



Prospectus

SEB SICAV 1

with its current Sub-Funds

SEB SICAV 1 - SEB Eastern Europe ex Russia Fund

SEB SICAV 1 – SEB Emerging Markets Fund

Undertaking for Collective Investment in Transferable Securities under the Luxembourg law of 17 December 2010 on Undertaking for Collective Investment

January 2015

Important information

It is not permitted to supply information or explanation that differs from the Prospectus or the Articles of Incorporation.

Neither the board of directors of SEB SICAV 1 nor the Management Company, SEB Asset Management S.A., are liable if and to the extent that such divergent information or explanations are supplied.

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

Copies of the Prospectus, the Articles of Incorporation, the Key Investor Information Documents and the annual report are available, free of charge, at the registered office of the Fund and on the website www.sebgroup.lu.

The distribution of the Prospectus and the offering of the Sub-Funds and their Share Classes may be restricted in certain jurisdictions. It is the responsibility of any person in possession of this Prospectus and any person wishing to subscribe to Shares pursuant to this Prospectus to inform himself/herself of, and to observe all applicable laws and regulations of any relevant jurisdictions. Prospective investors should inform themselves as to the legal requirements and consequences of applying for, holding, converting and disposing of Shares and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

This Prospectus does not constitute an offer or solicitation to subscribe to the Shares by anyone in any country in which such offer or solicitation is unlawful or unauthorized, or to any person to whom it is unlawful to make such offer or solicitation.

The distribution of this Prospectus in certain countries may require it to be translated into languages specified by the regulatory authorities of those countries. Should any inconsistency arise between the translated and the English versions of this Prospectus, the English version shall always prevail.

Glossary of Terms

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

Articles of Incorporation	the Articles of Incorporation of SEB SICAV 1
Bank Business Day	any bank business day in Luxembourg except 24 December and 31 December.
Board of Directors	The board of directors of the Fund
Central Administration	The Bank of New York Mellon (Luxembourg) S.A.
Class / Share Class	the Fund may decide to issue, within each Sub-Fund, separate classes of Shares whose assets will be commonly invested but where a specific entry or exit charge structure, minimum investment amount, distribution policy or any other feature may be applied
Collateral Policy	The collateral policy for OTC derivatives & efficient portfolio management techniques for SEB Asset Management S.A.
Consolidation Currency	the consolidation currency of the Fund being the U.S. dollar (USD)
CSSF	the Luxembourg Financial Supervisory Authority "Commission de Surveillance du Secteur Financier"
Custodian Bank	Skandinaviska Enskilda Banken S.A.
Directive 2009/65/EC	Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities
EU	European Union
ESMA	European Securities and Markets Authority, previously the Committee of European Securities Regulators
FATF	Financial Action Task Force
Fund	SEB SICAV 1 is organised under the Law as an investment company with variable capital which comprises several Sub-Funds (<i>SICAV – Société d'Investissement à Capital Variable à compartiments multiples</i>)
KIID	key investor information document(s) of the Class
Law	The Luxembourg law of 17 December 2010 on undertakings for collective investment

Management Company	SEB Asset Management S.A.
Member State	A member state of the EU. The states that are contracting parties to the Agreement creating the European Economic Area other than the Member States of the EU, within the limits set forth by this Agreement and related acts, are considered as equivalent to Member States of the EU
Mémorial C	Luxembourg official gazette, <i>Mémorial C, Recueil des Sociétés et Associations</i>
NAV - Net Asset Value per Share	the value per Share of any Class determined in accordance with the relevant provisions described in this Prospectus and the Articles of Incorporation
OECD	Organisation for Economic Co-operation and Development
Prospectus	the currently applicable prospectus of the Fund, as amended and updated from time to time
Reference Currency	the currency of denomination of the relevant Class in the Sub-Funds
Regulated Markets	A regulated market within the meaning of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments
Share	Share of any Sub-Fund
Shareholders	Holder of Shares in any Sub-Fund
Sub-Fund	<p>a separate portfolio of assets established for one or more Share Classes of the Fund which is invested in accordance with a specific investment objective.</p> <p>The Sub-Funds are distinguished mainly by their specific investment policy, their Base Currency and/or any other specific feature. The particulars of each Sub-Fund are described in part II “The Sub-Funds” of this Prospectus.</p> <p>The Board of Directors may, at any time, decide on the creation of further Sub-Funds and in such case, the part II of this Prospectus will be updated. Each Sub-Fund may have one or more Classes.</p>
UCI	Undertaking for collective investment
UCITS	Undertaking for collective investment in transferable securities subject to Directive 2009/65/EC, as further defined in article 2 (2) of the Law

Value at Risk or VaR

The Value at Risk methodology provides an estimate of the maximum potential loss over a specific time period and at a given confidence level, i.e. probability level. Usually for UCITS, the time period is 1 month/20 business days and the confidence level is 99%.

