES LENDING**

Securities lending involves counterparty risk, including the risk that the loaned securities may not be returned or returned in a timely manner if the borrower defaults, and that the rights to the collateral are lost if the lending agent defaults. Should the borrower of securities fail to return securities lent by a Portfolio, 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 Portfolio 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 Portfolio to meet delivery obligations under security sales or payment obligations arising from redemption requests.

## **LEGAL AND REGULATORY RISK**

Each Portfolio must comply with regulatory constraints or changes in the laws affecting it or its investment restrictions, which might require a change in the investment policy and objectives followed by a Portfolio. Furthermore, such changes in the laws may have an impact on the market sentiment which may in turn affect the performance of a Portfolio. It is impossible to predict whether such an impact caused by any change of law will be positive or negative for any Portfolio. In the worst case scenario, a Shareholder may lose all its investments in the Portfolio.

## EMERGING MARKETS

The attention of the investor is drawn to the fact that investments in emerging markets may entail higher risk. There follows an overview of the general risks entailed by investments in the emerging markets:

- the emerging markets are at an early stage of development and suffer from increased risk of expropriation, nationalisation and social, political and economic insecurity.
- Counterfeit securities – with the weakness in supervisory structures, it is possible for securities purchased by a Portfolio to be counterfeited. Hence it is possible to suffer losses.
- Liquidity difficulties – the buying and selling of securities can be costlier, lengthier and in general more difficult than is the case in the more developed markets. Difficulties with liquidity can also increase price volatility. Many emerging markets are small, have low trading volumes and suffer from low liquidity and high price volatility.
- Currency fluctuations – the currencies of countries in which a Portfolio invests, compared with the accounting currency of that Portfolio, can undergo substantial fluctuations once the Portfolio has invested in these currencies. Such fluctuations may have a significant effect on the Portfolio's income. It is not possible to apply currency risk hedging techniques to all currencies in emerging market countries.
- Currency export restrictions – it cannot be excluded that emerging markets limit or temporarily suspend the export of currencies. Consequently, it is not possible for a Portfolio to draw any sales proceeds without delays. To minimise the possible impact on redemption applications, Portfolios will invest in a large number of markets.
- Settlement and custody risks – the settlement and custody systems in emerging markets countries are not as well developed as those in developed markets. Standards are not as high and the supervisory authorities do not have the same amount of experience. Consequently, it is possible for settlement to take place late, which may pose disadvantages for liquidity and securities.
- Restrictions on buying and selling – in some cases, emerging markets can place restrictions on the buying of securities by foreign investors. Some equities are thus not available to a Portfolio because the maximum number allowed to be held by foreign Shareholders has been exceeded. As well as this, the participation of foreign investors in the net income, capital and distributions may be subject to restrictions or government approval. Emerging markets may also limit the sale of securities by foreign investors. Should a Portfolio be barred due to such a restriction from selling its securities in an emerging market, it will try to obtain an exceptional approval from the authorities responsible or to counter the negative impact of this restriction through its investments in other markets. A Portfolio will only invest in markets in which the restrictions are acceptable. However, it is not possible to prevent additional restrictions from being imposed.
- Accounting – the accounting, auditing and reporting standards, methods, practices and disclosures required by companies in emerging markets differ from those in developed markets in respect of content, quality and the deadlines for providing information to investors. It may thus be difficult to correctly evaluate the investment options.
- The investment by the relevant Investment Manager on behalf of certain Portfolios, in certain markets may be dependent on the registration of the relevant Investment Manager or the Fund with the relevant regulatory authority. There is no assurance that registration will be granted. Until such registration is obtained investment may only be made in international issues of companies situated in such emerging markets listed on a recognised stock exchange or in collective investment schemes investing in such markets.

For the reasons mentioned, Portfolios that invest in emerging markets are especially suitable for investors who are aware of the risks.

## RISKS CONNECTED WITH THE USE OF FINANCIAL DERIVATIVE INSTRUMENTS

Certain Portfolios may engage in transactions in financial derivative instruments whether these transactions are for investment purposes or for the purposes of the efficient portfolio management of specific Portfolios. The term "efficient portfolio management" refers to transactions that are entered into with the aim of reducing risk, reducing cost or generating additional capital for the Portfolio in question with an appropriate level of risk, taking into account the risk profile of the Portfolio concerned.

Derivative financial instruments are not in themselves investment instruments but rights whose valuation mainly derives from the price and the price fluctuations and expectations of an underlying instrument. Investments in derivatives are subject to the general market risk, management risk, credit and liquidity risk. Depending on the specific characteristics of derivative financial instruments, however, the aforementioned risks may be of a different kind and occasionally turn out to be higher than the risks with an investment in the underlying instruments. The risk of default in the case of derivatives traded on an exchange is generally lower than the risk associated with derivatives that are traded over-the-counter on the open market such as stock options, index options, options on variance, total return swaps, correlation swaps and dispersion swaps, because of the clearing agents, which assume the function of issuer or counterparty in relation to each derivative traded on an exchange. In the case of derivatives traded over-the-counter on the open market, there is no comparable clearing agent guarantee and in assessing the potential risk of default, the Fund must take account of the creditworthiness of each counterparty. There are also liquidity risks since it may be difficult to buy or sell certain instruments. Additional risks connected with the employment of derivatives lie in the incorrect determination of prices or valuation of derivatives. There is also the possibility that derivatives do not completely correlate with their underlying assets, interest rates or indices. Inappropriate valuations can result in higher demands for cash by counterparties or in a loss of value for the Portfolio concerned. There is not always a direct or parallel relationship between a derivative and the value of the assets, interest rates

or indices from which it is derived. For these reasons, the use of derivatives by a Portfolio is not always an effective means of attaining the Portfolio's investment objective and can at times even have the opposite effect.

With respect to investments made (if any) in warrants, investors should be aware of the greater volatility of warrant prices and that this can lead to greater volatility of the prices of the Shares.

## **STRUCTURED PRODUCT RISKS**

Certain Portfolios may invest in structured products such as equity-linked notes, credit-linked notes, participation notes or certificates issued by investment banks. Investments in structured products expose the investor to risks of default/insolvency of the issuers. Investors in Portfolios which invest in structured products may lose all their investments. There follows an overview of the general risks entailed by investments in such kinds of structured products:

- Changes in the market price of the underlyings may not lead to corresponding changes in the market value of the structured products – Investing in a structured product is not the same as investing directly in the underlyings of the structured products (which are usually shares of companies). Increases in the price of the underlyings may not lead to an increase in the market value of the structured products of the same magnitude or even any increase at all. In addition, the market value of a structured product may be affected by other factors not directly related to the prices of the underlyings, such as market interest rate movements, the market's view of the product issuer's credit quality and the availability of potential buyers in the market.

- The unwinding of hedging arrangements relating to the structured product could itself affect the prices of the underlyings - The issuer of a structured product may enter into hedging transactions in the market in order to enable them to receive coupon payments and redemption amount, equal to those due to an investor of such product. These transactions would typically involve contracts for the purchase and/or sale of underlyings – in the case of equity-linked notes shares forming the underlyings – and the establishment of long and/or short positions in those shares which may be constantly adjusted. The unwinding or adjustment of those positions shortly before or on a coupon calculation date under the structured product may itself affect the trading prices of the shares on the relevant coupon calculation date, particularly if there is otherwise low trading volume in those shares at that time. It is possible that this activity could reduce the return of the companies in respect of the relevant coupon calculation date, resulting in a lower coupon.

- The trading price of structured products may fluctuate.

- The trading price of structured products will fluctuate depending on factors such as market interest rate movements, financial condition of the issuer and results from operations, the market's view of the issuer's credit quality, and the market for similar securities. Also, the price could be affected if there are only very few potential buyers in the market. If a Portfolio tries to sell a structured product before maturity, the Portfolio may receive an offer which is less than the amount the Portfolio invested or the Portfolio may not be able to sell the structured product.

## **FOREIGN ACCOUNT TAX COMPLIANCE ACT**

The Foreign Account Tax Compliance Act ("FATCA"), a portion of the 2010 Hiring Incentives to Restore Employment Act, became law in the United States in 2010. It requires financial institutions outside the US ("foreign financial institutions" or "FFI"s) to pass information about "Financial Accounts" held by "Specified US Persons", directly or indirectly, to the US tax authorities, the Internal Revenue Service ("IRS") on an annual basis

Under FATCA, the Fund (or each Portfolio) will be subject to U.S. federal withholding taxes (at a 30 per cent rate) on payments of certain amounts made to such entity after 30<sup>th</sup> June 2014 ("Withholdable Payments"), unless it complies (or is deemed compliant) with extensive reporting and withholding requirements. Withholdable Payments generally will include interest (including original issue discount), dividends, rents, annuities, and other fixed or determinable annual or periodical gains, profits or income, if such payments are derived from U.S. sources, as well as gross proceeds from dispositions of securities that could produce U.S. source interest or dividends. Income which is effectively connected with the conduct of a U.S. trade or business is not, however, included in this definition.

On 28<sup>th</sup> March 2014, the Grand Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement ("IGA") with the United States of America and a memorandum of understanding in respect thereof. The Fund (or each Portfolio) would hence have to comply with such Luxembourg IGA as implemented into Luxembourg law by the Law of 24<sup>th</sup> July 2015 relating to FATCA (the "FATCA Law") in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Fund (or each Portfolio) may be required to collect information aiming to identify its direct and indirect shareholders that are Specified US Persons for FATCA purposes ("FATCA reportable accounts"). Any such information on FATCA reportable accounts provided to the Fund (or each Portfolio) will be shared with the Luxembourg tax authorities which will exchange that information on an automatic basis with the Government of the United States of America pursuant to Article 28 of the convention between the Government of the United States of America and the Government of the Grand Duchy of Luxembourg for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes in Income and Capital, entered into in Luxembourg on 3<sup>rd</sup> April 1996. In certain circumstances provided by the FATCA Law and the

Luxembourg IGA, the Fund may also have to divulge to the immediate payer of withholdable payment information it requires to comply with its own withholding and reporting obligations.

Although the Fund (or each Portfolio) will attempt to satisfy any obligations as necessary to avoid any FATCA withholding tax, there can be no assurance that the Fund (or each Portfolio) will be able to satisfy these obligations. If the Fund (or a Portfolio) becomes subject to withholding tax as a result of the FATCA regime, the value of the Shares held by its Shareholders may suffer material losses.

The Fund (or each Portfolio) will continually assess the extent of the requirements that FATCA and notably the FATCA Law place upon it.

To ensure the Fund's (or Portfolio's) compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Fund may:

- a. request information or documentation, including W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of a shareholder's FATCA registration with the IRS or a corresponding exemption, in order to ascertain such shareholder's FATCA status;
- b. report information concerning a Shareholder and his account holding in the Fund (or a Portfolio) to the Luxembourg tax authorities if such account is deemed a FATCA reportable account under the FATCA Law and the Luxembourg IGA;
- c. 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;
- d. deduct applicable US withholding taxes from certain payments made to a Shareholder by or on behalf of the Fund (or a Portfolio) in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
- e. divulge any such personal information to any immediate payor of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

The Fund shall communicate any information to the investor according to which (i) the Fund is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will only be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*); (iv) responding to FATCA-related questions is mandatory and accordingly the potential consequences in case of no response; and (v) the investor has a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

The Fund reserves the right to refuse any application for shares if the information provided by a potential investor does not satisfy the requirements under FATCA, the FATCA Law and the IGA.

Prospective Shareholders should consult their own advisers regarding the possible implications of FATCA on an investment in Shares.

## Q. GENERAL INFORMATION

- (1) State Street Bank Luxembourg S.C.A. acts as Custodian of the Fund's assets in accordance with the provisions of Luxembourg law. Under Luxembourg law, the Custodian shall, moreover:
  - (a) ensure that the sale, issue, repurchase and cancellation of Shares effected by or on behalf of the Fund are carried out in accordance with the law and the Articles of Incorporation of the Fund;
  - (b) ensure that in transactions involving the assets of the Fund the consideration is remitted to it within the usual time limits; and
  - (c) ensure that the income of the Fund is applied in accordance with its Articles of Incorporation.

The Management Company has appointed State Street Bank Luxembourg S.C.A. for the day to day administration of the Fund. In that respect it acts as Registrar, Transfer, Domiciliary, Paying and Administrative Agent, calculates the Net Asset Value of the Shares and maintains the accounts of the Fund. State Street Bank Luxembourg S.C.A. is a *société en commandite par actions* organised under the laws of the Grand Duchy of Luxembourg. It was incorporated in Luxembourg on 15<sup>th</sup> January 1990 and its registered office is at 49, avenue J.F. Kennedy, L-1855 Luxembourg.

- (2) The capital of the Fund is at all times equal to its total net assets. The minimum capital required by Luxembourg law is 1,250,000 Euro.
- (3) The duration of the Fund is indefinite and dissolution of the Fund is normally decided upon by an extraordinary Shareholders' meeting. If the capital of the Fund falls below two thirds of the minimum capital, the Board must submit the question of the dissolution of the Fund to a general meeting for which no quorum shall be prescribed and

at which decisions shall be taken by a simple majority of the Shares represented at the meeting. If the capital of the Fund falls below one quarter of the minimum capital, the Board must submit the question of the dissolution of the fund to a general meeting for which no quorum shall be prescribed and the dissolution may be resolved by Shareholders holding one quarter of the Shares represented at the meeting.

- (4) In the event of a dissolution of the Fund, liquidation shall be carried out by one or several liquidators appointed by the meeting of Shareholders effecting such dissolution and which shall determine their powers and their remuneration. The net proceeds of liquidation corresponding to each Portfolio or Class shall be distributed by the liquidators to the holders of Shares of each Portfolio or Class in proportion to their holding of Shares of such Portfolio or Class.

If the Fund should be voluntarily liquidated, its liquidation will be carried out in accordance with the provisions of the Law which specifies the steps to be taken to enable Shareholders to participate in the liquidation distribution(s) and in that connection provides for deposit in escrow at the *Caisse de Consignation* of any such amounts which have not promptly been claimed by any Shareholders upon the close of the liquidation. Amounts not claimed from escrow within the prescription period would be liable to be forfeited in accordance with the provisions of Luxembourg law.

- (5) Confirmations of shareholding will be issued. Shareholding will be recorded by registered book entry.
- (6) The Fund will bear all its expenses which shall comprise fees and expenses payable to its Directors, investment managers, accountants, custodian, registrar, transfer, domiciliary, paying or administrative agents, subscription and redemption agents and permanent representatives in places of registration, any other agent employed by the Fund, fees for legal and auditing services, promotional, printing, reporting and publishing expenses, including the cost of advertising or preparing and printing of the prospectuses, key investor information documents, explanatory memoranda, registration statements or annual and semi-annual reports, stock exchange listing costs and the costs of obtaining or maintaining any registration with or authorisation from governmental or other competent authorities, taxes or governmental charges and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Fund may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.
- (7) The expenses incurred in connection with the setting-up of the Fund were borne by the Fund, and amortised over a period of 5 years from the date on which they were incurred. If further Portfolios are created in the future, these Portfolios will bear, in principle, their own formation expenses.
- (8) The Fund is not engaged in any litigation and the Board is not aware of any claims, actual or threatened, against it.
- (9) No Shares or loan capital of the Fund have been or are agreed to be issued fully or partly paid up otherwise than in cash. No Shares in the Fund are under option or agreed conditionally or unconditionally to be put under option. Save as disclosed herein, no commissions have been or are proposed to be granted in connection with the issue of any Shares or loan capital of the Fund.
- (10) The principal object of the Fund is to carry on business as a collective investment company.
- (11) The Fund has not established a place of business in Great Britain and has no subsidiaries.
- (12) The following contracts (not being contracts in the ordinary course of business) have been entered into and are, or may be, material:
- (a) an agreement dated 30<sup>th</sup> December 2005 between the Management Company and the Fund under which the Fund has designated FundRock Management Company S.A. (formerly RBS (Luxembourg) S.A.) as Management Company of the Fund;
  - (b) an agreement between the Management Company, the Fund and F&C Management Limited dated 30<sup>th</sup> December 2005, which was amended and restated by an amendment and restatement agreement dated 25<sup>th</sup> February 2016, pursuant to which the latter is the main distributor of the Fund and the investment manager of all Portfolios except for F&C Plus Fund. This agreement may be terminated by either party on three months' written notice;
  - (c) an agreement between the Management Company, the Fund and F&C Portugal, Gestão de Patrimónios, S.A. dated 10<sup>th</sup> June 2009, which was amended and restated by an amendment and restatement agreement dated 25<sup>th</sup> February 2016, under which the latter was appointed investment manager of F&C Plus Fund. This agreement may be terminated by either party on three months' written notice;
  - (d) an agreement dated 5<sup>th</sup> March 2015 between the Fund, F&C Management Limited and F&C Netherlands B.V. pursuant to which the latter was appointed as sub-investment manager of F&C Global Convertible Bond. This agreement may be terminated by either party on sixty days' written notice;

- (e) an agreement between the Fund and State Street Bank Luxembourg S.C.A. dated 30<sup>th</sup> March 2012, whereby State Street Bank Luxembourg S.C.A. was appointed as the Custodian of the securities and other assets of the Fund. The agreement may be terminated by the Fund or by State Street Bank Luxembourg S.C.A. on giving 90 days' notice; and
- (f) an agreement between the Management Company, the Fund and State Street Bank Luxembourg S.C.A. dated 30<sup>th</sup> March 2012 pursuant to which State Street Bank Luxembourg S.C.A. acts as Registrar, Domiciliary and Paying Agent. This Agreement may be terminated upon 90 days' prior written notice by either party.

Any such contract may be amended by mutual consent of the parties thereto, the decision on behalf of the Fund being made by its Board.

- (13) Copies of the following documents may be obtained free of charge during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered office of the Fund, at 49, avenue J.F. Kennedy, L-1855 Luxembourg and at the offices of F&C Asset Management plc at Exchange House, Primrose Street, London EC2A 2NY, United Kingdom:
  - (a) the Articles of Incorporation of the Fund;
  - (b) the material contracts referred to above;
  - (c) the latest Prospectus of the Fund;
  - (d) the latest key investor information documents relating to the relevant Class;
  - (e) the latest annual and semi-annual reports of the Fund;
  - (f) copies of shareholder notices; and
  - (g) the risk management process of the Fund.
- (14) Investors are informed that the key investor information document for each Class is available on [www.bmogam.com/kiids/](http://www.bmogam.com/kiids/). Before subscribing to any Class and to the extent required by local laws and regulations each investor shall receive the key investor information document of the relevant Class. The key investor information document provides information in particular on historical performance, the synthetic risk and reward indicator and charges. Investors may download the key investor information document on the website mentioned above or obtain it in paper form or on any other durable medium agreed between F&C Management Limited or the intermediary and the investor.
- (15) The general meeting of Shareholders, deciding without quorum and with a simple majority of the votes cast, may reduce the capital of the Fund by cancellation of the Shares of such Portfolio or Class and refund to the holders of Shares cancelled in such a Portfolio or Class the full Net Asset Value of the Shares of such Portfolio or Class as at the date of cancellation.

Notwithstanding anything to the contrary in this Prospectus, any merger of a Portfolio with another Portfolio of the Fund or with another UCITS (whether subject to Luxembourg law or not) shall be decided by the Board unless the Board decides to submit the decision for the merger to the general meeting of Shareholders of the Portfolio concerned. In the latter case, no quorum is required for this general meeting and the decision for the merger is taken by a simple majority of the votes cast. In the case of a merger of a Portfolio where, as a result, the Fund ceases to exist, the merger shall, notwithstanding the foregoing, be decided by a general meeting of Shareholders resolving in accordance with the quorum and majority requirements for the amendment of the Articles of Incorporation.

In addition to the above, the Board may decide upon the cancellation of a Portfolio or Class, if at any time the Board determines upon reasonable grounds that:

- (i) the continued existence of any Portfolio or Class would contravene the securities or investment or similar laws or requirements or any governmental or regulatory authority in Luxembourg or any other country in or from which the Fund is established and managed or the Shares are marketed; or
- (ii) the continued existence of any Portfolio or Class would result in the Fund incurring any liability to taxation or suffering any other pecuniary disadvantage which it might not otherwise have incurred or suffered; or
- (iii) the continued existence of any Portfolio or Class would prevent or restrict the sale of the Shares in any such country as aforesaid; or
- (iv) in the event that a change in the economic or political situation relating to a Portfolio or Class so justifies; or

- (v) in the event that the total Net Asset Value of any Portfolio or Class is less than Euro 1,000,000 (or its equivalent).
- (16) Pursuant to the powers given to the Board to impose restrictions for the purpose of ensuring that Shares are not acquired or held by certain persons as referred to under section G "United States Securities Law" or by non-institutional investors where a Portfolio or Class is reserved to Institutional Investors as defined in Article 174 of the Law, the Fund may, where it appears to it that a person, who is precluded, is holding Shares, compulsorily redeem from that person all Shares held by him by serving a notice upon him in accordance with the provisions of the Articles of Incorporation.

The Articles of Incorporation also provide that if the Net Asset Value attributable to all Shares of any one Portfolio or Class is less than Euro 1,000,000 (or its equivalent) the Board may require and effect a redemption of all the Shares of that Portfolio or Class. In such a case, the registered Shareholders of the relevant Class will be informed of the Board's decision by giving appropriate prior notice at their registered address.

- (17)
  - (i) No contract or other transaction between the Fund and any other corporation or firm shall be affected or invalidated by the fact that any one or more of the Directors or officers of the Fund is interested in, or is a director, associate, officer or employee of, such other corporation or firm. Any Director or officer of the Fund who serves as a director, officer or employee of any corporation or firm with which the Fund shall contract or otherwise engage in business shall not, by reason of such affiliation, be prevented from considering and voting or acting upon any matters with respect to such contract or other business.
  - (ii) In the event that any Director or officer of the Fund may have any personal interest in any transaction of the Fund, that Director or officer shall make known to the Board such personal interest and shall not consider or vote on any such transaction, and the Director's or officer's interest therein shall be reported to the next succeeding meeting of Shareholders.
  - (iii) The term "personal interest", as used in the preceding sub-paragraph (ii), shall not include any relationship with or interest in any matter, position or transaction involving F&C Management Limited or any subsidiary thereof or such other corporation or entity as may from time to time be determined by the Board at its discretion.
  - (iv) The Fund may indemnify any Director or officer, and his heirs, executors and administrators, against any expenses reasonably incurred by him in connection with any action, suit or proceedings to which he may be a party by reason of his being or having been a Director or officer of the Fund or, at its request, of any other corporation of which the Fund is a shareholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Fund is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.
- (18) The latest price for each Portfolio or Class can be ascertained at the registered office of the Fund and at the offices of F&C Management Limited, Exchange House, Primrose Street, London EC2A 2NY (telephone +44(0)20 7628 8000).
- (19) Trading in the Shares on the Luxembourg Stock Exchange will be in accordance with the Rules and Regulations of the Luxembourg Stock Exchange and subject to the payment of normal brokerage fees. Fractions of registered Shares cannot be traded on the Luxembourg Stock Exchange.
- (20) F&C Management Limited is convinced that investors increasingly care about environmental, social and corporate governance issues. The Investment Manager has therefore developed a unique approach in the area of socially responsible investment through its Responsible Engagement Overlay service known as *reo*®.

*reo*® aims to encourage companies to behave more responsibly with regard to social, environmental and corporate issues, in ways that are consistent with shareholder values.

The objective of *reo*® is to encourage investee companies to enhance their business performance by adopting better corporate governance, social and environmental practices. *reo*® does not entail taking a view of acceptability of what investee companies do nor does it lead to exercising a significant influence over the management of such companies.

*reo*® is about using the Investment Manager's ability, as manager of the Fund's equity portfolio, to encourage investee companies, through a constructive dialogue, to behave more responsibly with regard to corporate governance, social and environmental practices. In the Investment Manager's view, *reo*® may contribute towards business success and therefore increase the value of the investee companies' shares and consequently the value of the Fund's investments.

The Board has authorised the Investment Manager to carry out **non-voting reo®** in the context of the Fund's equity investments. Non-voting reo®, will not permit the Investment Manager and the Fund to exercise a significant influence over the management of the investee companies.

- (21) The Investment Manager exercises the votes attached to the Fund's equity investments based on its Corporate Governance Operational Guidelines which are available from F&C Management Limited on request.
- (22) The Fund draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Fund, notably the right to participate in general meetings of Shareholders, if the investor is registered himself and in his own name in the Fund's register of Shareholders. In cases where an investor invests in the Fund through an intermediary investing into the Fund 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 Fund. Investors are advised to take advice on their rights.

## R. INVESTMENT RESTRICTIONS

The assets of the Fund will be invested so as to enable the Fund to qualify as a Part I fund for the purposes of the Law. Accordingly, the Fund will comply with Directive 2009/65/EC of 13<sup>th</sup> July 2009 as referred to in B "Regulatory Environment".

The Board shall, based upon the principle of spreading of risks, have power to determine the investment policy for the investments of the Fund in respect of each Portfolio subject to the following restrictions:

- I. (1) The Fund, for each Portfolio, may invest in:
  - a) transferable securities and money market instruments admitted to or dealt in on a regulated market; being a market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21<sup>st</sup> April 2004 on markets in financial instruments; transferable securities and money market instruments dealt in on any other market which is regulated, operates regularly and is recognised and open to the public and being located in any Member State of the EU or any other state in Eastern and Western Europe, Asia, Africa, Australia, North and South America and Oceania (hereafter referred to as an "Eligible 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 an Eligible Market and such admission is secured within one year of the issue;
  - c) units of UCITS and/or other undertakings for collective investment ("UCIs"), whether situated in an EU Member State or not, provided that:
    - such other UCIs have been authorised under the laws of any Member State of the EU or under the laws of countries which provide that they are subject to supervision considered by the Luxembourg supervisory authority to be equivalent to that laid down in EU law and that cooperation between authorities is sufficiently ensured,
    - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders 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 Directive 2009/65/EC,
    - 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 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 country which is an EU Member State or if the registered office of the credit institution is situated in a non-EU Member State provided that it is subject to prudential rules considered by the Luxembourg regulator as equivalent to those laid down in EU law;
  - e) financial derivative instruments, including equivalent cash-settled instruments, dealt in on an Eligible 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 Portfolio may invest according to its

investment objective;

- the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in restrictions III) a) (i), a) (ii), b), c) and d) provided however that when a Portfolio invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in restriction 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 restriction;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
- 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 Fund's initiative;

and/or

- f) money market instruments other than those dealt in on an Eligible Market and referred to under Article 41. h) of the Law, 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 the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong, or
  - issued by an undertaking any securities of which are dealt in on Eligible Markets, or
  - issued or guaranteed by a credit institution subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg regulator to be at least as stringent as those laid down by EU law, or
  - issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC, 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 Fund may invest a maximum of 10% of the net assets of any Portfolio in transferable securities or money market instruments other than those referred to under (1) above.

II. The Fund may hold ancillary liquid assets.

- III. a) (i) The Fund will invest no more than 10% of the net assets of any Portfolio in transferable securities or money market instruments issued by the same issuing body.
- (ii) The Fund may not invest more than 20% of the net assets of any Portfolio in deposits made with the same body.
- (iii) The risk exposure of a Portfolio 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. d) above or 5% of its net assets in other cases.
- b) Moreover, where the Fund holds on behalf of a Portfolio investments in transferable securities and money market instruments of issuing bodies which individually exceed 5% of the net assets of such Portfolio, the total of all such investments must not account for more than 40% of the total net assets of such Portfolio.

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 Fund may not combine for each Portfolio, where this would lead to investing more than 20% of its net assets in a single body, any of the following:

- investments in transferable securities or money market instruments issued by that body,
- deposits made with that body, or
- exposures arising from OTC derivative transactions undertaken with that body.

- 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 another eligible state 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 Portfolio 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 Portfolio.

- 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 sub-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 Portfolio'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 Fund may cumulatively invest up to 20% of the net assets of a Portfolio in transferable securities and money market instruments within the same group.

- f) **Notwithstanding the above provisions, the Fund is authorised to invest up to 100% of the net assets of any Portfolio, 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 another state accepted by the Luxembourg supervisory authority (being at the date of this Prospectus OECD member states, Brazil, Singapore, Russia, Indonesia, South Africa) or by public international bodies of which one or more Member States of the EU are members, provided that the Portfolio holds 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 Portfolio.**

- 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 Portfolio is to replicate the composition of a certain stock or bond index which 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 Portfolio'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 Fund may not acquire shares carrying voting rights which should enable it to exercise significant influence over the management of an issuing body.

- b) The 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;
  - 25% of the units of the same UCITS or other UCI within the meaning of Article 2 (2) of the Law;
  - 10% of the money market instruments of the same issuer.

The limits under the second, third and fourth 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.

- c) 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 (hereinafter referred to as an "Eligible State"), or issued by public international bodies of which one or more Member States of the EU are members.

The provisions of this paragraph V. are also waived as regards shares held by the Fund 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 Fund 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), c) and d).

- VI. a) Except if otherwise provided for in the investment policy of a Portfolio, the Fund may not invest more than 10% of the net assets of a Portfolio in units or shares of UCITS and/or other UCIs referred to in paragraph I) (1) c) hereabove.
- b) When a Portfolio is authorised to invest more than 10% of its net assets in units or shares of UCITS and/or other UCIs, the relevant Portfolio shall in addition to restrictions c) d) and e) hereafter, comply with the following investment restrictions:
- Investments in other UCIs may not exceed, in aggregate, 30% of the net assets of a Portfolio;
  - The Portfolio may not invest more than 20% of its net assets in shares or units of the same UCITS or other UCI. To the extent that a UCITS or other UCI is composed of several compartments and provided that the principle of segregation of commitments of the different compartments is ensured in relation to third parties, each compartment shall be considered as a separate entity for the application of this 20% limit.
- c) The underlying investments held by the UCITS or other UCIs in which the Fund invests do not have to be considered for the purpose of the investment restrictions set forth under III. above.
- d) When the Fund invests in the units of UCITS and/or other UCIs linked to the Fund by common management or control, no subscription or redemption fees may be charged to the Fund on account of its investment in the units of such other UCITS and/or UCIs.

Neither the Management Company nor the Investment Manager may obtain a rebate of any fees or charges levied by other UCITS and/or UCIs (or their management companies) in which the Fund has investments.

If the Fund's Management Company or Investment Manager acquires for the Fund units or shares of other securities funds or other investment funds that are managed directly or indirectly by the Fund's Management Company or Investment Manager, itself or a company with which it is linked by way of common management or control or by way of a direct or indirect stake of more than 10% of the capital or votes (a "Related Fund"), no management fee or only a reduced all-in management fee of 0.25% may be charged to the Fund's assets in respect of such investments. Moreover, the Fund's Management Company and the Investment Manager may not charge to the Fund any issuing or redemption commissions that may be otherwise due to such a Related Fund.

If the Fund's Management Company or Investment Manager invests in units of a Related Fund pursuant to the above paragraph which has a lower actual (all-in) management fee as mentioned before, the fund management company may – instead of charging the aforementioned reduced all-in management fee on the assets invested in this target fund – charge the difference between the actual all-in management fee of the investing fund and the actual (all-in) management fee of the Related Fund.

The Fund will indicate in its annual report the total management fees charged both to the relevant Portfolio and to the UCITS and other UCIs in which that Portfolio has invested during the relevant period.

- e) The Fund may acquire no more than 25% of the units 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 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 issued by the UCITS or other UCI concerned, all compartments combined.
- VII. a) The Fund may not borrow for the account of any Portfolio amounts in excess of 10% of the net assets of that Portfolio, any such borrowings to be from banks and to be effected only on a temporary basis, provided that the Fund may acquire foreign currencies by means of back to back loans.
- b) The Fund may not grant loans to or act as guarantor on behalf of third parties.
- This restriction shall not prevent the Fund from acquiring transferable securities, money market instruments or other financial instruments referred to in I. (1) c), e) and f) which are not fully paid.
- c) The Fund may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments.
- d) The Fund may only acquire movable or immovable property which is essential for the direct pursuit of its business.
- e) The Fund may not acquire either precious metals or certificates representing them.
- VIII. a) The Fund need not comply with the limits laid down in this chapter 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 Portfolios 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 Fund 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 that 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.

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

A Feeder UCITS shall invest at least 85 per cent of its assets in the units of another Master UCITS. A Feeder UCITS may hold up to 15 per cent of its assets in one or more of the following:

- ancillary liquid assets in accordance with in section R "Investment Restrictions" point II.;
- financial derivative instruments, which may be used only for hedging purposes;

For the purposes of compliance with Article 42 (3) of the Law, the Feeder UCITS shall calculate its global exposure related to financial derivative instruments by combining its own direct exposure under the second indent with either:

- a) the Master UCITS actual exposure to financial derivative instruments in proportion to the Feeder UCITS investment into the Master UCITS; or
- b) the Master UCITS potential maximum global exposure to financial derivative instruments provided for in the Master UCITS management regulations or instruments of incorporation in proportion to the Feeder UCITS investment into the Master UCITS.

Unless otherwise provided in the Appendix relating to a Portfolio, option a) is used to calculate the global exposure of a Portfolio qualifying as a Feeder UCITS.

If a Master UCITS is liquidated, the Feeder UCITS should also be liquidated, unless the CSSF approves (i) a new Master UCITS or (ii) a change of investment policy of the Feeder UCITS.

If a Master UCITS merges with another UCITS or is divided into two or more UCITS, the Feeder UCITS should be liquidated, unless the CSSF approves (i) that the Feeder UCITS may continue to be a feeder UCITS of a Master UCITS resulting from such a merger or division, (ii) that the Feeder UCITS may become a feeder UCITS of a new Master UCITS or (iii) that the investment policy of the Feeder UCITS may be amended.

X. A Portfolio (the "Investing Portfolio") may subscribe, acquire and/or hold securities to be issued or issued by one or more other Portfolios of the Fund (each, a "Target Portfolio") provided that:

- the Target Portfolio does not, in turn, invest in the Investing Portfolio invested in the Target Portfolio; and
- no more than 10 per cent of the assets of the Target Portfolio whose acquisition is contemplated may, according to its investment policy, be invested in units of other UCITS or other UCIs; and
- the Investing Portfolio may not invest more than 20 per cent of its net assets in Shares of a single Target Portfolio; and
- voting rights, if any, attaching to the Shares of the Target Portfolio are suspended for as long as they are held by the Investing Portfolio concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- for as long as the Shares are held by the Investing Portfolio, their value will not be taken into consideration for the calculation of the net assets of the Fund for the purpose of verifying the minimum threshold of the net assets imposed by the Law.

#### XI. **Financial Derivative Instruments**

The Fund may in respect of each Portfolio employ a number of strategies that use financial derivative instruments. Such financial derivative instruments include but are not limited to financial futures contracts, options (both writing and purchasing, forward contracts (including foreign exchange contracts), swaps (including total return swaps, foreign exchange swaps, commodity index swaps, interest rate swaps, credit default swaps and swaps on baskets of equities) and contracts for difference. The assets or indices underlying such instruments shall always be in line with the Law and may consist of any one or more of the following: transferable securities, money market instruments, other collective investment schemes, financial indices, interest and foreign exchange rates and currencies. Unless otherwise specified in the investment policy of a Portfolio, each Portfolio may use the following financial derivative instruments, only for the purpose of efficient portfolio management and for hedging purposes. If a Portfolio intends to make use of financial derivative instruments on a regular basis to meet investment goals, the

investment policy of the relevant Portfolio will comprise detailed information on the use of these financial derivative instruments.

Further detail on the types of strategies that may be used is set out below.

The use of derivatives and other financial techniques and instruments may not cause the Fund to stray away from the investment objectives set out in the Appendix "Portfolios of the Fund".

The exposure to financial derivatives 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 sub-paragraphs.

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 XI.

When a Portfolio invests in a total return swap or other financial derivative instrument with similar characteristics, information on the underlying assets and investment strategies to which exposure will be gained as well as on the relevant counterparties are described in the relevant Portfolio's investment objective and policy set out in the Appendix "Portfolios of the Fund".

When a Portfolio invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in restrictions III. a) to e) above. The rebalancing frequency of the underlying index of such financial derivative instruments is determined by the index provider and there is no cost to the Portfolio when the index itself rebalances.

Both basic forms of derivatives and exotic derivatives may be used, as described in more detail below, provided the underlying securities are permitted as investments under section R "Investment Restrictions". The derivative transactions may be concluded either on a stock exchange or another regulated market open to the public, or in OTC (over-the-counter) trading. In addition to market risks, derivatives are also subject to counterparty risk, i.e. the risk that the party to the contract may not be able to meet its obligations and may thus cause a financial loss.

#### **OTC Counterparties**

In the case of OTC transactions, the counterparty or its guarantor shall have at least the following current credit rating from a rating agency recognised by the supervisory authority: for commitments of up to one year, the highest short term rating ("P1" or equivalent); for commitments of more than one year, a long-term rating of at least "A-", "A3" or equivalent. If the rating of a counterparty or guarantor falls below the required minimum rating, the positions that are still open are to be closed out within a reasonable period in such a way as to ensure that the interests of the investors are safeguarded.

All OTC trades are implemented with counterparties who are (i) approved by the relevant Investment Manager's counterparty selection process and (ii) with whom the relevant Portfolio has entered into an ISDA master agreement. No counterparty has discretion over the composition or management of a Portfolio's investment portfolio.

Subject to the foregoing provisions, the investment restrictions set forth hereafter and relating to the use of financial derivative instruments will not apply to those Portfolios applying a Value-at-Risk (VaR) approach to calculate their global exposure to financial derivative instruments. With the VaR process, the risks are measured daily with a 99th percentile confidence interval and a holding period of 20 trading days. The VaR is deemed to be the maximum amount that would be lost with a probability of 99% assuming a holding period for the portfolio of one month. According to this model, the amount is exceeded in 1% of cases. The Fund or its duly appointed agent shall conduct regular stress tests.

Portfolios calculating their global exposure to financial derivative instruments on a commitment basis must comply with the limits and restrictions specified hereafter when using financial derivative instruments.

#### **(a) Options on securities**

The Fund may write put options on securities provided it maintains, during the lifetime of such options, adequate liquid reserves in order to cover the full exercise prices payable in respect of the securities to be purchased upon exercise of such options.

The Fund may write call options on securities provided such options are covered by assets of the Portfolio concerned. In such an event the corresponding assets are to be maintained within that Portfolio until the exercise date of the options concerned, except if a sale thereof appears advisable in the context of decreasing markets, and provided the liquidity of the market is sufficient to ensure immediate cover of any open position. In this case the aggregate exercise price of all uncovered options shall not exceed 25 per cent of the net assets of the relevant Portfolio.

The Fund may acquire call and put options on securities provided that the aggregate acquisition prices (in terms of premiums paid) of all options on securities, and such options that are acquired for purposes other than hedging, shall not exceed 15 per cent of the net assets of the relevant Portfolio.

**(b) Futures and options on indices, interest rates and other financial instruments**

The Fund may enter into index futures or interest rate futures contracts or purchase or write options thereon, including:

- (i) the acquisition of put options or the writing of call options and the entering into futures sales contracts all for hedging purposes, provided the value of the underlying securities included in such futures sales contracts does not exceed, together with the underlying securities comprised in options on stock indices or on other financial instruments purchased and/or sold for the same purpose, the market value of the assets to be hedged; and
- (ii) the purchase and writing of options on stock indices and other financial instruments (including interest rate swaps with first class financial institutions) and the entering into futures sales and/ or purchase contracts for purposes other than hedging, provided the value of the underlying securities of such futures and options contracts do not exceed, together with the value of the underlying securities of all options on securities and on stock indices or on other financial instruments acquired for purposes other than hedging, the net assets of the Portfolio concerned.

The Fund may enter into the transactions referred to under (a) and (b) above only if these transactions concern contracts which are traded on a regulated market operating regularly, being recognised and open to the public. With respect to options referred to in the foregoing restrictions, the Fund may enter into OTC option transactions with first class financial institutions participating in this type of transaction.

**(c) Credit Default Swaps (CDS)**

The relevant Investment Manager may use CDS which are credit derivative instruments, to manage the credit risks linked to the bond portfolio and or, money market portfolio. It can on the one hand use exposure-reducing credit derivatives for hedging purposes (transfer of credit risks to a counterparty). On the other hand, it can also take on additional credit exposure by concluding transactions with the use of credit default swaps. If the relevant Investment Manager uses credit derivatives, the reference borrower must have outstanding equity or debt securities or rights that are traded on an exchange or a regulated market open to the public "Regulated Market".

**(d) Credit-Linked Notes (CLN)**

The Fund may invest in CLNs for the purpose of managing credit risk, provided such CLNs are issued by highly rated financial institutions and correspond at all times to the investment restrictions I.(1). CLNs must allow the transfer of the credit risk of an asset independently from the other risks associated and may not provide for physical delivery or transfer. In addition, the diversification rules set forth in these investment restrictions shall be met at the level of the issuer of the notes and at the level of the final debtor.

**(e) Currency hedging transactions**

The Fund may deal in forward exchange contracts and other financial derivative instruments described above to hedge against risks and provided that the transactions made in one currency in respect of one Portfolio may in principle not exceed the valuation of the aggregate assets of such Portfolio 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; and

In order to hedge foreign exchange risks the Fund may have outstanding commitments in currency futures and/or hold currency options provided such futures and options are dealt in on a regulated market, or enter into currency forward contracts or currency swaps with highly rated financial institutions.

In addition, the Fund may engage in the following currency hedging techniques:

- (i) hedging by proxy, i.e. a technique whereby a Portfolio effects a hedge of the reference currency of the Portfolio (or benchmark or currency exposure of the assets of the Portfolio) against exposure in one currency by instead selling (or purchasing) another currency closely related to it, provided however that these currencies are indeed likely to fluctuate in the same manner.
- (ii) cross-hedging, i.e. a technique whereby a Portfolio sells a currency to which it is exposed and purchases more of another currency to which the Portfolio may also be exposed, the level of the base currency being left unchanged, provided however that all such currencies are currencies of the countries which are at that time within the Portfolio's benchmark or investment policy and the technique is used as an efficient method to gain the desired currency and asset exposures.
- (iii) anticipatory hedging, i.e. a technique whereby the decision to take a position on a given currency and the decision to have some securities held in a Portfolio's portfolio denominated in that currency are separate, provided however that the currency which is bought in anticipation of a later purchase of underlying portfolio securities is a currency associated with those countries which are within the Portfolio's benchmark or investment policy.

## Share Class Hedging

Given that there is no segregation of liabilities between Share Classes, there may be a remote risk that, under certain circumstances, currency hedging transactions in relation to one Share Class could result in liabilities which might affect the Net Asset Value of the other Share Classes of the same Portfolio.

### (f) **Tactical asset allocation**

Futures, forwards, options, swaps (including credit default swaps) and contracts for difference may be used to gain or reduce a Portfolio's exposure to credit spreads or a particular security or market on a short or medium term basis, either in advance of a longer term allocation or reappraisal of the Portfolio's commitment to the asset or market in question, or purely on a temporary basis where it is more efficient to use derivatives for this purpose.

#### **Beta and interest rate duration management**

The relevant Investment Manager may use futures, forwards, options, swaps (including credit default swaps) and contracts for difference to increase or reduce the beta, interest rate duration or spread duration of all or a part of a Portfolio's investment portfolio to take account of changing levels of volatility in the market while at the same time maintaining exposure to the market.

By using derivatives in this way, the value of the Portfolio's investment portfolio may be made more or less responsive to general changes in market values than a corresponding portfolio that does not include derivatives. The relevant Investment Manager may use this ability to effectively leverage a Portfolio, subject to the requirements under section R "Investment Restrictions" to take advantage of conditions in relation to particular markets or securities which the relevant Investment Manager believes offer especially favourable prospects.

Alternatively, the relevant Investment Manager may de-leverage a Portfolio by taking short positions to protect the Portfolio against potentially adverse market conditions or to reduce exposure to securities or markets which the relevant Investment Manager's analysis suggests are overvalued and prone to being sold off, without having to resort to holding cash.

#### **Taking views on the pricing or likely direction of markets**

Each Portfolio benefits from unhedged positive movements in market prices and upwards revaluations of assets through the securities positions and long exposures in its portfolio. The relevant Investment Manager may also use futures, forwards, options, swaps and contracts for difference to increase a Portfolio's ability to benefit from long positions by employing leverage or to position a Portfolio to benefit from anticipated corrections in the overpricing of securities or of market risks or downwards movements in market prices by taking short or negative positions in relation to particular securities, markets or market factors.

#### **Cash management and efficient investing**

The relevant Investment Manager may also use futures, forwards, options, swaps (including credit default swaps) and contracts for difference as an alternative to acquiring the underlying or the related securities, alone or in conjunction with the securities, in any case where such investment may be accomplished in a more efficient or less costly way through the use of derivatives. Such instruments may also be used to maintain or reduce exposure to the market while managing the cashflows from subscriptions and redemptions into and out of each Fund more efficiently than by buying and selling transferable securities.

#### **Market concentrations**

Certain markets within the investment universe of the Portfolios may be highly concentrated due to the presence of a number of disproportionately highly capitalised issuers in those markets, with the result that a Portfolio may have difficulty in maintaining adequate exposure to that market by purchasing transferable securities without breaching its investment limits. The relevant Investment Manager may use index futures to maintain a desired level of exposure to such markets.

### **RISK MANAGEMENT PROCEDURES**

The Fund will employ a risk-management process which enables it to monitor and measure at any time the risk of the financial derivative instrument positions and their contribution to the overall risk profile of each Portfolio. The Fund will employ, if applicable, a process for accurate and independent assessment of the value of any OTC financial derivative instruments which is communicated to the Luxembourg regulator on a regular basis in accordance with the Law. The risk measurement and monitoring of the Portfolios will be carried out using a value at risk (VaR) or a commitment approach.

The Fund makes sure that for each Portfolio, the overall risk exposure does not exceed 210% of the total net value of the relevant Portfolio, as further described below in section XIII., Financial Instrument Leverage Limit.

Unless otherwise provided in Appendix "Portfolios of the Fund" for specific Portfolios, commitment approach is used to monitor and measure the global exposure of the Portfolios. A global exposure calculation using the VaR approach should consider all the positions of the relevant Portfolio.

Portfolios using the VaR approach are required to disclose their expected level of leverage which is stated in Appendix "Portfolios of the Fund". The expected level of leverage disclosed for each Portfolio is an indicative level and is not a regulatory limit. The Portfolio's actual level of leverage might significantly exceed the expected level from time to time. However, the use of financial derivative instruments will remain consistent with the Portfolio's investment objective and risk profile and comply with its VaR limit. In this context, leverage is a measure of the aggregate derivative usage and is calculated as the sum of the notional exposure of the financial derivative instruments used, without the use of netting arrangements. As the calculation neither takes into account whether a particular financial derivative instrument increases or decreases investment risk, nor takes into account the varying sensitivities of the notional exposure of the financial derivative instruments to market movements, this may not be representative of the level of investment risk within a Portfolio.

When calculating the "sum-of-notionals" leverage, no distinction is made between financial derivative instruments that are used for investment purposes and those that are used for hedging purposes. As a result, strategies that aim to reduce risk will also contribute to an increased level of this leverage for the relevant Portfolio. In addition, no netting of derivative positions is allowed. As a result, derivative roll-overs and strategies relying on a combination of synthetic long and short positions may contribute to a large increase of the level of this leverage, while no increase or only a moderate increase of the overall Portfolio risk would be caused by these strategies. In addition, neither derivative underlying assets' volatility nor distinction between short-dated and long-dated assets is taken into account under this approach.

The commitment approach measures the global exposure related solely to positions on financial derivative instruments under consideration of netting or hedging.

Each Portfolio's total commitment to financial derivative instruments, limited to 100% of the Portfolio's total net value, is quantified as the sum, as an absolute value, of the individual commitments, after consideration of the possible effects of netting and coverage.

Upon request of investors, the Board will provide supplementary information relating to the risk management procedures.

## **XII. Techniques and instruments relating to transferable securities and money marketing instruments**

To the maximum extent allowed by, and within the limits set forth in the laws and regulations applicable to the Fund, in particular the provisions of (i) Article 11 of the Grand Ducal Regulation of 8<sup>th</sup> February 2008 relating to certain definitions of the law of 20<sup>th</sup> December 2002 on undertakings for collective investment\* (the "Grand Ducal Regulation of 8<sup>th</sup> February 2008"), (ii) CSSF Circular 08/356 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 ("CSSF Circular 08/356") and (iii) CSSF Circular 14/592 relating to ESMA Guidelines on ETFs and other UCITS issues ("CSSF Circular 14/592") (as these pieces of regulations may be amended or replaced from time to time), the Fund may for the purpose of generating additional capital or income or for reducing costs or risks (A) enter, either as purchaser or seller, into optional as well as non-optional repurchase and reverse repurchase agreements and (B) engage in securities lending transactions.

### **Repurchase and reverse repurchase agreements**

The Fund may purchase or sell securities pursuant to repurchase or reverse repurchase agreements provided that the counterparty is a first class corporation or financial institution or a broker/dealer experienced in such transactions and is subject to prudential supervision rules considered by the CSSF as equivalent to those prescribed by EU law. During the term of a reverse repurchase agreement under which the Fund has bought securities and except where the counterparty is in default under its repurchase obligation, the Fund may not sell the securities which are the subject of the agreement either before the repurchase of the securities by the counterparty has been carried out or before the repurchase period has expired. The Fund will monitor its holdings of securities purchased under repurchase agreements to ensure that it is at all times able to meet its obligation to redeem Shares. No specific fees apply to repurchase or reverse repurchase transactions and transaction charges are applied at commercial market rates. The Fund will ensure that it is at any time able to recall the full amount of cash / any cash securities subject to a repurchase agreement or to terminate the reverse repurchase agreement / the repurchase agreement. The Fund's audited report shall provide further information in accordance with Luxembourg laws and regulations.

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\* The law of 20<sup>th</sup> December 2002 on undertakings for collective investment is repealed and replaced by the Law.

### **Securities lending**

The Fund has adopted an agency programme to mitigate the risks associated with securities lending. The Administrative Agent and tri-party collateral agents work in partnership together and the securities lending agent will immediately make the Administrative Agent aware of any failure of a borrower in providing a mark to market.

State Street Bank GmbH, London Branch as the securities lending agent receives a 15% fee for their services. The Investment Manager as the Fund's securities lending co-ordinator receives an administration fee of 10% to cover operational costs. There is no hidden revenue. As a result, the Fund receives 75% of the gross revenue generated from securities lending. It is the Investment Manager's policy to return all revenue to the Fund less direct and indirect operational costs. The Investment Manager is not related to the Fund's Management Company or the Custodian. The securities lending agent belongs to the same group of companies as the Custodian.

The Fund may lend its portfolio securities to specialised banks and credit institutions and other financial institutions of high standing and highly qualified registered brokers/dealers or through recognised clearing institutions such as Clearstream or Euroclear subject to complying with the provisions set forth in the CSSF Circular 08/356.

Loans will be secured continuously by eligible collateral authorised from time to time by the CSSF and described in section XIII. below. During the whole period of lending, collateral must be at least equal to the value of the global valuation of the securities lent. Each counterparty will possess an industry standard credit rating that is acceptable to the Investment Manager with reference to the market conditions prevailing at the relevant time. Furthermore, it will be ensured that the Fund is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered.

However, the Fund may not lend securities which serve as underlying instruments linked to derivative financial instruments or which have been accepted within the framework of reverse repos. Securities used to provide cover in respect of derivatives on an exchange rate or currency are not regarded as being linked to the said derivative.

The reference to "Portfolio" may also include reference to "Share Classes" if the context so requires, i.e. in relation to currency hedging transactions entered into for a specific Share Class.

### **Repurchase and securities lending limit**

Under no circumstances will the Portfolio enter into repurchase agreements and securities lending agreements that would lead the Fund to have a total value of such transactions that would be equal or greater to 100% of the Portfolio's net assets.

### **Excess of ceilings**

The Fund need not comply with the investment limit percentages laid down above when exercising subscription rights attaching to securities which form part of its assets. If such percentages are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.

## **XIII. Collateral received in respect of Financial Derivative Instruments and Financial Techniques and Instruments**

Assets received from counterparties in securities lending activities, reverse repurchase agreements, and OTC derivative transactions other than currency forwards constitute collateral.

The Fund will only enter into transactions with counterparties which the relevant Investment Manager as the Fund's securities lending co-ordinator believes to be creditworthy. Approved counterparties will typically have a minimum long term credit rating of A (Standard & Poor's) or A2 (Moody's). Counterparties will comply with prudential rules considered by the CSSF as equivalent to EU prudential rules. The counterparty does not have discretion over the composition or management of a Portfolio's investment portfolio or over the underlying of financial derivative instruments used by a Portfolio. Counterparty approval is not required in relation to any investment decisions made by a Portfolio.

Collateral may be offset against gross counterparty exposure provided it complies with the criteria set out in applicable laws, regulations, circulars and CSSF positions, including those for liquidity, valuation, issuer credit quality, correlation and diversification.

Collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of a Portfolio's Net Asset Value. When a Portfolio is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. To the extent permitted by the applicable regulation and by way of derogation, a Portfolio may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by any EU Member State, any of its local authorities, any OECD country, Singapore or any member of the G20, or a public international body to which one or more Member States belong. In that case, the relevant Portfolio will 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 that Portfolio.

The collateral received in connection with such transactions must meet the criteria set out in the CSSF Circular 08/356 (as may be amended or replaced from time to time) which includes the following collateral:

- (i) liquid assets (i.e., cash, short term bank certificates or money market instruments as defined in Council Directive 2007/16/EC of 19 March 2007) and their equivalent (including letters of credit and a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty);
- (ii) bonds issued or guaranteed by an OECD member state or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;
- (iii) shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- (iv) shares or units issued by UCITS investing mainly in bonds/shares mentioned in (v) and (vi) below;
- (v) bonds issued or guaranteed by first class issuers offering an adequate liquidity; or
- (vi) shares admitted to or dealt in on a regulated market of an EU Member State or on a stock exchange of an OECD member state, on the condition that these shares are included in a main index.

In offsetting collateral its value is reduced by a percentage (a "haircut") which provides, *inter alia*, for 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 in and in the relevant Portfolio's investment objective and policy set out in the Appendix "Portfolios of the Fund".

At the date of this Prospectus, the following types of collateral are accepted and the following haircuts for collateral are generally applied by the Fund (the Fund reserves the right to vary this policy at any time):

<b>Eligible Collateral</b>	<b><i>OTC Derivative Transactions</i></b>	<b><i>Securities Lending</i></b>	<b><i>Repurchase Transactions</i></b>
	<b>Haircut / Expected Level of Collateral</b>	<b>Haircut / Expected Level of Collateral</b>	<b>Haircut / Expected Level of Collateral</b>
<b>Government bonds</b>			
Negotiable debt obligations issued by the government of UK, Canada, Belgium, Switzerland, Sweden, USA, France, Netherlands and Germany having remaining maturity of less than one year	0%-4% / 96%-100%	>5% / $\geq 105$	7%-13% / 87%-93%
Negotiable debt obligations issued by the government of UK, Canada, Belgium, Switzerland, Sweden USA, France, Netherlands and Germany having remaining maturity of more than one year but not more than 5 years	0%-6% / 94%-100%	>5% / $\geq 105$	7%-13% / 87%-93%
Negotiable debt obligations issued by the government of UK, Canada, Belgium, Switzerland, Sweden USA, France, Netherlands and Germany having remaining maturity of more than 5 years but not more than 10 years	2%-8% / 92%-98%	>5% / $\geq 105$	7%-13% / 87%-93%
Negotiable debt obligations issued by the government of UK, Canada, Belgium, Switzerland, Sweden USA, France, Netherlands and Germany having remaining maturity of more than 10 years	5%-11% / 89%-95%	>5% / $\geq 105$	7%-13% / 87%-93%

Corporate Bonds rated at least investment grade	Not applicable	>2% / ≥102%	Not applicable
Equities	Not applicable	>5% / ≥105%	Not applicable
Cash	0% / 100%	Not applicable	0% / 100%

Non-cash collateral received will not be sold, reinvested or pledged.

Cash collateral received by a Portfolio in relation to any of the above transactions may be reinvested in a manner consistent with the investment objectives of such Portfolio in:

- deposits with credit institutions having their registered office in an EU Member State or if the credit institution has its registered office in a third country, it must be subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- high-quality government bonds;
- reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and to the extent that the Fund is able to recall at any time the full amount of cash on an accrued basis;
- shares or units issued by short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

Re-invested cash collateral shall be diversified in accordance with the diversification requirements applicable to non-cash collateral. There is a risk that the value on return of the reinvested cash may decline below the amount owed.

#### **Financial Instrument Leverage Limit**

The global exposure relating to the use of all derivative instruments must never be greater than then 100% of the net value of the total net assets of an individual Portfolio. The overall risk exposure of an individual Portfolio must never exceed 200% of the net assets of the Portfolio in question. As mentioned under point VII. a), above, a Portfolio may borrow up to an amount not greater than 10% of its net assets, on a temporary basis. The overall risk exposure of a Portfolio may not exceed 210% of the net value of the Portfolio's net assets.

#### **XIV. Transactions with Connected Persons**

Any cash forming part of the property of the Fund may be placed as deposits with the Custodian, the Management Company, the Investment Manager(s) or with any Connected Persons of these companies (being an institution licensed to accept deposits) so long as that institution pays interest thereon at a rate that is, in accordance with normal banking practice, no lower than the commercial rate for deposits of the size of the deposit in question negotiated at arm's length.

Money can be borrowed from the Custodian, the Management Company, the Investment Manager(s) or any of their Connected Persons (being a bank) so long as that bank charges interest at no higher rate, and any fee for arranging or terminating the loan is of no greater amount than is in accordance with normal banking practice, the commercial rate for a loan of the size and nature of the loan in question negotiated at arm's length.

Any transactions between the Fund and the Management Company, the Investment Manager(s), directors of the Fund or any of their Connected Persons as principal may only be made with the prior written consent of the Custodian.

All transactions carried out on behalf of the Fund will be entered into on an arm's length basis and executed on the best available terms. Transactions with persons connected to the Management Company, the Investment Manager(s) or directors of the Fund may not account for more than 50 per cent of the Fund's transactions in value in any one financial year of the Fund.

This section is not applicable to *F&C Responsible Sharia Global Equity* as the latter is not authorised to receive interest payments.

#### **"Connected Person" of any company means:**

- (a) any person or company beneficially owning, directly or indirectly, 20 per cent or more of the ordinary share capital of that entity or able to exercise directly or indirectly 20 per cent or more of the total votes in that entity;
- (b) any person or company controlled by a person who meets one or both of the requirements set out in (a) above;
- (c) any member of the group of which that company forms part; and
- (d) any director or officer of that company or of any Connected Person of that entity as defined in (a), (b) or (c) above.

## S. PROHIBITION OF LATE TRADING AND MARKET TIMING

Late Trading is understood to be the acceptance of a subscription (or conversion or redemption) order after the applicable cut-off time on the relevant Valuation Date and the execution of that order at a price based on the Net Asset Value applicable for that same day. Late Trading is strictly forbidden.

Market Timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts Shares of the Fund within a short time period, by taking advantage of time differences and/or imperfections of deficiencies in the method of determination of the Net Asset Value of a given Portfolio. Excessive, short-term (market-timing) trading practices may disrupt portfolio management strategies and harm fund performance.

To minimise harm to the Fund and the Shareholders, the Board retains the right to reject any subscription or conversion order, or levy a fee of up to 2 per cent of the value of the order for the benefit of the Fund from any investor who is engaging in excessive trading or has a history of excessive trading or if an investor's trading, in the opinion of the Board, has been or may be disruptive to the Fund or any of the Portfolios. In making this judgment, the Board may consider trading done in multiple accounts under common ownership or control. The Board also has the power to redeem all Shares held by a Shareholder who is or has been engaged in excessive trading. Neither the Board nor the Fund will be held liable for any loss resulting from rejected orders.

In order to avoid such practices, Shares are issued, redeemed and converted at an unknown price based on the Net Asset Value and the Fund will not accept orders received after the relevant cut-off time.

The Fund reserves the right to refuse dealing orders with respect to a Portfolio by any person who is suspected of Market Timing activities and to take appropriate measures to protect other investors of the Fund.

## T. IMPORTANT INFORMATION FOR INVESTORS IN SWITZERLAND

### **General regulatory information**

This Prospectus covers all Portfolios of the Fund. Investors in Switzerland should take note that not all Portfolios have neither been, nor shall all Portfolios be approved by FINMA as a foreign collective investment scheme pursuant to Article 120 of the Swiss Collective Investment Schemes Act of 23 June 2006 (the "CISA"), as amended. Accordingly, some Portfolios are not subject to the supervision of the FINMA and investors do not benefit from the non-qualified investor protection granted by the CISA. Non-FINMA authorised Portfolios are only intended for qualified investors in Switzerland as set out under Article 10 paragraph 3 of the CISA as revised, and under Article 6 and 6a of the Swiss Federal Collective Investment Schemes Ordinance ("CISO") ("Qualified Investors"). The non-FINMA authorised Portfolios are covered by a contractual relationship by the Swiss Representative and the Paying Agent in Switzerland and are therefore compliant with Swiss law for distribution to Qualified Investors.

This said, investors in Switzerland shall be informed that all Portfolios of this Prospectus are Swiss-compliant for distribution to Qualified Investors. The Portfolios authorised by FINMA for distribution also to non-qualified investors in Switzerland are found in the special Prospectus version for Switzerland (the "Extract Prospectus (Edition for Switzerland)"), only, as approved by FINMA, established in German language and obtainable free of charge from the Swiss Representative.

This Prospectus may only be issued, circulated or distributed so as not to constitute an offering to the general public in Switzerland. Recipients should not pass this Prospectus on to anyone without first consulting their legal or other appropriate professional adviser, the Swiss Representative and/or the Investment Manager.

Unless indicated otherwise, all information under this section is applicable to all Portfolios.

### **The Representative in Switzerland**

**CARNEGIE FUND SERVICES SA**, 11, rue du Général-Dufour, 1204 Genève, Switzerland, (Postal address: Case Postale 5656, 1211 Genève 11), Tel: + 41 22 7051177, fax: + 41 22 7051179 (the "**Swiss Representative**"), has been appointed as the Representative of the Fund in Switzerland.

The Extract Prospectus (Edition for Switzerland), the key investor information documents relating to the relevant Class, the Extract annual and semi-annual Report and the Articles of Incorporation of the Fund (each in their latest version approved by FINMA, in German), and further information can be obtained free of charge from the Swiss Representative.

### **Paying Agent in Switzerland**

**BANQUE CANTONALE DE GENEVE**, 17 Quai de l'Ile, 1204 Genève, Tel: + 41 22 3172727, fax: + 41 22 3172737 has been appointed as the Swiss paying agent for and by the Fund.

**Publications of the Fund (FINMA-authorised Portfolios only)**

All the publications of the Fund in Switzerland, whether mandatory or not, will be made on [www.fundinfo.com](http://www.fundinfo.com).

**Publication of prices (FINMA-authorised Portfolios only)**

The issue and redemption prices of the shares of those Portfolios authorised for distribution to qualified and non-qualified investors in and from Switzerland will be published daily on [www.fundinfo.com](http://www.fundinfo.com). The published prices will be exclusive of commissions.

**Currency of investment undertaken in a Portfolio and base currency of a Portfolio**

Investors are advised that the currency of investments in a Portfolio may be different from the base currency (or the currency of reference for accounting purposes) of the same Portfolio.

**Retrocessions**

The Investment Manager and its affiliates may pay retrocessions where permitted by applicable law and regulation. Retrocessions are deemed to be payments paid by the Investment Manager and its affiliates out of its investment management fee to eligible third parties for distribution activities in respect of Shares in the Portfolios in and from Switzerland. With such payments the Investment Manager compensates the respective third parties for all activities whose object is, whether directly or indirectly, the purchase of Shares in the Portfolios by an investor, like, as non-exhaustive examples:

- Introduction to potential investors in the Portfolios;
- Organisation of road shows and/or fund fairs at which the Investment Manager is invited;
- Assistance to investors in making applications for Shares;
- Forwarding of subscription, conversion and redemption orders to the Fund's Administrator;
- Providing investors with the Fund's documents;
- Verification of identification documents and the performance of due diligence tasks as well as keeping documentary records of their clients who may invest in the Portfolios;
- Distribution and publication of information and other client communications to their clients, etc.

In the event that a recipient of retrocessions forwards such retrocessions to investors (entirely or partly), the retrocessions shall not qualify as rebates.

The recipients of the retrocessions must ensure transparent disclosure. They must inform investors, unsolicited and free of charge, about the amount of the compensation they may receive for distribution. On request, they must disclose the amounts they actually receive for the distribution of the collective investment schemes held by the investors concerned.

The Representative in Switzerland holds that the laws and regulations of the Grand Duchy of Luxembourg do not provide for rules stricter than the Swiss rules regarding retrocessions (as defined above) in Switzerland.

**Rebates**

The Fund and its affiliates do not intend to pay rebates, defined as payments by the Fund and its affiliates, directly to investors from a fee or cost charged to the fund with the purpose of reducing the said fee or cost to an agreed amount. It is therefore irrelevant whether or not the laws and regulations of the Grand Duchy of Luxembourg provide for rules stricter than the Swiss rules regarding rebate payments in Switzerland.

**Place of performance and the place of jurisdiction**

In respect of the Shares distributed in and from Switzerland, the place of performance and the place of jurisdiction is at the registered office of the Swiss Representative.

## **I. F&C Portfolios Fund – F&C Diversified Growth**

### **1. Name of the Portfolio**

F&C Diversified Growth

### **2. Investment Objectives and Policy**

The investment objective of *F&C Diversified Growth* is to achieve capital appreciation over the medium to long-term through a broadly diversified mix of holdings into traditional and alternative assets including investments in: equities, bonds, indirect property and indirect commodities.

*F&C Diversified Growth* intends to target a return of Euribor +4% over a 5 year period. Portfolio efficiency is maximised, and costs minimised, by using the most efficient products in the market place, that provide liquid, low-cost exposure to the relevant asset class. A combination of cash, Exchange Traded Funds (ETF), financial derivative instruments, listed certificates issued by investment banks, as well as swap contracts and currency are used to structure the portfolio.

In addition to the exposure to alternative asset classes, *F&C Diversified Growth* will also strategically have higher weightings in developing and smaller cap equity markets that both provide diversification benefits, but are also expected to generate higher rates of capital return over the medium term. *F&C Diversified Growth* will have a well-balanced risk profile, never being overly concentrated in a single asset class.

Subject always to the investment restrictions contained in section R of the prospectus, exposure to each asset class will be generated primarily through the purchase and sale of financial derivative instruments such as future contracts, options, swaps (including, but not limited to, total return swaps on equity baskets and equity indices), credit default swaps, credit linked notes and currency forward contracts, each of which may be traded through recognised exchanges or via the over-the-counter market, Exchange Traded Funds, Investment Funds, Certificates provided by Investment Banks, Listed Securities and bonds. Exposure to property and commodities may be gained via investments in transferable securities or money market instruments, shares or units of UCIs or UCITS, or derivatives linked to property or commodity indices. A direct holding of investment in precious metals, precious metals certificates, commodities and commodity certificates is not permitted.

*F&C Diversified Growth* will use financial derivative instruments to implement its investment objectives (to gain exposure to all the asset classes and geographical sectors mentioned above) and for hedging purposes (interest rates and currency risk management mainly) taking both synthetic long or short positions with the aim of maximising capital returns.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Diversified Growth* is permitted to deal in forward exchange contracts for investment purposes and also regularly enters into such contracts in order to hedge the non EUR assets of *F&C Diversified Growth* back to EUR.

The performance of *F&C Diversified Growth* will be measured in the reference currency of the Portfolio, i.e. EUR. *F&C Diversified Growth* issues Shares in different Classes either as EUR denominated Shares (herein referred to as "EUR Share Class"), GBP denominated hedged Shares (herein referred to as "GBP Hedged Share Class"), US\$ denominated Shares (herein referred to as "US\$ Unhedged Share Class") or US\$ denominated hedged Shares (herein referred to as "US\$ Hedged Share Class").

EUR Share Class and US\$ Unhedged Share Class will represent a direct investment into the Portfolio and will only be exposed to hedging at the level of the assets of *F&C Diversified Growth*.

GBP Hedged Share Class and US\$ Hedged Share Class will be hedged, at Share Class level and prior to investment into the Portfolio, against the EUR so as to minimise the impact of the GBP/EUR and US\$/EUR exchange rate. It should however be noted that a precise hedge of the value of the GBP Hedged Share Class or US\$ Hedged Share Class may not be possible to achieve, due to market movements in the value of the Portfolio's securities, subscription and redemptions and the time required to adjust the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 100 per cent of the value of the GBP Hedged Share Class or US\$ Hedged Share Class.

***F&C Diversified Growth* may invest up to 100 per cent of its net assets in UCITS or other UCIs, in accordance with investment restrictions contained in section R point I. (1) c) and will therefore not qualify as an eligible investment for other UCITS.**

*F&C Diversified Growth* may also subscribe, acquire and/or hold securities to be issued or issued by one or more other Portfolios in accordance with the investment restrictions contained in section R point X.

*F&C Diversified Growth* may invest any cash that is not required for margin deposits or collateral management purposes in government bonds, government agency bonds, corporate bonds, asset backed securities, monetary instruments, cash and treasury bills.

### 3. Global Exposure to financial derivative instruments and expected level of leverage

By virtue of its extensive use of financial derivative instruments, the investment restrictions on "Financial Derivative Instruments" disclosed in the prospectus will not apply to *F&C Diversified Growth*. *F&C Diversified Growth* shall employ the absolute Value-at-Risk (VaR) approach for calculating its global exposure to financial derivative instruments.

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

- 1 month holding period
- 99 per cent confidence levels
- stress testing will also be applied on an ad hoc basis

The Portfolio's expected level of leverage is between 0% and 750% of the Net Asset Value of the Portfolio, although it is possible that the leverage might exceed this level from time to time. The leverage is calculated as the sum of notionals of the derivatives held in the Portfolio.

### 4. Risk Factors

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Diversified Growth*.**

Risk spreading is achieved through holding a balanced portfolio of securities. However, the investments of *F&C Diversified Growth* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Diversified Growth's* investment objective will be achieved.

The levels and bases of taxation set out in section F "Fiscal Considerations" above and reliefs from such taxation are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

In particular, potential investors should be aware of the following risk considerations typically associated with the investment policy of *F&C Diversified Growth*.

#### Market-related Risks

##### *General Economic Conditions*

The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the liquidity of the markets for both equities and interest-rate-sensitive securities. Certain market conditions, including unexpected volatility or illiquidity in the market in which the Portfolio directly or indirectly holds positions, could impair the Portfolio's ability to achieve its objectives and/or cause it to incur losses.

##### *Market Risks*

The success of a significant portion of the Portfolio's investment programme will depend, to a great extent, upon correctly assessing the future course of the price movements of stocks, bonds and financial instruments. There can be no assurance that the Investment Manager will be able to predict accurately these price movements.

##### *Investing in Fixed Income Securities*

Even though interest-bearing securities are investments which promise a defined stream of income, the prices of such securities generally are inversely correlated to changes in interest rates and, therefore, are subject to the risk of market price fluctuations. The values of fixed-income securities also may be affected by changes in the credit rating, liquidity or financial condition of the issuer. Certain securities that may be purchased by the Fund may be subject to such risk with respect to the issuing entity and to greater market fluctuations than certain lower yielding, higher rated fixed-income securities.

#### Risks in Transactions in Currencies

In general, foreign exchange rates can be extremely volatile and difficult to predict. Foreign exchange rates may be influenced by, among other factors: changing supply and demand for a particular currency; trade, fiscal and monetary policies of governments (including exchange control programmes, restrictions on local exchanges or markets and limitations on foreign investment in a country or on investment by residents of a country in other countries); political events; changes in balances of payments and trade; domestic and foreign rates of inflation; domestic and foreign rates of interest; international trade restrictions; and currency devaluations and revaluations. In addition, governments from time to time intervene, directly and by regulation, in the currency markets to influence prices directly. Variance in the degree of volatility of the market from the Investment Manager's expectations may produce significant losses to a Portfolio, particularly in the case of transactions entered into pursuant to non-directional strategies.

## Derivative risks

### *Volatility*

Because of the low margin deposits normally required in trading financial derivative instruments, a high degree of leverage is typical for trading in derivative instruments. As a result, a relatively small price movement in the underlying assets of a derivative contract may result in substantial losses to the Portfolio's assets.

### *Particular Risks of Exchange Traded Derivative Transactions*

#### *Suspensions of Trading*

Each securities exchange or commodities contract market typically has the right to suspend or limit trading in all securities or commodities which it lists. Such a suspension would render it impossible for the Portfolio to liquidate positions and, accordingly, expose the Fund to losses and delays in its ability to redeem Shares.

### *Particular Risks of OTC Derivative Transactions*

#### *Absence of regulation; counterparty default*

In general, there is less governmental regulation and supervision of transactions in the OTC markets (in which currencies, forward, spot and option contracts, total return swaps and certain options on currencies are generally traded) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearinghouse, may not be available in connection with OTC transactions. Therefore, the Portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Portfolio will sustain losses. The Portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Portfolio will not sustain losses as a result.

### *Liquidity; requirement to perform*

From time to time, the counterparties with which the Fund effects transactions might cease making markets or quoting prices in certain of the instruments. In such instances, the Fund, on behalf of the Portfolio, might be unable to enter into a desired transaction in currencies, credit default swaps or total return swaps or to enter into an offsetting transaction with respect to an open position, which might adversely affect its performance. Further, in contrast to exchange-traded instruments, forward, spot and option contracts on currencies do not provide the Investment Manager with the possibility to offset the Portfolio's obligations through an equal and opposite transaction. For this reason, in entering into forward, spot or options contracts, the Portfolio may be required, and must be able, to perform its obligations under the contracts.

## 5. Currency hedging

Shares of **F&C Diversified Growth** are available in currencies (the "Class Currency") other than the reference currency of the Portfolio.

In respect of such currency Share Classes, the Investment Manager has the ability to hedge the Shares of such Classes in relation to the reference currency of the Portfolio. The Investment Manager will engage, for the exclusive account of such Share Class, in currency forward transactions in order to preserve the value of the Class Currency against the reference currency of the Portfolio.

Where undertaken, the effects of this hedging will be reflected in the Net Asset Value and, therefore, in the performance of the Classes. As a result, in extreme circumstances, currency hedging may impact the Net Asset Value of one class as compared to the Net Asset Value of a class denominated in another currency. Similarly, any expenses arising from such hedging transactions will be borne by the relevant Class in relation to which they have been incurred.

It should be noted that these hedging transactions may be entered into whether the Class Currency is declining or increasing in value relative to the relevant reference currency of the Portfolio and so, where such hedging is undertaken it may substantially protect investors in the relevant Share Class against a decrease in the value of the reference currency of the Portfolio relative to the Class Currency, but it may also preclude investors from benefiting from an increase in the value of the reference currency of the Portfolio.

In the case of the US\$ Unhedged Share Classes, a potentially material portion of the investor's US\$ denominated risk and return may be attributed to the unhedged exposure to EUR.

Where the non-EUR assets of **F&C Diversified Growth** are hedged back to EUR this may protect the Portfolio against adverse movements in the value of EUR versus the currencies of the underlying assets but it may also preclude the Portfolio from benefiting from advantageous movements in the value of the EUR reference currency of the Portfolio versus the currencies of the underlying assets.

## 6. Investing in ETFs and other Undertakings for Collective Investment

The Portfolio may invest part of its assets in units or shares of ETFs, UCITS or UCIs, including securities to be issued or issued by one or more other Portfolios, in accordance with the investment restrictions contained in section R of this Prospectus. Such investments are subject to market fluctuations and to the risks inherent in all investments; accordingly, no assurance can be given that their investment objective will be achieved.

In respect of the Portfolio's investment in ETFs, UCITS and other UCIs, there may be duplication of certain other fees and expenses such as management and advisory charges, custodian fees, administration fees, auditors and legal fees and certain other administrative expenses. In relation to investments in UCITS or other UCIs which are not Related Funds of F&C Management Limited, there may in addition be a duplication of entrance and redemption fees. The specifics of Related Funds are exposed in section R "Investment Restrictions" under VI.

## 7. Legal and Regulatory risks

The Portfolio's investments may be adversely affected by changes in local laws, taxes and exchange controls and may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

The value of Shares and the level of distributions may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

## 8. Profile of Typical Investor

*F&C Diversified Growth* is designed to appeal to retail and institutional investors (pension and insurance) who are looking for a portfolio which provides access to a return-seeking portfolio that diversifies asset class risk, reduces manager risk, and removes currency exposure. It aims to create an efficient multi-asset portfolio, with a well-balanced risk budget, providing a solution to the inherent concentration of asset class risk in the majority of traditional "balanced" portfolios.

Investors will look to take advantage of a fund which consists of return assets, and takes advantage of the expanding opportunities within the alternative asset universe, where low correlations with equity markets contribute to superior portfolio risk adjusted returns. The priority is to provide diversified exposure to the risk and return characteristics of the underlying asset classes. The portfolio therefore sources asset class exposure in the most efficient way, predominantly using passive vehicles where available. Using third party passive instruments reduces manager risk, whilst hedging overseas exposure eliminates currency risk. Active returns will be generated by running an allocation (GTAA) overlay strategy.

## 9. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class L Shares – GBP Hedged*</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SGD</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SGD</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €1,000,000, inclusive of the initial charge.	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €1,000,000.	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

\* In respect of Class L Shares – GBP (Hedged), payment of the subscription monies should be received within 1 Luxembourg Business Day following the relevant Valuation Day.

<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €1,000,000.	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €1,000,000,	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
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Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

#### **10. Investment Manager**

F&C Management Limited has been appointed as Investment Manager, to manage *F&C Diversified Growth's* assets on a discretionary basis.

#### **11. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

#### **12. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

#### **13. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

#### **14. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

#### **15. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* If and as long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

#### **16. Dividends**

At the date of this Prospectus, the Board does not intend to maintain UK reporting fund status in relation to *F&C Diversified Growth*.

In relation to the distributing Share Classes, the Board may declare dividends out of any investment income on a yearly basis or more frequently if sufficient income is available for distribution, in respect of each Class of Shares in issue.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## II. F&C Portfolios Fund – F&C Emerging Markets Bond

### 1. Name of the Portfolio

F&C Emerging Markets Bond

### 2. Investment Objectives and Policy

The investment objective of *F&C Emerging Markets Bond* is to achieve a rate of return over the long term, through investing in fixed income, floating rate and other debt securities issued by governments of or companies incorporated under the laws of emerging markets countries. The term "emerging market" refers to a market that possesses a functioning stock market and which is classified by the World Bank as an emerging market.

*F&C Emerging Markets Bond* will invest at least two thirds of its total assets in bonds and other debt securities issued or guaranteed by emerging market governments or their agencies and by companies that are incorporated under the laws of, and have their registered office in, an emerging market country, or that derive a predominant part of their economic activity from emerging market countries, even if listed elsewhere.

*F&C Emerging Markets Bond* may also invest up to 25 per cent of total assets in equity-linked debt, such as convertibles and securitised debt and up to 10 per cent of total assets in equities, preference shares and other participation rights.

The performance of *F&C Emerging Markets Bond* will be measured in the reference currency of the Portfolio, i.e. the US\$. *F&C Emerging Markets Bond* issues Shares in the different Classes either as US\$ denominated Shares (herein referred to as "US\$ Class Shares") or as Euro denominated Shares (herein referred to as the "Euro Share Classes").

*F&C Emerging Markets Bond* offers the possibility to invest in the Portfolio through subscription of Euro denominated Shares. Euro Share Classes will be hedged against the US\$ so as to minimise the impact of the Euro/US\$ exchange rate fluctuation and optimise Euro returns for the relevant Classes. In order to do so, the Investment Manager will attempt to routinely hedge the value of the Euro Share Classes. It should however be noted that a precise hedge of the value of the Euro Share Classes may not be possible to achieve, due to market movements in the value of the Portfolio's securities, subscription and redemptions and the time required to adjust the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 100 per cent of the value of the Euro Share Classes.

In addition to the foregoing, the Investment Manager may decide from time to time and at its sole discretion, to gain exposure to the local currencies (other than the US\$) in which Portfolio securities may be denominated. The Investment Manager may also leave up to 5 per cent of the value of the Euro Hedged Share Classes un-hedged against the US\$.

The 10 per cent restriction on transferable securities issued by the same issuer, as stated in section R "Investment Restrictions" paragraph III. a) (i), will be raised to 35 per cent for specific issuers as stated in section R III. c).

*F&C Emerging Markets Bond* invests in fixed income, floating rate, inflation-linked and debt securities issued by governments of or companies incorporated under the laws of emerging markets countries. Within the remaining 1/3 of its total assets, for the purpose of hedging and efficient portfolio management the Portfolio may also invest in currency forwards, interest rate, index and performance swaps (including, but not limited to, total return swaps on equity baskets and equity indices), enter into repurchase agreements and stock lending transactions and invest in warrants. *F&C Emerging Markets Bond* may also invest in credit default swaps, enter into OTC options on currencies and bonds and through the use of financial derivative instruments gain exposure to GDP growth and commodities indices.

*F&C Emerging Markets Bond* may hold cash and/or cash equivalent on an ancillary basis.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Emerging Markets Bond* is also permitted to deal in currency forward contracts and may enter into such contracts in appropriate circumstances in order to hedge the assets or the base currency of a Share Class of *F&C Emerging Markets Bond*. These contracts will only be used for hedging purposes if *F&C Emerging Markets Bond* holds assets in its portfolio which are judged to possess a similar sensitivity to interest and currency exchange rate movements as those deliverable under the forward contract.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Emerging Markets Bond* may enter into financial futures contracts (including currency futures contracts), purchase put and call options written by others and write covered call options in respect of currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *F&C Emerging Markets Bond*'s assets or the base currency of a Share Class from adverse movements in interest or currency rates. Such investments will only be used for hedging purposes – that is, if *F&C Emerging Markets Bond* holds assets in its portfolio which are judged to possess a similar sensitivity to interest and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management.

*F&C Emerging Markets Bond* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged; provided that the 25 per cent limit is not applicable to hedging transactions entered into by the Investment Manager in respect of the Euro Share Classes as aforesaid.

Risk spreading is achieved through holding a balanced portfolio of securities. However, the investments of *F&C Emerging Markets Bond* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Emerging Markets Bond's* investment objective will be achieved. The value of Shares and the level of distributions may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

Despite the foregoing, investors should be aware that it is not part of the Investment Manager's normal investment policy to hedge the assets of *F&C Emerging Markets Bond*, except as described hereabove in relation to the Euro Share Classes.

Potential investors are warned that investment in *F&C Emerging Markets Bond* is subject to a high degree of risk. The stock markets and economies of emerging markets generally are volatile. *F&C Emerging Markets Bond's* investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes, exchange controls and exchange rates.

The attention of investors is drawn to section P "Risk Factors".

### 3. Risk Factors

Potential investors should be aware of the risks associated with *F&C Emerging Markets Bond's* investment policy and are advised to consult with their professional advisers, such as lawyers, accountants or investment advisers, when determining whether an investment in *F&C Emerging Markets Bond* is suitable for them. Emerging markets remain exposed to the risks of fundamental, political or economic change which could adversely affect the value of *F&C Emerging Markets Bond's* investments. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Emerging Markets Bond*.

The number and spread of *F&C Emerging Markets Bond's* investments should reduce the exposure of *F&C Emerging Markets Bond* to the risk associated with any particular investment. Investment in *F&C Emerging Markets Bond* should, however, be regarded as long-term in nature and is only suitable for sophisticated investors who understand the risks involved. Potential investors should be aware that the value of Shares (and the income derived from them) can go down as well as up and that an investor may not recoup the amount originally invested.

Investment in emerging market securities involves special considerations and risks not typically associated with investments in securities of issuers from developed countries, such as currency fluctuations, the risk of investing in countries with smaller capital markets, limited liquidity, higher price volatility, restrictions on foreign investment and higher sovereign credit risk.

The investment by *F&C Emerging Markets Bond* in certain markets may be dependent on the registration of the Investment Manager or the Fund with the relevant regulatory authority. There is no assurance that registration will be granted. Until such registration is obtained investment may only be made in international issues of companies situated in such emerging markets listed on a recognised stock exchange or in collective investment schemes investing in such markets.

*F&C Emerging Markets Bond* may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price the warrant.

*F&C Emerging Markets Bond* will invest in both US\$/Euro and non-US\$/Euro denominated instruments. The latter will be subject to exchange rate fluctuations with consequent increases or reductions in the US\$/Euro value. Except as described under "Investment Objectives and Policy" hereabove in relation to the Euro Share Classes, foreign currency exposure will not normally be hedged. The repatriation of capital may be hampered by changes in regulations concerning exchange controls or political circumstances. Regulations relating to investment in securities in certain emerging markets by foreign investors have only recently come into force and have not been clarified with regard to their application in all circumstances. Any amendments to such regulations may impact adversely on *F&C Emerging Markets Bond's* performance. *F&C Emerging Markets Bond* may in limited circumstances and where required by stock availability, utilise trading procedures which may expose *F&C Emerging Markets Bond* to greater risks in settlement. It should be noted that Euro Class Shares will be hedged whether the US\$ is declining or increasing relative to the Euro, and so whilst holding Euro Class Shares may substantially protect the investor against declines in US\$ relative to the Euro, holding such Shares may also substantially limit the investor from benefiting if there is an increase in the value of the US\$ relative to the Euro. Finally, it should be noted that the costs involved in connection with the currency hedging transactions for the Euro Share Classes will be borne exclusively by the Shareholder of these Classes.

The liquidity of the Shares and the Net Asset Value of *F&C Emerging Markets Bond* may be affected generally by changes in government policy (including exchange rates and controls), interest rates and taxation, social and religious instability and political, economic or other developments in or affecting certain emerging markets.

Generally, regulatory standards and disclosure standards in emerging markets are less stringent than standards in developed countries, and there may therefore be less publicly available information about companies than is regularly available about companies located in developed countries.

Accounting standards and requirements in emerging markets differ significantly from those applicable to companies in developed countries.

Section F "Fiscal Considerations" is a summary of taxation law and practice in force in certain relevant countries as at the date of this document and is subject to changes therein and is not exhaustive. Levels and bases of taxation in those countries may change.

The volume of foreign investment in the stock markets of certain emerging markets may lead to significant delays in the time taken to register transfers of Shares. In addition local brokers and custodians may experience difficulties in settling and recording transactions because of the increased volume of trades and the amount of documentation being produced as a result.

*F&C Emerging Markets Bond* may invest in international issues of companies, which often trade at a premium to the market price of the underlying security. Fluctuations in the market price of the underlying security may have an exaggerated effect on the price of the international security.

The levels and bases of taxation, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*Absence of regulation and counterparty default with respect to OTC Derivative Transactions*

In general, there is less governmental regulation and supervision of transactions in the OTC markets (on which some of the instruments referred to in the investment policy may be transacted) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, the Portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Portfolio will sustain losses. The Portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Portfolio will not sustain losses as a result.

**4. Profile of Typical Investor**

This Portfolio is intended for investors who are investing for long-term income with potential for capital growth through investment in debt securities issued principally by governments of emerging market countries. Investors must therefore be willing to accept a long-term investment with a medium volatility, a medium to high sovereign credit risk, a medium interest rate risk and a low currency risk.

**5. Share Classes**

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class C Shares – Euro Hedged</b>	specific distributors	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class C Acc Shares –Euro Hedged</b>	specific distributors	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class D Shares – Euro Hedged</b>	Institutional Investors only	€30,000,000	not applicable	up to 0.55% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro Hedged</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C Emerging Markets Bond*'s assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

#### **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

#### **9. Reference Currency**

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

#### **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

#### **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

#### **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

#### **13. Listing**

Class A Shares – US\$ are listed on the Luxembourg Stock Exchange.

### **III. F&C Portfolios Fund – F&C European Equity**

#### **1. Name of the Portfolio**

F&C European Equity

#### **2. Investment Objectives and Policy**

The investment objective of *F&C European Equity* is to achieve long-term capital appreciation by investing in European companies listed on one of the European States Stock Exchanges or a regulated market.

*F&C European Equity* will invest at least 75 per cent of its total assets in equity securities of companies that are incorporated under the laws of, and have their registered office in, a country in Europe.

Reserves may be maintained in fixed interest securities on a short-term basis ancillary to the proper management of *F&C European Equity*. Additionally, market conditions may make it advisable to maintain liquidity in fixed interest securities pending investment or re-investment. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

In addition to equity and equity-related securities, *F&C European Equity* may also invest in warrants on equity and equity-related securities which qualify as transferable securities.

*F&C European Equity* is permitted to deal in currency forward contracts involving any currency and may enter into such contracts in appropriate circumstances, only in order to hedge the assets of *F&C European Equity*'s portfolio and subject to the provisions contained in section R "Investment Restrictions".

Subject to the provisions contained in section R "Investment Restrictions", *F&C European Equity* may enter into financial futures contracts (including equity index, interest rate and currency futures contracts), purchase put and call options written by others and write covered call options in respect of equities, currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *F&C European Equity*'s assets from adverse movements in equity markets, interest rates or currency exchange rates. Such investments will only be used for hedging purposes – that is, if *F&C European Equity* holds assets in its portfolio which are judged to possess a similar sensitivity to equity, interest rate and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. *F&C European Equity* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged.

Subject to the provisions contained in section R "Investment Restrictions", *F&C European Equity* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

#### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C European Equity*.**

Risk spreading is achieved through *F&C European Equity* holding a balanced portfolio of securities. However, the investments of *F&C European Equity* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C European Equity*'s investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C European Equity* may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C European Equity*'s investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long-term capital growth through investment in equities of listed European companies. Investors must therefore be willing to accept a long-term investment with a high volatility and low to medium market and currency risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – Euro</b>	no restriction on issue	€3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – Euro</b>	no restriction on issue	€3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – Euro</b>	Institutional Investors only	€1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – Euro</b>	Institutional Investors only	€1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – GBP</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – GBP</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class ID Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class AD Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – CHF</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class AD Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.

		initial charge.			
<b>Class ID Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class AD Shares, Class F Shares and Class ID Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class AD Share, Class F Share and Class ID Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class AD Shares, Class F Shares and Class ID Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C European Equity*'s assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered a written application form to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## 8. Redemption of Shares

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## 9. Reference Currency

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## 10. Frequency of Calculation of the Net Asset Value

Each Valuation Date.

## 11. Publication of the Net Asset Value

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- Bloomberg
- Reuters

- Morningstar
- Fundinfo [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **13. Listing**

Class A Shares – Euro are listed on the Luxembourg Stock Exchange.

## **IV.F&C Portfolios Fund – F&C European Growth and Income**

### **1. Name of the Portfolio**

F&C European Growth and Income

### **2. Investment Objectives and Policy**

The investment objective of *F&C European Growth and Income* is to achieve long-term capital appreciation and an enhanced level of income by investing in companies listed on one of the European States Stock Exchanges or a regulated market.

*F&C European Growth and Income* will invest at least 75 per cent of its total assets in equity securities of companies that are incorporated under the laws of, and have their registered office in, a country in Europe.

Reserves may be maintained in fixed interest securities on a short-term basis ancillary to the proper management of *F&C European Growth and Income*. Additionally, market conditions may make it advisable to maintain liquidity in fixed interest securities pending investment or re-investment. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

In addition to equity and equity-related securities, *F&C European Growth and Income* may also invest in warrants on equity and equity related securities which qualify as transferable securities.

*F&C European Growth and Income* is permitted to deal in currency forward contracts involving any currency and may enter into such contracts in appropriate circumstances, only in order to hedge the assets of *F&C European Growth and Income's* portfolio and subject to the provisions contained in section R "Investment Restrictions".

Subject to the provisions contained in section R "Investment Restrictions", *F&C European Growth and Income* may enter into financial futures contracts (including equity index, interest rate and currency futures contracts), purchase put and call options written by others and write covered call options in respect of equities, currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *F&C European Growth and Income's* assets from adverse movements in equity markets, interest rates or currency exchange rates. Such investments will only be used for hedging purposes – that is, if *F&C European Growth and Income* holds assets in its portfolio which are judged to possess a similar sensitivity to equity, interest rate and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. *F&C European Growth and Income* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged.

Subject to the provisions contained in section R "Investment Restrictions", *F&C European Growth and Income* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Equity*.**

Risk spreading is achieved through *F&C European Growth and Income* holding a balanced portfolio of securities. However, the investments of *F&C European Growth and Income* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C European Growth and Income's* investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C European Growth and Income* may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C European Growth and Income's* investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

#### 4. Profile of Typical Investor

The portfolio is intended for investors who are seeking long term capital appreciation and a good level income through investment in equities of listed European companies. Investors must be therefore willing to accept long term investment approach with some volatility against benchmark returns but with lower risk of material capital loss given the approach.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – Euro</b>	no restriction on issue	€3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – Euro</b>	no restriction on issue	€3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – Euro</b>	Institutional Investors only	€1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – Euro</b>	Institutional Investors only	€1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – GBP</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable.	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable.	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – GBP</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – CHF</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class AD Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €3,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class ID Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €1,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.

<b>Class R Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class AD Shares, Class F Shares and Class ID Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class AD Share, Class F Share and Class ID Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class AD Shares, Class F Shares and Class ID Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## **6. Investment Manager**

F&C Management Limited has been appointed as Investment Manager, to manage *F&C European Growth and Income's* assets on a discretionary basis.

## **7. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **9. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## V. F&C Portfolios Fund – F&C European High Yield Bond

### 1. Name of the Portfolio

F&C European High Yield Bond

### 2. Investment Objectives and Policy

The Portfolio seeks to achieve an above average rate of return over the long-term, measured in Euro, through investing in non-investment grade fixed income debt securities, floating rate and other debt securities.

Non-investment grade securities are defined as securities that are rated Ba1/BB+ or lower by Moody's, Standard & Poor's or another recognised credit rating agency.

*F&C European High Yield Bond* will invest at least two thirds of its total assets in non-investment grade bonds and other non-investment grade debt securities which are denominated in a European currency and which are issued or guaranteed by companies that are incorporated under the laws of, and have their registered office in, a European country, or that derive a predominant part of their economic activity from Europe, even if listed elsewhere. The Portfolio may also invest up to 1/3 of its total assets in the debt securities of non-European issuers denominated in Euro as well as Pound Sterling and US\$ denominated debt (Pound Sterling and US\$ debt securities will be hedged into Euro), up to 25 per cent of total assets in securitised debt and equity-linked debt securities such as convertibles and up to 10 per cent of total assets in equities, preference shares and other participation rights.

The Portfolio may hold, on an ancillary basis, cash and fixed interest securities should this be considered to be appropriate at any particular time.

*F&C European High Yield Bond* will invest primarily in fixed income and floating rate debt securities. The Investment Manager seeks to maintain an optimal relationship between the yield and quality of the non-investment grade debt securities within the Portfolio. Notwithstanding the foregoing, and subject to the provisions contained in section R "Investment Restrictions", within the remaining 1/3 of its total assets, the Portfolio may also invest, for hedging and efficient portfolio management purposes, in government bonds, currency forward contracts, interest rate, index and performance swaps (including, but not limited to, total return swaps on equity baskets and equity indices), enter into repurchase agreements and stock lending transactions and warrants. *F&C European High Yield Bond* may also invest in credit default swaps.

### 3. Risk Factors

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C European High Yield Bond*.**

Receipt of income from debt securities and the redemption amount received on the maturity of debt securities is subject to the credit risk of the issuer.

A credit re-rating by one or more rating agencies or any adverse publicity or deteriorating investor perception, which may or may not be based on fundamental analysis, could decrease the market value and liquidity of the debt security, particularly in a thinly traded market.

The Investment Manager will endeavour to mitigate the risks associated with high yield securities by diversifying its holdings by issuer, industry and credit quality.

Risk spreading is achieved through *F&C European High Yield Bond* holding a balanced portfolio of securities. However, the investments of *F&C European High Yield Bond* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C European High Yield Bond*'s investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C European High Yield Bond* may invest in equity warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

**F&C European High Yield Bond's** investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

*Absence of regulation and counterparty default with respect to OTC Derivative Transactions*

In general, there is less governmental regulation and supervision of transactions in the OTC markets (on which some of the instruments referred to in the investment policy may be transacted) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, the Portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Portfolio will sustain losses. The Portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Portfolio will not sustain losses as a result.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long-term income and capital growth mainly through investment in lower and unrated debt instruments issued predominantly by European companies. Investors must therefore be willing to accept a long-term investment with a high volatility, interest risk and credit risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The \$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The \$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The \$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The \$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The \$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The \$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The \$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The \$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Suitability

The Portfolio aims to take specific but diversified credit risk, although considerable price fluctuations cannot be ruled out. The high yield bond market demands a greater degree of risk tolerance and is therefore more suitable for long-term investments.

## 7. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C European High Yield Bond*'s assets on a discretionary basis.

## 8. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmation of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **9. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **10. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **11. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **12. Benchmark**

Merrill Lynch Euro Currency High Yield, BB-B constrained index ex subordinated financials (returns hedged into Euro)

## **13. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **14. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **15. Listing**

Class A Shares – Euro are listed on the Luxembourg Stock Exchange.

## **VI. F&C Portfolios Fund – F&C European SmallCap**

### **1. Name of the Portfolio**

F&C European SmallCap

### **2. Investment Objectives and Policy**

The investment objective of *F&C European SmallCap* is to make available to investors participation in a Portfolio consisting of securities of European domiciled companies listed on the various European States Stock Exchanges. The Investment policy is directed towards achieving long-term capital growth through investment in small and medium sized companies.

*F&C European SmallCap* will invest at least 75 per cent of its total assets in equity securities of companies that are incorporated under the laws of, and have their registered office in Europe. For this portion of the portfolio *F&C European SmallCap* will invest at least two thirds (i.e. 50 per cent of its total assets) in small capitalisation companies with a maximum stock exchange capitalisation of Euro 3 billion or equivalent. If the market capitalisation of a company in which the Portfolio holds an investment comes to exceed Euro 3 billion or equivalent, such a holding will be sold or will be counted within the remaining one third of the total assets.

The Portfolio may hold, on an ancillary basis, cash and fixed interest securities should this be considered to be appropriate at any particular time. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C European SmallCap*.**

Risk spreading is achieved through *F&C European SmallCap* holding a balanced portfolio of securities. However, the investments of *F&C European SmallCap* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C European SmallCap*'s investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above and relief's from such taxation are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C European SmallCap* may invest in equity warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As some of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C European SmallCap*'s investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

### **4. Profile of Typical Investor**

This Portfolio is intended for investors who are investing for long-term capital growth through investment in securities issued by small and medium sized European companies listed on European stock exchanges. Investors must therefore be willing to accept a long-term investment with a medium to high volatility.

## 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge	up to 5% of the applicable NAV	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C European SmallCap*'s assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **9. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **13. Listing**

Class A Shares – Euro are listed on the Luxembourg Stock Exchange.

## VII. **F&C Portfolios Fund – F&C Global Convertible Bond**

### 1. **Name of the Portfolio**

F&C Global Convertible Bond

### 2. **Investment Objectives and Policy**

The investment objective of **F&C Global Convertible Bond** is to achieve high returns by investing its assets through a balanced portfolio consisting of convertible securities.

**F&C Global Convertible Bond** will invest its assets in a balanced portfolio consisting of convertible debt securities and synthetic convertibles which offer the most attractive risk/reward characteristics in terms of upward participation and downward protection.

**F&C Global Convertible Bond** will invest at least two thirds of its total assets in convertible debt securities issued by corporations located in Europe, the United States, Japan and Asia.

**F&C Global Convertible Bond** issues shares in hedged share classes (hereinafter referred to as the "Hedged Share Classes") and as non-hedged share classes (hereinafter referred to as the "Non-Hedged Share Classes"). The Hedged Share Classes will seek to minimise the impact of exchange rate fluctuation on portfolio investments denominated in a currency other than the denomination currency of the relevant Class and optimise denomination currency returns for the relevant Hedged Share Classes. In order to do so, the Investment Manager will attempt to routinely hedge the value of the Hedged Share Classes. It should however be noted that a precise hedge of the value of the Hedged Share Classes may not be possible to achieve, due to market movements in the value of the Portfolio's securities, subscription and redemptions and the time required to adjust the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 100 per cent of the value of the Hedged Share Classes.

**F&C Global Convertible Bond** is not authorised to buy shares. However, on maturity of the convertible debt securities, **F&C Global Convertible Bond** is allowed to convert the debt securities to equity securities. These equity positions are only allowed in the portfolio temporarily, prior to being sold and will not exceed 10 per cent of the Portfolio's total assets at any time.

The Investment Manager will focus on investments in investment-grade convertible debt securities, including not officially rated securities to which the Investment Manager assigns an implied investment-grade status. This assignment will be based on straight credits of the same underlying that are officially rated or based on quality of balance sheets/credits spreads on which the market values the issuer. Not more than 49 per cent of the Portfolio's total assets may be invested in non-investment grade convertible debt securities. The implementation of the above policy is largely subject to the convertible market providing sufficient compelling "balanced" investment grade convertible investment opportunities to run a well-diversified portfolio (i.e. the convertible market has sufficient supply of investment-grade convertibles that are not trading too far above their bond redemption value and/or that are not trading at too high conversion premiums/low equity sensitivity).

Up to 1/3 of the total assets may be invested in fixed interest securities on a short-term basis ancillary to the proper management of **F&C Global Convertible Bond**. Additionally, within the remaining 1/3, market conditions may at times make it advisable to maintain significant liquidity in fixed interest securities and/or cash pending investment or re-investment.

For hedging purposes and subject to the provisions contained in section R "Investment Restrictions", **F&C Global Convertible Bond** may enter into interest rate swaps by private agreement with first class financial institutions specialised in these types of transactions.

Subject to the provisions contained in section R "Investment Restrictions", **F&C Global Convertible Bond** is also permitted to deal in currency forward contracts involving any currency and may enter into such contracts in appropriate circumstances, only in order to hedge the assets of **F&C Global Convertible Bond**'s portfolio that are judged to possess a similar sensitivity to interest and currency exchange rate movements as that deliverable under the forward contract in question.

Subject to the provisions contained in section R "Investment Restrictions", **F&C Global Convertible Bond** may enter into financial futures contracts (including equity index, interest rate and currency futures contracts), purchase put and call options written by others and write covered call options in respect of equities, currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of **F&C Global Convertible Bond**'s assets from adverse movements in equity markets, interest rates or currency exchange rates.

Such investments will only be used for hedging purposes – that is, if **F&C Global Convertible Bond** holds assets in its portfolio which are judged to possess a similar sensitivity to equity, interest rate and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. Non-Hedged

Share Classes may not enter into such a contract if immediately thereafter more than 25 per cent of their net assets would result in being hedged. For the avoidance of doubt, the 25 per cent limit is not applicable to hedging transactions entered into by the Investment Manager in respect of the Hedged Share Classes as aforesaid.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Global Convertible Bond* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

### 3. Risk Factors

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Global Convertible Bond*.**

Risk spreading is achieved through *F&C Global Convertible Bond* holding a balanced portfolio of securities. However, the investments of *F&C Global Convertible Bond* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Global Convertible Bond's* investment objective will be achieved. The value of Shares and the level of distributions may go down as well as up.

In particular, potential investors should be aware of the following risk considerations typically associated with the investment policy of *F&C Global Convertible Bond*.

**Interest rate risk.** Interest rate risk is the risk that the value of a fund's investment will go down when interest rates rise. Normally the value of a fund's investments varies inversely with changes in interest rates so that in periods of rising interest rates, the value of a fund's portfolio declines. As a measure (in years) of interest rate risk for a specific security or portfolio, duration is often used by bond managers instead of maturity, as it accounts for all principal and interest cash flows in addition to the final maturity payment. For example, the duration of a 10-year zero coupon bond equals its maturity of ten, while the duration of a 10-year 7.5 per cent coupon bond is less than seven years. The latter bond carries less risk because of the coupon payments received each year.

**Maturity risk.** Generally, longer term securities are more susceptible to changes in value as a result of interest-rate changes than are shorter-term securities.

**Credit risk.** Credit risk refers to the risk that an issuer of a bond may default with respect to the payment of principal and interest.

**Credit ratings.** Credit ratings of debt securities represent the rating agencies' opinions regarding their credit quality and are not a guarantee of quality. Rating agencies evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value; therefore, credit ratings may not fully reflect the true risks of an investment. In addition, the rating assigned by a rating agency may not necessarily reflect the occurrence of subsequent events, so that an issuer's current financial condition at any given time may be better or worse than a rating indicates. In the event of any downgrade of credit ratings of a debt security which forms part of the Portfolio, such security, at the Investment Manager's discretion, may either continue to be held by the Portfolio, or be sold by the Portfolio immediately. Loss may be incurred by the Portfolio in either case.

**Non-investment grade debt securities.** Non-investment grade convertible debt securities may be included in the Portfolio. Credit risk is more pronounced for investments in debt securities that are rated below investment grade or which are of comparable quality. The risk of default may be greater and the market for these securities may be less active, making it more difficult to sell the securities at reasonable prices, and also making valuation of the securities more difficult.

**Convertible Securities.** Convertible securities include bonds, debentures and corporate notes that are convertible into equity securities. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities, which 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 stock, although the higher yield tends to make the convertible security less volatile than the underlying stock. As with debt securities, the market value of convertible securities tends to decline as interest rates increase 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 enable investors to benefit from increases in the market price of the underlying common stock.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

Part of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio; provided that Hedged Share Classes will attempt to minimise this risk.

**F&C Global Convertible Bond's** investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

**Eurozone crisis.** As a result of the crisis of confidence in the markets which has caused bond yield spreads (the cost of borrowing in the debt capital markets) and credit default spreads (the cost of purchasing credit protection) to increase, most notably in relation to certain Eurozone countries, certain countries in the European Union ("EU") have had to accept "bailouts" from banks and lines of credit from supra-governmental agencies such as the International Monetary Fund and the recently created European Financial Stability Facility. The European Central Bank (has also been intervening to purchase Eurozone debt in an attempt to stabilise markets and reduce borrowing costs. Notwithstanding the measures which leaders of countries in the Eurozone have agreed, and future measures which may be introduced, it is possible that a country may leave the Eurozone and return to a national currency, and as a result may leave the EU and/or that the euro, the European single currency, will cease to exist in its current form and/or lose its legal status in one or more countries in which it currently has such status. The effect of such potential events on the **F&C Global Convertible Bond** and/or one or more classes of share is impossible to predict.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long-term income and capital growth through investment in convertible debt securities issued globally. Investors must therefore be willing to accept a long-term investment with low to medium volatility, credit risk, interest rate risk and currency risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee(max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro Hedged</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV	up to 0.0375% of the applicable NAV.
<b>Hong Kong Class A Shares – US\$</b>	For Hong Kong Institutional Investors only	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.65% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

A EUR 1,000 monthly hedging fee will be charged to each of the Hedged Share Classes.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C Global Convertible Bond* assets on a discretionary basis, and has delegated the management functions for the Portfolio to F&C Netherlands B.V.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date\* on which the subscription is intended to occur.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

## 8. Redemption of Shares

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date\* on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## 9. Reference Currency

The reference currency of the Portfolio is the Euro

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## 10. Frequency of Calculation of the Net Asset Value

Each Valuation Date.

## 11. Publication of the Net Asset Value

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## 12. Dividends

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

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\* For the purposes of the Hong Kong Share Classes, until such date as shall be specified in a notice to all holders of the Hong Kong Share Classes, a "Valuation Date" shall be each day (with the exception of Good Friday and 24<sup>th</sup> December (Christmas Eve)) which is a bank Business Day in Luxembourg. Thereafter, the term "Valuation Date" shall, in respect of such Classes of Shares, be as defined in section M "Net Asset Value".

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

### **13. Listing**

Class A Shares – Euro and Class A – Euro hedged are listed on the Luxembourg Stock Exchange.

## **VIII. F&C Portfolios Fund – BMO Responsible Global Emerging Markets Equity**

### **1. Name of the Portfolio**

BMO Responsible Global Emerging Markets Equity

### **2. Investment Objectives and Policy**

The purpose of *BMO Responsible Global Emerging Markets Equity* is to provide a medium through which investors may participate in an actively managed portfolio, primarily invested in equity and equity-related securities of companies in emerging markets worldwide. *BMO Responsible Global Emerging Markets Equity* may, as described below, invest in companies which are listed or traded on a recognised exchange in emerging market countries worldwide, which have, in the opinion of the Investment Manager, the potential for generating long term returns and contribute to or benefit from the sustainable economic development of the emerging market countries. The subscription proceeds relating to the different Classes of Shares in issue shall be invested in one common underlying portfolio of investments. Each Class of Shares will have a proportional entitlement to the assets (and liabilities) of *BMO Responsible Global Emerging Markets Equity* (calculated according to the prevailing Net Asset Values of each Class).

*BMO Responsible Global Emerging Markets Equity* will invest at least two thirds of its total assets in equity and equity-linked securities (excluding convertible bonds and bonds with warrants), of companies that are incorporated under the laws of, and have their registered office in, an emerging market country, or that derive a predominant part of their economic activity from emerging market countries, even if listed elsewhere.

*BMO Responsible Global Emerging Markets Equity* may also invest from time to time in securities issued by the Governments of such countries, and may retain, on an ancillary basis, funds in regularly negotiated money market instruments issued by first class issuers, cash or deposits. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value. Certain emerging markets only permit investment in their domestic capital market if the foreign investor is registered with the appropriate regulatory authority in that country. *BMO Responsible Global Emerging Markets Equity* may apply for such registration and/or may seek exposure to such countries by investment, to the extent permitted by the investment restrictions set out in section R, in other collective investment schemes investing in such countries or by investing in international equity or debt issues of companies incorporated or operating in such countries. Investment may also be made in unlisted equities immediately prior to or during the process of their becoming listed providing listing is expected to be achieved within one year.

*BMO Responsible Global Emerging Markets Equity* will only invest in companies following certain governance and sustainability standards:

*Good Governance:* Companies in which *BMO Responsible Global Emerging Markets Equity* invests will be required to meet good governance standards. Such standards shall include: board balance and independence, transparency and disclosure and the protection of shareholder rights.

*Clear Commitment to Sustainability:* Companies in which *BMO Responsible Global Emerging Markets Equity* invests must demonstrate a clear commitment to sustainable environmental and social practices. The Investment Manager will also evaluate if the proposed companies have been the subject of serious or ongoing concerns about unsustainable business practices such as environmental pollution, human rights and labour standards abuses, corruption and abuse of minority shareholders.

*BMO Responsible Global Emerging Markets Equity* will primarily invest in the equity securities of those companies that the Investment Manager considers to be undervalued and to have potential for earnings growth and the management and financial resources to achieve it.

The investment policy of *BMO Responsible Global Emerging Markets Equity* implies investments in countries where the local stock exchanges may not yet qualify as recognised stock exchanges for the purpose of the investment restrictions set out in section R "Investment Restrictions" paragraph I (1). Accordingly, pursuant to the restriction in section R "Investment Restrictions" paragraph I (2), these investments together with other unquoted investments may not exceed 10 per cent of the net assets of *BMO Responsible Global Emerging Markets Equity*.

*BMO Responsible Global Emerging Markets Equity* may make use of equity derivatives for hedging purposes and efficient portfolio management to the extent permitted by the investment restrictions.

*BMO Responsible Global Emerging Markets Equity* is also permitted to deal in currency forward contracts and may enter into such contracts in appropriate circumstances in order to hedge the assets of *BMO Responsible Global Emerging Markets Equity* and subject to the provisions contained in section R "Investment Restrictions".

Subject to the provisions contained in section R "Investment Restrictions", *BMO Responsible Global Emerging Markets Equity* may enter into financial futures contracts (including currency futures contracts), purchase put and call options written by others and write covered call options in respect of currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *BMO Responsible Global Emerging Markets Equity*'s assets from adverse movements in interest or currency rates. Such investments will only be used for hedging purposes – that is, if – *BMO Responsible Global Emerging Markets Equity* holds assets in its portfolio which are judged to possess a similar sensitivity to interest and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. *BMO Responsible Global Emerging Markets Equity* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged.

Risk spreading is achieved through holding a balanced portfolio of securities. However, the investments of *BMO Responsible Global Emerging Markets Equity* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *BMO Responsible Global Emerging Markets Equity*'s investment objective will be achieved. The value of Shares and the level of distributions may go down as well as up.

In addition, the Net Asset Value of each Class of Shares, as expressed in US\$, will fluctuate in accordance with changes in the foreign exchange rate between the US\$ and the currencies in which the underlying securities in the Portfolio are denominated.

Despite the foregoing, investors should be aware that it is not part of the Investment Manager's normal investment policy to hedge the assets of *BMO Responsible Global Emerging Markets Equity*.

Potential investors are warned that investment in *BMO Responsible Global Emerging Markets Equity* is subject to a high degree of risk. The stock markets and economies of emerging markets generally are volatile. *BMO Responsible Global Emerging Markets Equity*'s investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes, exchange controls and exchange rates.

The attention of investors is drawn to section P "Risk Factors".

### 3. Risk Factors

Potential investors should be aware of the risks associated with *BMO Responsible Global Emerging Markets Equity*'s investment policy and are advised to consult with their professional advisers, such as lawyers, accountants or investment advisers, when determining whether an investment in *BMO Responsible Global Emerging Markets Equity* is suitable for them. Emerging markets remain exposed to the risks of fundamental, political or economic change which could adversely affect the value of *BMO Responsible Global Emerging Markets Equity*'s investments. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *BMO Responsible Global Emerging Markets Equity*.

**Interest rate risk.** Interest rate risk is the risk that the value of a fund's investment will go down when interest rates rise. Normally the value of a fund's investments varies inversely with changes in interest rates so that in periods of rising interest rates, the value of a fund's portfolio declines. As a measure (in years) of interest rate risk for a specific security or portfolio, duration is often used by bond managers instead of maturity, as it accounts for all principal and interest cash flows in addition to the final maturity payment. For example, the duration of a 10-year zero coupon bond equals its maturity of ten, while the duration of a 10-year 7.5 per cent coupon bond is less than seven years. The latter bond carries less risk because of the coupon payments received each year.

**Credit risk.** Credit risk refers to the risk that an issuer of a bond may default with respect to the payment of principal and interest.

**Credit ratings.** Credit ratings of debt securities represent the rating agencies' opinions regarding their credit quality and are not a guarantee of quality. Rating agencies evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value; therefore, credit ratings may not fully reflect the true risks of an investment. In addition, the rating assigned by a rating agency may not necessarily reflect the occurrence of subsequent events, so that an issuer's current financial condition at any given time may be better or worse than a rating indicates. In the event of any downgrade of credit ratings of a debt security which forms part of the Portfolio, such security, at the Investment Manager's discretion, may either continue to be held by the Portfolio, or be sold by the Portfolio immediately. Loss may be incurred by the Portfolio in either case.

**Non-investment grade debt securities.** Non-investment grade convertible debt securities may be included in the Portfolio. Credit risk is more pronounced for investments in debt securities that are rated below investment grade or which are of comparable quality. The risk of default may be greater and the market for these securities may be less active, making it more difficult to sell the securities at reasonable prices, and also making valuation of the securities more difficult.

The number and spread of *BMO Responsible Global Emerging Markets Equity*'s investments should reduce the exposure of *BMO Responsible Global Emerging Markets Equity* to the risk associated with any particular investment. Investment in *BMO Responsible Global Emerging Markets Equity* should, however, be regarded as long-term in nature and is only

suitable for sophisticated investors who understand the risks involved. Potential investors should be aware that the value of Shares (and the income derived from them) can go down as well as up and that an investor may not recoup the amount originally invested.

Investment in emerging market securities involves special considerations and risks not typically associated with investments in securities of issuers from developed countries, such as currency fluctuations, the risk of investing in countries with smaller capital markets, limited liquidity, higher price volatility, restrictions on foreign investment and higher sovereign credit risk.

The investment by *BMO Responsible Global Emerging Markets Equity* in certain markets may be dependent on the registration of the Investment Manager or the Fund with the relevant regulatory authority. There is no assurance that registration will be granted. Until such registration is obtained investment may only be made in international issues of companies situated in such emerging markets listed on a recognised stock exchange or in collective investment schemes investing in such markets.

*BMO Responsible Global Emerging Markets Equity* will invest in both US\$ and non-US\$ denominated instruments. The latter will be subject to exchange rate fluctuations with consequent increases or reductions in the US\$ value. Foreign currency exposure will not normally be hedged. The repatriation of capital may be hampered by changes in regulations concerning exchange controls or political circumstances. Regulations relating to investment in securities in certain emerging markets by foreign investors have only recently come into force and have not been clarified with regard to their application in all circumstances. Any amendments to such regulations may impact adversely on *BMO Responsible Global Emerging Markets Equity*'s performance. *BMO Responsible Global Emerging Markets Equity* may in limited circumstances and where required by stock availability, utilise trading procedures which may expose *BMO Responsible Global Emerging Markets Equity* to greater risks in settlement.

The liquidity of the Shares and the Net Asset Value of *BMO Responsible Global Emerging Markets Equity* may be affected generally by changes in government policy (including exchange rates and controls), interest rates and taxation, social and religious instability and political, economic or other developments in or affecting certain emerging markets.

Generally, regulatory standards and disclosure standards in emerging markets are less stringent than standards in developed countries, and there may therefore be less publicly available information about companies than is regularly available about companies located in developed countries.

Accounting standards and requirements in emerging markets differ significantly from those applicable to companies in developed countries.

Section F "Fiscal Considerations" is a summary of taxation law and practice in force in certain relevant countries as at the date of this document and is subject to changes therein and is not exhaustive. Levels and bases of taxation in those countries may change.

The volume of foreign investment in the stock markets of certain emerging markets may lead to significant delays in the time taken to register transfers of Shares. In addition local brokers and custodians may experience difficulties in settling and recording transactions because of the increased volume of trades and the amount of documentation being produced as a result.

*BMO Responsible Global Emerging Markets Equity* may invest in international issues of companies, which often trade at a premium to the market price of the underlying security. Fluctuations in the market price of the underlying security may have an exaggerated effect on the price of the international security.

The levels and bases of taxation, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

#### **4. Profile of Typical Investor**

Potential investors are warned that investment in *BMO Responsible Global Emerging Markets Equity* is subject to a high degree of risk. The stock markets and economies of emerging markets generally are volatile.

This Portfolio is intended for investors who are investing for long-term capital growth through investment predominantly in equity securities and some debt securities issued by listed companies in emerging markets. Investors must therefore be willing to accept a long-term investment with high volatility, stock market and currency risk.

The number and spread of *BMO Responsible Global Emerging Markets Equity*'s investments should reduce the exposure of *BMO Responsible Global Emerging Markets Equity* to the risks associated with any particular investment. Investment in *BMO Responsible Global Emerging Markets Equity* should, however, be regarded as long-term in nature and is only suitable for sophisticated investors who understand the risks involved. Potential investors should be aware that the value of Shares (and the income derived from them) can go down as well as up and that an investor may not recoup the amount originally invested.

## 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000,	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000,	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SEK</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *BMO Responsible Global Emerging Markets Equity*'s assets on a discretionary basis.

## **7. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **9. Reference Currency**

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

## **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

### **13. Listing**

Class A Shares – US\$ are listed on the Luxembourg Stock Exchange.

## **IX. F&C Portfolios Fund – F&C Global Smaller Cap Equity**

### **1. Name of the Portfolio**

F&C Global Smaller Cap Equity

### **2. Investment Objectives and Policy**

The investment objective of *F&C Global Smaller Cap Equity* is to make available to investors participation in a Portfolio consisting of listed securities of companies on a worldwide basis. The investment policy is directed towards achieving long-term capital growth through investment in small and medium sized companies.

*F&C Global Smaller Cap Equity* will invest primarily in equity and equity-linked securities (excluding convertible bonds and bonds with warrants) issued by small and medium sized companies. Small and medium sized companies will generally be companies with a maximum stock exchange capitalisation of US\$ 10 billion or equivalent at the time of purchase. The Portfolio may hold and continue to invest its assets in companies with a higher capitalisation if the capitalisation of the relevant company has reached or exceeded US\$ 15 billion or equivalent after acquisition by the Portfolio. The Portfolio may also hold cash, exchange traded funds and fixed interest securities should this be considered to be appropriate at any particular time. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

For the purpose of efficient portfolio management and for hedging purposes, the Portfolio may also invest in financial derivative instruments commensurate with *F&C Global Smaller Cap Equity*' investment objectives and subject to the provisions in section R "Investment Restrictions". Such financial derivative instruments may include swaps (including, but not limited to, total return swaps on equity baskets and equity indices) and financial futures contracts (including equity index, interest rate and currency futures and options contracts thereon).

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Global Smaller Cap Equity*.**

Risk spreading is achieved through *F&C Global Smaller Cap Equity* holding a balanced portfolio of securities. However, the investments of *F&C Global Smaller Cap Equity* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Global Smaller Cap Equity*' investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above and reliefs from such taxation are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C Global Smaller Cap Equity* may invest in equity warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the US\$, the Portfolio will be subject to currency movements. The fluctuation of the US\$ exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C Global Smaller Cap Equity*' investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

*F&C Global Smaller Cap Equity* may invest part of its assets in units or shares of exchange traded funds in accordance with the investment restrictions contained in the Prospectus. Such investments are subject to market fluctuations and to the risks inherent in all investments; accordingly, no assurance can be given that their investment objective will be achieved.

In respect of *F&C Global Smaller Cap Equity*' investment in exchange traded funds, there may be duplication of certain other fees and expenses such as management and advisory charges, custodian fees, administration fees, auditors' and legal fees and certain other administrative expenses. In relation to investments in exchange traded funds which are not related to the Investment Manager, there may in addition be a duplication of entrance and redemption fees.

#### *Absence of regulation and counterparty default with respect to OTC Derivative Transactions*

In general, there is less governmental regulation and supervision of transactions in the OTC markets (on which some of the instruments referred to in the investment policy may be transacted) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance

guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, the Portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Portfolio will sustain losses. The Portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Portfolio will not sustain losses as a result.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long-term capital growth through investment in securities issued by small and medium sized companies. Investors must therefore be willing to accept a long-term investment with a medium to high volatility.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C Global Smaller Cap Equity*' assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## 8. Redemption of Shares

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## 9. Reference Currency

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

## 10. Frequency of Calculation of the Net Asset Value

Each Valuation Date.

## 11. Publication of the Net Asset Value

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## 12. Dividends

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **X. F&C Portfolios Fund – BMO Global Total Return Bond**

### **1. Name of the Portfolio**

BMO Global Total Return Bond

### **2. Investment Objectives and Policy**

The investment objective of *BMO Global Total Return Bond* is to deliver a return through a combination of income and capital growth.

*BMO Global Total Return Bond* aims to achieve this objective through investing at least two thirds of its total assets in corporate bonds. In addition thereto, the Portfolio will invest in bonds issued by other entities including sovereign and supranational issuers.

*BMO Global Total Return Bond* may also invest in other transferable securities, collective investment schemes, money market instruments, deposits, cash and cash equivalent, financial derivative instruments and forward transactions as further described below.

Subject to the provisions contained in section R "Investment Restrictions", *BMO Global Total Return Bond* is permitted to deal in financial derivative instruments (including but not limited to financial futures contracts, currency forwards involving any currency, interest rate and inflation swaps, single name and index credit default swaps, interest rate futures, exchange traded futures and currency futures contracts), purchase put and call options written by others and write covered call options in respect of currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *BMO Global Total Return Bond's* assets or the base currency of a Share Class from adverse movements in interest rates or currency exchange rates. Such investments may be used for investment purposes, such as to replicate physical investment positions or to generate additional return in a risk controlled manner, to hedge investment risk or for the purpose of efficient portfolio management. Synthetic long positions as well as synthetic short positions may be taken through these financial derivative instruments.

Subject to the provisions contained in section R "Investment Restrictions" *BMO Global Total Return Bond* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

Hedged Share Classes will be hedged, at Share Class level and prior to investment into the Portfolio, against the EUR so as to minimise the impact of the hedged share class exchange rate fluctuation on the performance of the Portfolio. It should however be noted that it may not be possible to achieve a precise hedge of the value of the Hedged Share Classes, due to market movements in the value of the Portfolio's securities, subscriptions and redemptions of Shares and the time required to produce information and make any required adjustments to the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 105 per cent of the value of each Hedged Share Class. Changes in the value of the hedged portion of the portfolio, if any, or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the aforementioned limits.

### **3. Global Exposure to financial derivative instruments and expected level of leverage**

By virtue of its use of financial derivative instruments, the investment restrictions on "Financial Derivative Instruments" disclosed in the prospectus will not apply to *BMO Global Total Return Bond*. *BMO Global Total Return Bond* shall employ the absolute Value-at-Risk (VaR) approach for calculating its global exposure to financial derivative instruments.

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

- 1 month holding period
- 99 per cent confidence levels
- stress testing will also be applied on an ad hoc basis

The Portfolio's expected level of leverage is between 0% and 750% of the Net Asset Value of the Portfolio, although it is possible that the leverage might exceed this level from time to time. The leverage is calculated as the sum of notionals of the derivatives held in the Portfolio.

### **4. Risk Factors**

Potential investors should be aware of the risks associated with *BMO Global Total Return Bond's* investment policy and are advised to consult with their professional advisers, such as lawyers, accountants or investment advisers, when determining whether an investment in *BMO Global Total Return Bond* is suitable for them. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *BMO Global Total Return Bond*.

**BMO Global Total Return Bond** aims to deliver a positive return regardless of market conditions over a three year period but such a positive return is not guaranteed over this or any time period. Capital is at risk and on sale of shares in **BMO Global Total Return Bond** an investor may receive back less than the original investment.

**BMO Global Total Return Bond** may use derivatives for investment purposes, hedging purposes as well as for the purposes of efficient portfolio management. The use of derivatives may cause the net asset value of **BMO Global Total Return Bond** to have a high volatility or otherwise cause its risk profile to change. Where derivatives are used there is a possibility that the share price of **BMO Global Total Return Bond** may be more volatile than would otherwise have been the case.

Risk spreading is achieved through **BMO Global Total Return Bond** holding a balanced portfolio of securities. However, the investments of **BMO Global Total Return Bond** will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that **BMO Global Total Return Bond's** investment objectives will be achieved.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

**BMO Global Total Return Bond's** investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

The value of Shares and the level of distributions, if any, may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

## **5. Currency hedging**

Shares of **BMO Global Total Return Bond** are available in currencies (the "Class Currency") other than the reference currency of the Portfolio.

In respect of such currency Share Classes, the Investment Manager has the ability to hedge the Shares of such Classes in relation to the reference currency of the Portfolio. The Investment Manager will engage, for the exclusive account of such Share Class, in currency forward transactions in order to preserve the value of the Class Currency against the reference currency of the Portfolio.

Where undertaken, the effects of this hedging will be reflected in the Net Asset Value and, therefore, in the performance of the Classes. As a result, in extreme circumstances, currency hedging may impact the Net Asset Value of one class as compared to the Net Asset Value of a class denominated in another currency. Similarly, any expenses arising from such hedging transactions will be borne by the relevant Class in relation to which they have been incurred.

It should be noted that these hedging transactions may be entered into whether the Class Currency is declining or increasing in value relative to the relevant reference currency of the Portfolio and so, where such hedging is undertaken it may substantially protect investors in the relevant Share Class against a decrease in the value of the reference currency of the Portfolio relative to the Class Currency, but it may also preclude investors from benefiting from an increase in the value of the reference currency of the Portfolio.

Where the non-EUR assets of **BMO Global Total Return Bond** are hedged back to EUR this may protect the Portfolio against adverse movements in the value of EUR versus the currencies of the underlying assets but it may also preclude the Portfolio from benefiting from advantageous movements in the value of the EUR reference currency of the Portfolio versus the currencies of the underlying assets.

## **6. Profile of Typical Investor**

This Portfolio is intended for investors who are investing for total returns and are ambivalent whether this is achieved through long-term income or capital growth through investment in bonds issued by corporate issuers but also by other entities including sovereign and supranational issuers. Investors must therefore be willing to accept a long-term investment with a low to medium volatility, credit risk, interest rate risks and currency risks.

## 7. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class B Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class X Shares – CAS Hedged</b>	F&C Management Limited customers	The CAS\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CAS Hedged</b>	F&C Management Limited customers	The CAS\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CAS Hedged</b>	no restriction on issue	The CAS\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CAS Hedged</b>	Institutional Investors only	The CAS\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CAS Hedged</b>	Institutional Investors only	The CAS\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.

<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – KRW Hedged</b>	F&C Management Limited customers	The KRW equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – KRW Hedged</b>	F&C Management Limited customers	The KRW equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class B Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 8. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *BMO Global Total Return Bond's* assets on a discretionary basis.

## 9. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## 10. Redemption of Shares

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

#### **11. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

#### **12. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

#### **13. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* If and as long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

#### **14. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a semi-annual basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **XI.F&C Portfolios Fund – F&C Japanese Equity**

### **1. Name of the Portfolio**

F&C Japanese Equity

### **2. Investment Objectives and Policy**

The investment objective of *F&C Japanese Equity* is to achieve long-term capital appreciation by investing in listed Japanese companies.

*F&C Japanese Equity* will invest at least two thirds of its total assets in equity and equity-linked securities (excluding convertible bonds and bonds with warrants) of companies that are incorporated under the laws of, and have their registered office in, Japan, or that derive a predominant part of their economic activity from Japan, even if listed on a Stock Exchange elsewhere.

Reserves may be maintained in fixed interest securities on a short-term basis ancillary to the proper management of *F&C Japanese Equity*. Additionally, market conditions may make it advisable to maintain liquidity in fixed interest securities pending investment or re-investment. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

In addition to equity and equity-related securities, *F&C Japanese Equity* may also invest in warrants on equity and equity related securities qualifying as transferable securities.

*F&C Japanese Equity* is permitted to deal in currency forward contracts involving any currency and may enter into such contracts in appropriate circumstances, only in order to hedge the assets of *F&C Japanese Equity*'s portfolio and subject to the provisions contained in section R "Investment Restrictions".

Subject to the provisions contained in section R "Investment Restrictions", *F&C Japanese Equity* may enter into financial futures contracts (including equity index, interest rate and currency futures contracts), purchase put and call options written by others and write covered call options in respect of equities, currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *F&C Japanese Equity*'s assets from adverse movements in equity markets, interest rates or currency exchange rates. Such investments will only be used for hedging purposes – that is, if *F&C Japanese Equity* holds assets in its portfolio which are judged to possess a similar sensitivity to equity, interest rate and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. *F&C Japanese Equity* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Japanese Equity* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Japanese Equity*.**

Risk spreading is achieved through *F&C Japanese Equity* holding a balanced portfolio of securities. However, the investments of *F&C Japanese Equity* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Japanese Equity*'s investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C Japanese Equity* may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C Japanese Equity*'s investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long-term capital growth through investment in securities issued by listed Japanese companies. Investors must therefore be willing to accept a long-term investment with a medium volatility and a low to medium currency risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C Japanese Equity's* assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

#### **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

#### **9. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

#### **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

#### **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

#### **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

#### **13. Listing**

Class A Shares – Euro are listed on the Luxembourg Stock Exchange.

## **XII. F&C Portfolios Fund – F&C Plus Fund**

### **1. Name of the Portfolio**

F&C Plus Fund

### **2. Investment Objectives and Policy**

The investment objective of *F&C Plus Fund* is to maximise the return of the invested capital over the long term, measured in Euro, through investing primarily in fixed income securities, floating rate and other debt securities.

*F&C Plus Fund* will invest primarily in fixed income securities, floating rate notes and other debt securities including government bonds, equity-linked debt securities (such as convertibles), perpetual bonds, asset backed securities and mortgage backed securities issued in Euros; provided however that asset backed securities and mortgage backed securities may in aggregate not exceed 10% of the Portfolio's net assets. *F&C Plus Fund* may also invest up to 25 per cent of net assets in equities and preference shares or other assets that replicate equity exposure such as ETF's or through the sale and purchase of financial derivative instruments such as future contracts. Securities which are not denominated in Euro will be hedged into Euro.

Notwithstanding the foregoing, and subject to the provisions contained in section R "Investment Restrictions", *F&C Plus Fund* may, for hedging and efficient portfolio management purposes, enter into currency forward contracts, financial futures contracts (including interest rate and currency futures contracts), interest rate, index and performance swaps (including, but not limited to, total return swaps on equity baskets and equity indices), purchase put and call options written by others, write covered call options and invest in warrants and other instruments commensurate with *F&C Plus Fund* investment objectives.

*F&C Plus Fund* may hold cash and/or cash equivalent on an ancillary basis.

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Plus Fund*.**

The Investment Manager will endeavour to mitigate the risks associated with high yield securities by diversifying its holdings by issuer, industry and credit quality.

Risk spreading is achieved through *F&C Plus Fund* holding a balanced portfolio of securities. However, the investments of *F&C Plus Fund* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Plus Fund* investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

Investors contemplating an investment in *F&C Plus Fund* should recognise that the market value of, and the income derived from, securities in which *F&C Plus Fund* may invest can fluctuate and may not always reflect their underlying value. *F&C Plus Fund* is expected to comprise a wide-ranging portfolio, and may include medium to high yielding securities issued by issuers which may have a higher credit risk than many corporate bond issuers.

Receipt of income from debt securities and the redemption amount received on the maturity of debt securities is subject to the credit risk of the issuer.

Perpetual bonds make regular interest payments, but never redeem the principal amount; to get back the capital invested in such bonds, investors must sell them. Perpetual bonds often include a provision that gives the bond holder or the issuer an option to take some action against the other party. In the case the bonds has an embedded call option, the issuer retains the right to retire the debt fully or partially before the maturity or at any other pre-defined date. This call provision may be detrimental to investors who run the risk of losing a high-coupon bond. The put provision grants the investor the right to sell the issue back to the issuer at a certain date or dates. The issuer may have the option to redeem the security against cash, common stock or another debt instruments.

In addition to the normal risks related to investments in debt securities, perpetual bonds are exposed to additional risk. Timing or call risk: The issuer may retire all or part of the issue before maturity, this right will normally be exercised if market interest decline below the coupon rate of the issue and/or the credit risk of the issuer allows better funding opportunity. Volatility risk: in case the interest rate volatility increases the price of the security falls because the investor has given away a more valuable option. Marketability or liquidity risk: some of these investments are traded in a very tiny market, diminishing the ease with which such an investment may be sold. Maturity: As described above, perpetual bonds never redeem the principal amount unless a put provision is applicable and therefore capital invested can only be recovered through sale, subject to the above mentioned liquidity risk.

**F&C Plus Fund** may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As part of **F&C Plus Fund** assets and income may be held in currencies other than the Euro, the Portfolio will be subject to currency movements. The fluctuation of the Euro exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

**F&C Plus Fund** investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

*Absence of regulation and counterparty default with respect to OTC Derivative Transactions*

In general, there is less governmental regulation and supervision of transactions in the OTC markets (on which some of the instruments referred to in the investment policy may be transacted) than of transactions entered into on organised exchanges. In addition, many of the protections afforded to participants on some organised exchanges, such as the performance guarantee of an exchange clearing house, may not be available in connection with OTC transactions. Therefore, the Portfolio entering into OTC transactions will be subject to the risk that its direct counterparty will not perform its obligations under the transactions and that the Portfolio will sustain losses. The Portfolio will only enter into transactions with counterparties which it believes to be creditworthy, and may reduce the exposure incurred in connection with such transactions through the receipt of collateral from certain counterparties. Regardless of the measures the Fund may seek to implement to reduce counterparty credit risk, however, there can be no assurance that a counterparty will not default or that the Portfolio will not sustain losses as a result.

#### 4. Profile of Typical Investor

The Portfolio is intended for investors who are investing for long term income and capital growth through investment grade and non-investment grade fixed income, floating rate and other debt securities, issued predominately by European countries. Investors must therefore be willing to accept a long term investment with a medium to high volatility, a medium to high credit and interest rate risk and a low to medium currency risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5 per cent of the applicable NAV.	up to 2 per cent of the applicable NAV.	up to 0.0375 per cent of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5 per cent of the applicable NAV.	up to 1.5 per cent of the applicable NAV.	up to 0.0375 per cent of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

#### 6. Suitability

The Portfolio aims to take specific but diversified credit risk, although considerable price fluctuations cannot be ruled out. The high yield bond market demands a greater degree of risk tolerance and is therefore more suitable for long-term investments.

#### 7. Investment Manager

The Management Company has appointed F&C Portugal, Gestão de Patrimónios, S.A. as investment manager, to manage **F&C Plus Fund's** assets on a discretionary basis.

## **8. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from F&C Management Limited and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmation of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **9. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **10. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **11. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **12. Publication of the Net Asset Value**

The net asset value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* If and as long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **13. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

### **XIII. F&C Portfolios Fund – F&C Responsible Global Equity**

#### **1. Name of the Portfolio**

F&C Responsible Global Equity

#### **2. Investment Objectives and Policy**

*F&C Responsible Global Equity* focuses on long-term capital growth through investment in companies across the world. Its objective is to maximise returns through investment in an ethically screened and diverse universe of companies. *F&C Responsible Global Equity* will invest at least two thirds of its total assets in equity and equity related securities (excluding convertible bonds and bonds with warrants) of companies, in any market, that meet the ethical and sustainable criteria.

For inclusion in the investable universe, stocks are submitted by fund managers to the Investment Manager's Governance and Sustainable Investment (GSI) team, which screens companies against defined ethical and sustainable criteria using data providers and primary research. An external advisory council provides advice on ethical, social and environmental criteria and reviews screening decisions.

Ethical criteria include exclusions on tobacco, alcohol, weapons, gambling, nuclear and pornography. In addition, the Fund requires companies to meet sector standards on social and environmental impacts. Depending on the sector, these include systems for managing labour standards, human rights, supply chains, environmental impacts, water, waste and biodiversity.

*F&C Responsible Global Equity* may hold, on an ancillary basis, cash and short term fixed interest securities, should this be considered to be appropriate at any particular time. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

In addition to equity and equity-related securities, *F&C Responsible Global Equity* may also invest in warrants on transferable securities up to maximum exposure of 5 per cent of the net assets of the portfolio.

Subject to efficient portfolio management regulations *F&C Responsible Global Equity* is permitted to deal in currency forward contracts involving any currency and may enter into such contracts in appropriate circumstances, only in order to hedge the assets of *F&C Responsible Global Equity's* portfolio and subject to the provisions contained in section R "Investment Restrictions".

Subject to the provisions contained in section R "Investment Restrictions", and to Efficient Portfolio Management regulations *F&C Responsible Global Equity* may enter into financial futures contracts (including equity index, interest rate and currency futures contracts), purchase put and call options written by others and write covered call options in respect of equities, currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *F&C Responsible Global Equity's* assets from adverse movements in equity markets, interest rates or currency exchange rates. Such investments will only be used for hedging purposes – that is, if *F&C Responsible Global Equity* holds assets in its portfolio which are judged to possess a similar sensitivity to equity, interest rate and currency exchange rate movements as those deliverable under the futures or options contracts – or for the purpose of efficient portfolio management. *F&C Responsible Global Equity* may not enter into such a contract if immediately thereafter more than 25 per cent of its total net assets would result in being hedged.

Subject to the provisions contained in section R "Investment Restrictions", *F&C Responsible Global Equity* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

#### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C Responsible Global Equity*.**

Risk spreading is achieved through *F&C Responsible Global Equity* holding a balanced portfolio of equity and equity related securities. However, the investments of *F&C Responsible Global Equity* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C Responsible Global Equity's* investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C Responsible Global Equity* may invest in warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

*F&C Responsible Global Equity's* investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

#### 4. Profile of Typical Investor

This Portfolio is intended for investors who are investing not only for long-term capital growth but also through a socially responsible investment in equities of companies located worldwide. Investors must therefore be willing to accept a long-term investment with a low to medium volatility, market and currency risk.

#### 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 0.75% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager to manage *F&C Responsible Global Equity's* assets on a discretionary basis.

## 7. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

## **8. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **9. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **10. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **11. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **12. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **13. Listing**

Class I Shares – Euro are listed on the Luxembourg Stock Exchange.

## **XIV. F&C Portfolios Fund – F&C Responsible Sharia Global Equity**

This Appendix and the operation of the *F&C Responsible Sharia Global Equity* shall be governed by and is in accordance with Luxembourg law and regulation. In addition thereto, the Sharia Advisor to the Portfolio (detailed below), has reviewed this Appendix and has confirmed to the Board that the content thereof is consistent with the principles of Islamic Sharia. In the event of any conflict between the principles of Islamic Sharia and the provisions of Luxembourg law and regulation as applicable to *F&C Responsible Sharia Global Equity*, the Board and the Sharia Advisor to the Portfolio will together seek to determine an appropriate resolution to such conflict as soon as reasonably practicable after its existence has become apparent.

For the avoidance of doubt, *F&C Responsible Sharia Global Equity* as a Portfolio is separate from all other Portfolios within the Fund both in terms of its specific investment policy (as detailed below) and in terms of its assets and liabilities (i.e. the Portfolio can only be held liable for its own specific debts and liabilities and not for those of other Portfolios within the Fund).

### **1. Name of the Portfolio**

F&C Responsible Sharia Global Equity

### **2. Investment Objectives and Policy**

The investment objective of *F&C Responsible Sharia Global Equity* is to achieve long-term capital appreciation by investing its assets in equity and equity-related securities (excluding convertible bonds and bonds with warrants) of companies, in any market, whose products and operations are not felt to be harming the world, its people or its wildlife, are considered to be making a positive contribution to society and which adhere to Sharia principles and values as set out in the Islamic investment guidelines below (the "Islamic Investment Guidelines").

#### **Islamic Investment Guidelines for investments in equities and/or stocks:**

##### Prohibited Activities

*F&C Responsible Sharia Global Equity* shall not be permitted to invest in equities and/or stocks of companies whose activities are not in compliance with the Sharia and the Islamic investment guidelines (as advised upon by the Sharia Advisor from time to time).

In general, *F&C Responsible Sharia Global Equity* shall not invest in stock of a company which belongs to any of the following industries or whose total income derived from the non-compliant activities listed below (i.e. non-permissible income) divided by its permissible income (i.e. its total income minus non-permissible income) exceeds 5 per cent:

1. Conventional banking, financial services, insurance or any other interest-related activity both operational and non operational.
2. Interest bearing investments (for example, bonds and interest bearing funds).
3. Companies involved in the trading of debt.
4. Alcohol.
5. Tobacco.
6. Arms Manufacturing (weapons and defence) and Violent and Mature Gaming.
7. Entertainment (hotels, casinos / gambling, cinema, pornography, music, etc.).
8. Pork production, packaging and processing or any other activity related to pork etc.
9. Trading and hedging of gold and silver on deferred basis.

In addition, *F&C Responsible Sharia Global Equity* shall not invest in preference stock issued by any company, and derivative products including options and futures issued by any company.

In addition to the diversification rules set forth under section R. "Investment Restrictions", *F&C Responsible Sharia Global Equity* shall apply the following diversification criteria:

- the minimum investment in securities of any one issuer, at the time of purchase, shall not be less than 0.5 per cent of the Portfolio's net asset value;
- the maximum investment in securities of any one issuer may not exceed 3 per cent in small and medium sized companies (up to US\$ 6 billion in stock exchange capitalisation) and a maximum of 5 per cent in large companies (over US\$ 6 billion in stock exchange capitalisation).

The stock selection is to be made, observing certain quantitative financial screens using verified financial positions of the corporations. These screens are as follows:

1. The total amount raised in interest bearing debt, whether long-term or short-term, should not exceed 33.33 per cent of the total assets of the corporation.
2. The total interest bearing cash deposits and investments, whether long-term or short-term, and short-term money market securities, should not exceed 33.33 per cent of the total assets of the corporation.

**F&C Responsible Sharia Global Equity** may hold, on an ancillary basis and in a Sharia-compliant way, cash (in non-interest bearing deposits) and short-term Sharia-compliant fixed income securities, money market instruments, Sharia-compliant structured notes and Sharia-compliant funds, should this be considered to be appropriate at any particular time. In normal market conditions investment in these instruments will not exceed 15 per cent of the Portfolio's Net Asset Value.

For the avoidance of doubt, the Investment Manager will receive direction from the Sharia Advisor, with regards to the compliance of investments with the Islamic Investment Guidelines, subject always to the compliance with Luxembourg law. Pursuant to this direction the Investment Manager will, for example, not invest in securities or other financial instruments which, in the opinion of the Sharia Advisor, are not or are no longer, in compliance with the Islamic Investment Guidelines.

**F&C Responsible Sharia Global Equity** will utilise F&C's in-house sustainability research and screening process, which covers the following areas:

Positive Criteria

**F&C Responsible Sharia Global Equity** will seek to invest in companies that demonstrate the following:

- Supplying the basic necessities of life
- Good environmental management
- Promotion and protection of human rights and labour standards
- Positive relations with local communities, and good management of supplier and customer relations
- Effective anti-corruption controls
- Transparent communication

Negative Criteria (overlay on Sharia negative screens detailed above)

- Unnecessary exploitation of animals
- Poor environmental practices
- Significant human rights and labour abuses

Poor relations with key stakeholders

### **3. Investment**

**F&C Responsible Sharia Global Equity** is prohibited from placing any cash on interest bearing deposit and is prohibited from investing in any interest-bearing securities or instruments, derivatives and conventional funds (including other sub-funds of the Fund).

### **4. Borrowing**

**F&C Responsible Sharia Global Equity** is prohibited from borrowing at interest and Section E "Borrowing" will not apply to **F&C Responsible Sharia Global Equity Fund**.

### **5. Definitions**

Sharia when used in this Appendix means the principles, precepts and tenets of Islamic law derived from the Qur'an and from the teachings and examples of the Holy Prophet Muhammad, peace be upon him, as interpreted by the Sharia Advisor.

Fatwa when used in this Appendix means a legal pronouncement, opinion or ruling in Arabic or English issued by qualified Sharia scholars from the Sharia Advisor, which confirms the compliance of the Fund's investment guidelines with Sharia law.

### **6. Risk Factors**

**Potential investors should consult their own Sharia advisor, stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in F&C Responsible Sharia Global Equity.**

Risk spreading is achieved through *F&C Responsible Sharia Global Equity* holding a balanced portfolio of equity and equity related securities. However, the investments of *F&C Responsible Sharia Global Equity* will be subject to market fluctuations, other risks normally associated with any investment and additional risks arising from Sharia compliance and there can be no assurance that *F&C Responsible Sharia Global Equity* investment objectives will be achieved. The Portfolio's investments will also be constrained by the restrictions set out within the Islamic Investment Guidelines and the value of Shares and the level of distributions may be affected by the requirement to cleanse income in accordance with the purification procedures set out in this Appendix.

The value of Shares and the level of distributions may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C Responsible Sharia Global Equity's* investments may be adversely affected by changes in local laws, taxes and exchange controls, the value of such stock may also be affected by challenges to the Fatwa or religious pronouncement issued by the Sharia Advisor, by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

### **Additional Risk Factors**

#### **Sharia Compliance Risk**

The Sharia Advisor has been engaged to independently determine whether *F&C Responsible Sharia Global Equity* is compliant with Sharia requirements. The Sharia Advisor acts independently from *F&C Responsible Sharia Global Equity*. *F&C Responsible Sharia Global Equity* makes no representations or warranties, express or implied, with respect to the fairness, correctness, accuracy, reasonableness or completeness of any determination or guidance issued by the Sharia Advisor. In the event that the status of such Sharia compliance should change, *F&C Responsible Sharia Global Equity* accepts no liability in relation to such change. In deciding whether to become an investor in *F&C Responsible Sharia Global Equity*, prospective investors should not rely on the pronouncement, guidance or determination of the Sharia Advisor and shall by becoming an investor be deemed to have confirmed that they have not relied on any such pronouncement, guidance or determination. Each investor shall, by becoming an investor, be deemed to have confirmed that they are satisfied that investing in *F&C Responsible Sharia Global Equity* or a share class will not contravene Sharia principles. Prospective investors should consult their own Sharia advisors as to whether investing in *F&C Responsible Sharia Global Equity* is compliant or not with Sharia.

Subject to the investment objectives and investment policies of *F&C Responsible Sharia Global Equity* described above, it will not be investing in interest-bearing securities, warrants or options, futures or swaps. Consequently *F&C Responsible Sharia Global Equity's* possibility to make returns that might otherwise have been available to it is reduced.

In the unlikely event that it is issued with warrants as a result of it holding equity securities, *F&C Responsible Sharia Global Equity* will dispose of such warrants as soon as practicable which may lead to the Portfolio obtaining a price lower than that obtainable in the market on disposal of such warrants. Proceeds from such disposal will have to be purified in accordance with the procedures set out in this Appendix.

*F&C Responsible Sharia Global Equity* will not be able to hedge against foreign exchange risk and consequently this increases the Portfolio's currency risk.

Cash balances held by *F&C Responsible Sharia Global Equity* from time to time may be deposited on terms which shall not grant any interest income on the sum deposited to the benefit of *F&C Responsible Sharia Global Equity*.

The investment objectives and investment policies of *F&C Responsible Sharia Global Equity* shall at all times be made in accordance with the Islamic Investment Guidelines and the investment objectives and investment policies of *F&C Responsible Sharia Global Equity*. Consequently, there are a limited number of equity securities that are available to *F&C Responsible Sharia Global Equity* and therefore *F&C Responsible Sharia Global Equity's* investments may be concentrated in a lesser number of stocks than a comparable non-Sharia-compliant fund of the same size.

Whilst *F&C Responsible Sharia Global Equity* should invest within the parameters as set down by the Sharia Advisor, no warranty is given as to its compliance with Sharia. Investors are solely responsible for their own due diligence as regards Sharia compliance.

The purification process may lead to the returns to investors being reduced (for more information, please refer to the "Calculation of Net Asset Value, Purification of Cash Dividends and Prohibited Income" section of this Appendix).

## 7. Profile of Typical Investor

This Portfolio is intended for investors who are investing for long term capital growth through a socially responsible investment with the benefit of a Sharia-compliant oversight in equities of companies located worldwide. Investors must therefore be willing to accept a long term investment with a medium to high volatility, market and currency risk.

## 8. Share Classes

At the date of this Prospectus, the following Classes of Shares will be available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €25,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class K Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000 inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SGD</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SGD</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SGD</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

**F&C Responsible Sharia Global Equity** is prohibited from issuing preference shares and will only issue ordinary shares.

## 9. Investment Manager and Sharia Advisor

The Management Company has appointed F&C Management Limited as Investment Manager to manage **F&C Responsible Sharia Global Equity's** assets on a discretionary basis. The Investment Manager has retained IdealRatings Inc. ("IdealRatings") to provide a proprietary, online investment screening research service which enables the Investment Manager to access and research Sharia-compliant companies and their stock.

Shariyah Review Bureau W.L.L. ("SRB") has been appointed to act as the Sharia advisor to **F&C Responsible Sharia Global Equity** ("Sharia Advisor") by IdealRatings. All fees and expenses payable to SRB in relation to the provision of its services will be charged to **F&C Responsible Sharia Global Equity**. SRB's services will include the following:

- (a) Shariah Scholars: IdealRatings (through SRB) will allocate 3 Sharia scholars to provide the requisite Islamic scholarly approval.
- (b) Issuing of Fatwas (or amendments to such Fatwas) indicating Islamic scholarly approval of the Fund's investment restrictions and guidelines, as amended from time to time;
- (c) assisting, where required, in providing advisory services entailing necessary information and clarification which may be required by **F&C Responsible Sharia Global Equity** and/or its potential investors in regards to Sharia compliance issues.
- (d) conducting quarterly Sharia compliance audits and issue of annual Sharia Audit Report accompanied by a Compliance Certification. All audit related activities will be performed in accordance with the terms of the Fatwa; and

(e) providing any other services normally undertaken by a Sharia advisor for a fund similar to the *F&C Responsible Sharia Global Equity*.

#### **10. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from the Administrator for the Fund and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

#### **11. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

#### **12. Conversion of Shares**

Shareholders in *F&C Responsible Sharia Global Equity* will not be able to convert their Shares into Shares of another Portfolio and Section L "Conversion of Shares" above will not apply to *F&C Responsible Sharia Global Equity*.

#### **13. Merger**

*F&C Responsible Sharia Global Equity* will not be subject to any possible merger with any other Portfolio of the Fund.

#### **14. Reference Currency**

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

#### **15. Frequency of Calculation of the Net Asset Value**

Each Valuation Date

#### **16. Purification Method**

The methodology to be utilised by the Investment Manager for the cleansing of interest income and each cash dividend and the charity to which any cleansed amount of interest income and of each cash dividend will be paid will be determined from time to time in accordance with Sharia by the Investment Manager under the guidance of the Sharia Advisor.

In addition, should the Investment Manager purchase any securities which are non-Sharia compliant, any realised gains resulting from the sale of these assets and any income earned will be cleansed from the Net Asset Value of the Portfolio and paid to the nominated charity as above. Similarly any losses sustained as a result of any sale of non-Sharia compliant assets will be compensated to the Portfolio by the Investment Manager. This is in order to purify the Portfolio. For the avoidance of doubt, the aforementioned cleansing and compensation provisions will not apply to any securities which at the time of purchase by the Investment Manager are Sharia compliant but then at a later date become non-Sharia compliant. In such circumstances, the Investment Manager would have 90 days from the date the relevant securities become non-compliant to dispose of such securities.

#### **17. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered or at the Board's discretion) and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **18. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution. With respect to Class K Shares, it is the Board's intention to declare dividends on a semi-annual basis, payable on the last Business Day in June and in January. The attention of investors is drawn to the fact that, particularly with respect to Class K Shares, the Board may make use of the possibility to pay distributions out of capital should sufficient income not be available and subject to the conditions set out in section H "Dividend Policy". Any distribution out of capital made to Shareholders of Class K Shares will not harm the pecuniary interests of the Shareholders of other Share Classes.

Any dividend paid will be subject to income cleansing in accordance with guidelines and procedures set out in this Appendix.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **XV. F&C Portfolios Fund – F&C US Smaller Companies**

### **1. Name of the Portfolio**

F&C US Smaller Companies

### **2. Investment Objectives and Policy**

The investment objective of *F&C US Smaller Companies* is to make available to investors participation in a Portfolio consisting of securities of United States companies listed on United States Stock Exchanges or NASDAQ. The investment policy is directed towards achieving long-term capital growth through investment in small and medium sized companies.

*F&C US Smaller Companies* will invest at least two thirds of its total assets in equity and equity-linked securities (excluding convertible bonds and bonds with warrants) of small capitalisation companies that are incorporated under the laws of, and have their registered office in the United States, or that derive a predominant part of their economic activity from the United States, even if listed elsewhere. The Portfolio will invest in companies with a maximum stock exchange capitalisation of US\$ 10 billion or equivalent at the time of purchase. The Portfolio may hold and continue to invest its assets in companies with a higher capitalisation if the capitalisation of the relevant company has reached or exceeded US\$ 10 billion or equivalent after acquisition by the Portfolio.

The Portfolio may hold, on an ancillary basis, cash and fixed interest securities should this be considered to be appropriate at any particular time. In normal market conditions investment in liquid assets and debt instruments of any kind will not exceed 15 per cent of the Portfolio's Net Asset Value.

### **3. Risk Factors**

**Potential investors should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser before investing. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *F&C US Smaller Companies*.**

Risk spreading is achieved through *F&C US Smaller Companies* holding a balanced portfolio of securities. However, the investments of *F&C US Smaller Companies* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *F&C US Smaller Companies'* investment objectives will be achieved. The value of Shares and the level of distributions may go down as well as up.

The levels and bases of taxation set out in section F "Fiscal Considerations" above and reliefs from such taxation are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*F&C US Smaller Companies* may invest in equity warrants, which often involve a high degree of gearing so that a relatively small movement in the price of the security to which the warrant relates may result in a disproportionately large movement, unfavourable as well as favourable, in the price of the warrant.

As the majority of the Portfolio's assets and income may be held in currencies other than the US\$, the Portfolio will be subject to currency movements. The fluctuation of the US\$ exchange rate relative to other currencies may affect the asset value of the Shares of the Portfolio.

*F&C US Smaller Companies'* investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

### **4. Profile of Typical Investor**

This Portfolio is intended for investors who are investing for long-term capital growth through investment in securities issued by small and medium sized companies listed in the United States. Investors must therefore be willing to accept a long-term investment with a medium to high volatility.

## 5. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

<b>Share Class</b>	<b>Investors Restriction</b>	<b>Initial Minimum Investment</b>	<b>Front End Fee (max)</b>	<b>Investment Management Fee (max)</b>	<b>Management Company Fee</b>
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class C Shares – US\$</b>	specific distributors	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class C Shares – GBP</b>	specific distributors	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class C Shares – Euro</b>	specific distributors	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class C Shares are only available through specific distributors. For application of Class C Shares, please contact the Administrative Agent: State Street Bank Luxembourg S.C.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 6. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *F&C US Smaller Companies'* assets on a discretionary basis.

## 7. Application for Shares

Shares will normally be issued on each Portfolio Dealing Day. A "Portfolio Dealing Day" for the purpose of this Portfolio will be any full bank business day in Luxembourg and London on which the United States Stock Exchanges and NASDAQ are open for regular business. Applications for Shares must be delivered to the Fund in writing no later than 06:00 a.m. (Luxembourg time) on the Portfolio Dealing Day on which the subscription is intended to occur. Applications received after 06:00 a.m. (Luxembourg time) will be treated as if they were received for the next Portfolio Dealing Day.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

## 8. Redemption of Shares

Shares may normally be redeemed on each Portfolio Dealing Day. A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund no later than 06:00 a.m. (Luxembourg time) on the Portfolio Dealing Day on which he wishes that redemption to occur. Shares for which redemption requests are received after 06:00 a.m. (Luxembourg time) will be redeemed at their Net Asset Value calculated on the following Portfolio Dealing Day.

## 9. Reference Currency

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

## 10. Frequency of Calculation of the Net Asset Value

Each Portfolio Dealing Day.

## 11. Publication of the Net Asset Value

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## 12. Dividends

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

### **13. Listing**

Class A Shares – US\$ are listed on the Luxembourg Stock Exchange.

## **XVI. F&C Portfolios Fund – BMO Global Absolute Return Bond**

### **1. Name of the Portfolio**

BMO Global Absolute Return Bond

### **2. Investment Objectives and Policy**

The investment objective of *BMO Global Absolute Return Bond* is to deliver a return through a combination of income and capital growth.

*BMO Global Absolute Return Bond* seeks to deliver an absolute return irrespective of bond market direction.

*BMO Global Absolute Return Bond* aims to achieve this objective through investing at least two thirds of its total assets in corporate bonds. In addition thereto, the Portfolio will invest in bonds issued by other entities including sovereign and supranational issuers.

*BMO Global Absolute Return Bond* may also invest in other transferable securities, collective investment schemes, money market instruments, deposits, cash and cash equivalent, financial derivative instruments and forward transactions as further described below.

Subject to the provisions contained in section R "Investment Restrictions", *BMO Global Absolute Return Bond* is permitted to deal in financial derivative instruments (including but not limited to financial futures contracts, currency forwards involving any currency, interest rate and inflation swaps, single name and index credit default swaps, interest rate futures, exchange traded futures and currency futures contracts), purchase put and call options written by others and write covered call options in respect of currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *BMO Global Absolute Return Bond's* assets or the base currency of a Share Class from adverse movements in interest rates or currency exchange rates. Such investments may be used for investment purposes, such as to replicate physical investment positions or to generate additional return in a risk controlled manner, to hedge investment risk or for the purpose of efficient portfolio management. Synthetic long positions as well as synthetic short positions may be taken through these financial derivative instruments.

Subject to the provisions contained in section R "Investment Restrictions" *BMO Global Absolute Return Bond* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

Hedged Share Classes will be hedged, at Share Class level and prior to investment into the Portfolio, against the EUR so as to minimise the impact of the hedged share class exchange rate fluctuation on the performance of the Portfolio. It should however be noted that it may not be possible to achieve a precise hedge of the value of the Hedged Share Classes, due to market movements in the value of the Portfolio's securities, subscriptions and redemptions of Shares and the time required to produce information and make any required adjustments to the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 105 per cent of the value of each Hedged Share Class. Changes in the value of the hedged portion of the portfolio, if any, or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the aforementioned limits.

### **3. Global Exposure to financial derivative instruments and expected level of leverage**

By virtue of its use of financial derivative instruments, the investment restrictions on "Financial Derivative Instruments" disclosed in the prospectus will not apply to *BMO Global Absolute Return Bond*. *BMO Global Absolute Return Bond* shall employ the absolute Value-at-Risk (VaR) approach for calculating its global exposure to financial derivative instruments.

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

- 1 month holding period
- 99 per cent confidence levels
- stress testing will also be applied on an ad hoc basis

The Portfolio's expected level of leverage is between 0% and 750% of the Net Asset Value of the Portfolio, although it is possible that the leverage might exceed this level from time to time. The leverage is calculated as the sum of notionals of the derivatives held in the Portfolio.

### **4. Risk Factors**

Potential investors should be aware of the risks associated with *BMO Global Absolute Return Bond's* investment policy and are advised to consult with their professional advisers, such as lawyers, accountants or investment advisers, when determining whether an investment in *BMO Global Absolute Return Bond* is suitable for them. These risk factors are not

intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in ***BMO Global Absolute Return Bond***.

***BMO Global Absolute Return Bond*** aims to deliver a positive return regardless of market conditions over a twelve month period but such a positive return is not guaranteed over this or any time period. Capital is at risk and on sale of shares in ***BMO Global Absolute Return Bond*** an investor may receive back less than the original investment.

***BMO Global Absolute Return Bond*** may use derivatives for investment purposes, hedging purposes as well as for the purposes of efficient portfolio management. The use of derivatives may cause the net asset value of ***BMO Global Absolute Return Bond*** to have a higher volatility or otherwise cause its risk profile to change. Where derivatives are used there is a possibility that the share price of ***BMO Global Absolute Return Bond*** may be more volatile than would otherwise have been the case.

Risk diversification is achieved through ***BMO Global Absolute Return Bond*** holding a balanced portfolio of securities. However, the investments of ***BMO Global Absolute Return Bond*** will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that ***BMO Global Absolute Return Bond's*** investment objectives will be achieved.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

***BMO Global Absolute Return Bond's*** investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

The value of Shares and the level of distributions, if any, may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

## **5. Currency hedging**

Shares of ***BMO Global Absolute Return Bond*** are available in currencies (the "Class Currency") other than the reference currency of the Portfolio.

In respect of such currency Share Classes, the Investment Manager has the ability to hedge the Shares of such Classes in relation to the reference currency of the Portfolio. The Investment Manager will engage, for the exclusive account of such Share Class, in currency forward transactions in order to preserve the value of the Class Currency against the reference currency of the Portfolio.

Where undertaken, the effects of this hedging will be reflected in the Net Asset Value and, therefore, in the performance of the Classes. As a result, in extreme circumstances, currency hedging may impact the Net Asset Value of one class as compared to the Net Asset Value of a class denominated in another currency. Similarly, any expenses arising from such hedging transactions will be borne by the relevant Class in relation to which they have been incurred.

It should be noted that these hedging transactions may be entered into whether the Class Currency is declining or increasing in value relative to the relevant reference currency of the Portfolio and so, where such hedging is undertaken it may substantially protect investors in the relevant Share Class against a decrease in the value of the reference currency of the Portfolio relative to the Class Currency, but it may also preclude investors from benefiting from an increase in the value of the reference currency of the Portfolio.

Where the non-EUR assets of ***BMO Global Absolute Return Bond*** are hedged back to EUR this may protect the Portfolio against adverse movements in the value of EUR versus the currencies of the underlying assets but it may also preclude the Portfolio from benefiting from advantageous movements in the value of the EUR reference currency of the Portfolio versus the currencies of the underlying assets.

## **6. Profile of Typical Investor**

The objective of ***BMO Global Absolute Return Bond*** is to provide an absolute return through a diversified allocation towards fixed income securities consistent with the preservation of capital over the medium term. Investors should be ambivalent to how the return is produced either by income or capital growth. Investors in ***BMO Global Absolute Return Bond*** should be willing to accept a long term investment with a low to medium volatility, credit risk, interest rate risk and currency risk which is capable of delivering the returns irrespective of whether fixed income markets go up or down.

## 7. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

Share Class	Investors Restriction	Initial Minimum Investment	Front End Fee (max)	Investment Management Fee (max)	Management Company Fee
<b>Class A Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class B Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$ Hedged</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$ Hedged</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – US\$ Hedged</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CAS Hedged</b>	Institutional Investors only	The CA\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CAS Hedged</b>	Institutional Investors only	The CA\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Acc Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CAS Hedged</b>	F&C Management Limited customers	The CA\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CAS Hedged</b>	F&C Management Limited customers	The CA\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CAS Hedged</b>	no restriction on issue	The CA\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CAS Hedged</b>	Institutional Investors only	The CA\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CAS Hedged</b>	Institutional Investors only	The CA\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.

<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – KRW Hedged</b>	F&C Management Limited customers	The KRW equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – KRW Hedged</b>	F&C Management Limited customers	The KRW equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – KRW Hedged</b>	no restriction on issue	The KRW equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – KRW Hedged</b>	Institutional Investors only	The KRW equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	0.20% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## **8. Investment Manager**

F&C Management Limited has been appointed as Investment Manager, to manage *BMO Global Absolute Return Bond*'s assets on a discretionary basis.

## **9. Application for Shares**

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## **10. Redemption of Shares**

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## **11. Reference Currency**

The reference currency of the Portfolio is the Euro.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in Euro.

## **12. Frequency of Calculation of the Net Asset Value**

Each Valuation Date.

## **13. Publication of the Net Asset Value**

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com) \*

\* As long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## **14. Dividends**

As at the date of this Prospectus, the Board intends to maintain UK reporting fund status only in relation to certain Share Class(es). The name(s) of the/those Share Class(es) is/are available at the following link:

<https://www.gov.uk/offshore-funds-distributing-and-reporting-funds>

In relation to the distributing Share Classes, the Board may declare dividends on a semi-annual basis or more frequently if sufficient amounts are available for distribution except that for the distributing GBP Share Classes, the Board may declare dividends on a monthly basis.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.

## **XVII. F&C Portfolios Fund – BMO Global Equity Market Neutral (SICAV)**

### **1. Name of the Portfolio**

BMO Global Equity Market Neutral (SICAV)

### **2. Investment Objective and Policy**

The investment objective of *BMO Global Equity Market Neutral (SICAV)* is to deliver a positive absolute return in the form of capital growth, over the medium term in all market conditions.

*BMO Global Equity Market Neutral (SICAV)* aims to achieve this objective through investing in derivatives on customised baskets of global equity securities, using a total return swap. The equity securities are selected by the Investment Manager for purchase or sale using a systematic stock selection process to hold a long position in the investments it favours and a synthetic short position in the investments it does not favour.

*BMO Global Equity Market Neutral (SICAV)* may also invest in other transferable securities, collective investment schemes, money market instruments, deposits, cash and cash equivalent, financial derivative instruments and forward transactions as further described below.

Subject to the provisions contained in section R "Investment Restrictions", *BMO Global Equity Market Neutral (SICAV)* is permitted to deal in financial derivative instruments (including but not limited to financial futures contracts, total return swaps on strategies, such as long/short strategies on global equity securities, currency forwards involving any currency, interest rate and inflation swaps, single name and index credit default swaps, interest rate futures, exchange traded futures and currency futures contracts), purchase put and call options written by others and write covered call options in respect of currencies or financial futures contracts if, in the opinion of the Investment Manager, such contracts will protect the value of *BMO Global Equity Market Neutral (SICAV)*'s assets or the base currency of a Share Class from adverse movements in interest rates or currency exchange rates. Such investments may be used for investment purposes, such as to replicate physical investment positions, taking additional synthetic long and short positions, or to generate additional return in a risk controlled manner, to hedge investment risk or for the purpose of efficient portfolio management. All such permitted transactions must be effected through first class financial institutions specialised in this type of transaction, as further described under XI. in section R "Investment Restrictions", sub-section "OTC Counterparties".

Subject to the provisions contained in section R "Investment Restrictions" *BMO Global Equity Market Neutral (SICAV)* may lend its portfolio securities and enter into repurchase agreements with first class financial institutions.

Hedged Share Classes will be hedged, at Share Class level and prior to investment into the Portfolio, against the USD so as to minimise the impact of the hedged share class exchange rate fluctuation on the performance of the Portfolio. It should however be noted that it may not be possible to achieve a precise hedge of the value of the Hedged Share Classes, due to market movements in the value of the Portfolio's securities, subscriptions and redemptions of Shares and the time required to produce information and make any required adjustments to the relevant hedging positions. As a result thereof, the hedging coverage may, under normal market conditions, vary between 95 per cent and 105 per cent of the value of each Hedged Share Class. Changes in the value of the hedged portion of the portfolio, if any, or the volume of subscriptions and redemptions may however lead to the level of currency hedging temporarily surpassing the aforementioned limits.

### **3. Global Exposure to financial derivative instruments and expected level of leverage**

By virtue of its extensive use of financial derivative instruments, the investment restrictions on "Financial Derivative Instruments" disclosed in the prospectus will not apply to *BMO Global Equity Market Neutral (SICAV)*. *BMO Global Equity Market Neutral (SICAV)* shall employ the absolute Value-at-Risk (VaR) approach for calculating its global exposure to financial derivative instruments.

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

- 1 month holding period
- 99 per cent confidence levels
- stress-testing will also be applied on an ad hoc basis

The Portfolio's expected level of leverage is between 0% and 100% of the Net Asset Value of the Portfolio, although it is possible that the leverage might exceed this level from time to time. The leverage is calculated as the sum of notionals of the derivatives held in the Portfolio. However, as the Portfolio is using total return swaps (as described above), a look-through approach has also been used to calculate the expected maximum level of leverage. In this case, the expected level of leverage shall, under normal circumstances, not exceed 600% of the Net Asset Value of the Portfolio.

#### 4. Risk Factors of the Portfolio

Potential investors should be aware of the risks associated with *BMO Global Equity Market Neutral (SICAV)*'s investment policy and are advised to consult with their professional advisers, such as lawyers, accountants or investment advisers, when determining whether an investment in *BMO Global Equity Market Neutral (SICAV)* is suitable for them. These risk factors are not intended to be exhaustive and there may be other risk factors which a potential investor should consider prior to investing in Shares in *BMO Global Equity Market Neutral (SICAV)*.

*BMO Global Equity Market Neutral (SICAV)* aims to deliver a positive return regardless of market conditions over a three year period but such a positive return is not guaranteed over this or any time period. Capital is at risk and on sale of shares in *BMO Global Equity Market Neutral (SICAV)* an investor may receive back less than the original investment.

The use of derivatives may cause the net asset value of *BMO Global Equity Market Neutral (SICAV)* to have a high volatility or otherwise cause its risk profile to change. Where derivatives are used there is a possibility that the share price of *BMO Global Equity Market Neutral (SICAV)* may be more volatile than would otherwise have been the case.

The investments of *BMO Global Equity Market Neutral (SICAV)* are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in the value of investments of *BMO Global Equity Market Neutral (SICAV)* will occur and there is no certainty that the investment objective of *BMO Global Equity Market Neutral (SICAV)* will be achieved. The value of Shares invested in the Portfolio and the level of distributions may go down as well as up.

Risk spreading is achieved through *BMO Global Equity Market Neutral (SICAV)* holding a balanced portfolio of securities. However, the investments of *BMO Global Equity Market Neutral (SICAV)* will be subject to market fluctuations and other risks normally associated with any investment and there can be no assurance that *BMO Global Equity Market Neutral (SICAV)*'s investment objectives will be achieved.

The levels and bases of taxation set out in section F "Fiscal Considerations" above, and reliefs from such taxation, are subject to change and their value, in certain circumstances, depends on an investor's individual circumstances.

*BMO Global Equity Market Neutral (SICAV)*'s investments may be adversely affected by changes in local laws, taxes and exchange controls. The value of such stock may also be affected by legal action brought by third parties, governments or global authorities, or by changes to legislation or the actions of regulatory authorities.

The value of Shares and the level of distributions, if any, may go down as well as up. In addition, the Net Asset Value of each Class of Shares, as expressed in its base currency, will fluctuate in accordance with changes in the foreign exchange rate between the base currency and the currencies in which the underlying securities in the Portfolio are denominated, limited by the extent to which the foreign exchange risk is hedged away and which may vary from Share Class to Share Class.

#### 5. Currency hedging

Shares of *BMO Global Equity Market Neutral (SICAV)* are available in currencies (the "Class Currency") other than the reference currency of the Portfolio.

In respect of such currency Share Classes, the Investment Manager has the ability to hedge the Shares of such Classes in relation to the reference currency of the Portfolio. The Investment Manager will engage, for the exclusive account of such Share Class, in currency forward transactions in order to preserve the value of the Class Currency against the reference currency of the Portfolio.

Where undertaken, the effects of this hedging will be reflected in the Net Asset Value and, therefore, in the performance of the Classes. As a result, in extreme circumstances, currency hedging may impact the Net Asset Value of one class as compared to the Net Asset Value of a class denominated in another currency. Similarly, any expenses arising from such hedging transactions will be borne by the Class on whose behalf the expenses have been incurred.

It should be noted that these hedging transactions may be entered into whether the Class Currency is declining or increasing in value relative to the relevant reference currency of the Portfolio and so, where such hedging is undertaken it may substantially protect investors in the relevant Share Class against a decrease in the value of the reference currency of the Portfolio relative to the Class Currency, but it may also preclude investors from benefiting from an increase in the value of the reference currency of the Portfolio.

Where the non-USD assets of *BMO Global Equity Market Neutral (SICAV)* are hedged back to USD this may protect the Portfolio against adverse movements in the value of USD versus the currencies of the underlying assets but it may also preclude the Portfolio from benefiting from advantageous movements in the value of the USD reference currency of the Portfolio versus the currencies of the underlying assets.

## 6. Profile of Typical Investor

The Portfolio is intended for investors who are seeking capital growth over the medium term through exposure to a global long/short equity market neutral strategy by means of investment in the shares of **BMO Global Equity Market Neutral (SICAV)**. Investors must be therefore willing to accept medium term investment approach adopted in relation to the management of the assets of **BMO Global Equity Market Neutral (SICAV)**.

## 7. Share Classes

At the date of this Prospectus, the following Classes of Shares are available for subscription:

Share Class	Investors Restriction	Initial Minimum Investment	Front End Fee (max)	Investment Management Fee (max)	Management Company Fee
<b>Class A Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – US\$</b>	F&C Management Limited customers	The US\$ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – US\$</b>	no restriction on issue	The US\$ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Acc Shares – US\$</b>	Institutional Investors only	The US\$ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – Euro Hedged</b>	no restriction on issue	€2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – Euro Hedged</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – Euro Hedged</b>	F&C Management Limited customers	€1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – Euro Hedged</b>	no restriction on issue	€5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – Euro Hedged</b>	Institutional Investors only	€5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class I Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – GBP Hedged</b>	F&C Management Limited customers	The £ equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – GBP Hedged</b>	no restriction on issue	The £ equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – GBP Hedged</b>	Institutional Investors only	The £ equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class F Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CAS Hedged</b>	F&C Management Limited customers	The CAS equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – CAS Hedged</b>	F&C Management Limited customers	The CAS equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CAS Hedged</b>	no restriction on issue	The CAS equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CAS Hedged</b>	Institutional Investors only	The CAS equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable.	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.

<b>Class X Acc Shares – CHF Hedged</b>	F&C Management Limited customers	The CHF equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – CHF Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – CHF Hedged</b>	Institutional Investors only	The CHF equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – NOK Hedged</b>	F&C Management Limited customers	The NOK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – NOK Hedged</b>	no restriction on issue	The NOK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class P Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – NOK Hedged</b>	Institutional Investors only	The NOK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SEK Hedged</b>	F&C Management Limited customers	The SEK equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SEK Hedged</b>	no restriction on issue	The SEK equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SEK Hedged</b>	no restriction on issue	The CHF equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SEK Hedged</b>	Institutional Investors only	The SEK equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

<b>Class A Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class A Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class B Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €2,500, inclusive of the initial charge.	up to 1% of the applicable NAV.	up to 2.5% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class I Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000, inclusive of the initial charge.	up to 5% of the applicable NAV.	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class F Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	0.40% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class X Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class X Acc Shares – SGD Hedged</b>	F&C Management Limited customers	The SGD equivalent of €1,000,000	not applicable	not applicable	up to 0.0375% of the applicable NAV.
<b>Class R Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class R Acc Shares – SGD Hedged</b>	no restriction on issue	The SGD equivalent of €5,000,000	not applicable	up to 2% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.
<b>Class P Acc Shares – SGD Hedged</b>	Institutional Investors only	The SGD equivalent of €5,000,000	not applicable	up to 1% of the applicable NAV.	up to 0.0375% of the applicable NAV.

Class F Shares will be closed to new subscriptions or conversions in (but not to redemptions or conversions out) when the Class reaches a level of assets under management, or following the passage of a particular period of time or subject to other constraints that may from time to time be determined by the Investment Manager. Any Class F Share may be closed to new subscriptions or conversions in without notice to Shareholders. Investors should confirm with the Investment Manager for the current status of Class F Shares.

Investors should refer to section D "Structure – Classes of Shares" for more detailed information on the different Share Classes issued by the Fund.

## 8. Investment Manager

F&C Management Limited has been appointed as Investment Manager, to manage *BMO Global Equity Market Neutral (SICAV)* on a discretionary basis.

## 9. Application for Shares

Applications for Shares must be delivered to the Fund in writing on the Valuation Date on which the subscription is intended to occur.

Application forms are available from the Investment Manager and from State Street Bank Luxembourg S.C.A. and provide further details on how to subscribe and the settlement procedures. Confirmations of shareholding will be sent to successful applicants within 21 days of the date of allotment. No Share certificates will be issued.

The Board may decide on a discretionary basis and subject to the requirements of Luxembourg law, to issue Shares against contribution in kind.

For the deadline for submitting the application for Shares and further details, please refer to section J "Application for Shares".

## 10. Redemption of Shares

A Shareholder wishing to redeem his Shares must normally deliver a redemption request in writing to the Fund on the Valuation Date on which he wishes that redemption to occur.

For the deadline for submitting the redemption request for Shares and further details, please refer to section K "Redemption of Shares".

## 11. Reference Currency

The reference currency of the Portfolio is the US\$.

In the case of different Classes or Sub-Classes, the Net Asset Value and the subscription and redemption price of each Class or Sub-Class will be calculated in the denomination currency of the relevant Class or Sub-Class. The consolidated accounts and the financial reports relating to the Portfolio will be expressed in US\$.

## 12. Frequency of Calculation of the Net Asset Value

Each Valuation Date.

## 13. Publication of the Net Asset Value

The Net Asset Value, the issue price and the redemption price is available at the registered office of the Fund.

In addition, the Net Asset Value per Share, the issue price and the redemption price, is currently published, in the reference currency of the Portfolio, in or on:

- [www.bmogam.com](http://www.bmogam.com)
- *Bloomberg*
- *Reuters*
- *Morningstar*
- *Fundinfo* [www.fundinfo.com](http://www.fundinfo.com)\*

\* If and as long as the Portfolio is registered in Switzerland

The Board may decide to make additional publications in financial newspapers (if so required in specific jurisdictions where the Fund is registered) or decide discretionary and at any time to no longer publish the Net Asset Value per Share in or on the aforesaid media.

## 14. Dividends

At the date of this Prospectus, the Board does not intend to maintain UK reporting fund status in relation to *BMO Global Equity Market Neutral (SICAV)*.

In relation to the distributing Share Classes, the Board may declare dividends on a yearly basis or more frequently if sufficient amounts are available for distribution.

In relation to accumulation Share Classes, the net investment income attributable to the relevant Shares will not be paid to the investor or reinvested to subscribe additional Shares, but will be retained in the Share Class, thus increasing the net asset value of the Shares of the relevant Class.