For example, a VaR estimate of 3% on a 20-days' time period with a 99% confidence level means that, with 99% certainty, the percentage the Sub-Fund can expect to lose over the next 20 days' period should be maximum 3%.

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I. The Fund

1. General information

SEB SICAV 1 is a Luxembourg open-ended investment company with variable share capital governed by Part I of the Law and of by the law of 10 August 1915 on commercial companies, as amended. The Fund qualifies as a UCITS.

The Fund was incorporated on 7 November 1990 for an unlimited duration as a public limited company (“société anonyme”).

The Articles of Incorporation were published in the Mémorial C, Recueil Spécial des Sociétés et Associations (hereafter “Mémorial C”) on 20 December 1990. The Articles of Incorporation were amended several times and the last amendment took place on 29 December 2011 which was published in the Mémorial C on 23 January 2012.

The Fund is registered at the Luxembourg Register of Commerce under the number B 35°166 with its registered office located at 4, rue Peternelchen, L-2370 Howald, Grand Duchy of Luxembourg.

The last version of the Articles of Incorporation relating to the issue of the Fund’s Shares have been deposited with the Luxembourg Trade Register where they are available for inspection and where copies thereof can be obtained.

The Fund works as an umbrella structure which means that it is comprised of Sub-Funds, each of which represents a specific class of assets and liabilities and has a distinct investment policy or any other specific feature, as further described in part II “The Sub-Funds” of the Prospectus.

The Fund constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the Shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

At the date of the Prospectus, two (2) Sub-Funds are at the Shareholders’ disposal. In the event of creation of further Sub-Funds, the Prospectus will be updated accordingly.

2. Involved parties

2.1. Presentation of involved parties

Management Company and Domiciliation Agent

SEB Asset Management S.A.
4, rue Peternelchen
L-2370 Howald

Board of Directors of the Management Company

Chairperson

Peter Kubicki
Managing Director
SEB Wealth Management
Denmark

Members

Ralf Ferner
Managing Director
SEB Asset Management S.A.
Luxembourg

Alexander Klein
Managing Director
SEB Investment GmbH
Frankfurt

Marie Winberg
Director Business Strategy, Retail Banking
Skandinaviska Enskilda Banken AB, Stockholm

Conducting officers

Ralf Ferner, Managing Director
Matthias Ewald, Deputy Managing Director
Loïc Guillermet, Deputy Managing Director

Board of Directors of the Fund

Chairperson

Peter Kubicki
Managing Director
SEB Wealth Management
Denmark

Members

Matthias Ewald
Deputy Managing Director
SEB Asset Management S.A.
Luxembourg

	Tobias Hjelm Global Head of Product Development & Management SEB Investment Management AB Stockholm
Central Administration (including the administrative, registrar and transfer agent function) and Paying Agent in Luxembourg	The Bank of New York Mellon (Luxembourg) S.A. 2-4, rue Eugène Ruppert L-2453 Luxembourg
Investment Managers of	
SEB Eastern Europe ex Russia Fund	AS SEB Varahaldus Tornimäe 2 15010 Tallinn Estonia
SEB Emerging Markets Fund	SEB Investment Management AB Sveavägen 8 SE-106 40 Stockholm
Global Distributor	Skandinaviska Enskilda Banken AB (publ) Kungsträdgårdsgatan 8 SE-106 40 Stockholm
Representatives and paying agents outside Luxembourg	The full list of representatives and paying agents outside Luxembourg can be obtained, free of any charge, at the registered office of the Company and on the website www.sebgroup.lu
Custodian Bank	Skandinaviska Enskilda Banken S.A. 4, rue Petermelchen L-2370 Howald
Approved Statutory Auditor of the Fund and the Management Company (hereafter the “Auditor”)	PricewaterhouseCoopers, Société coopérative 400, route d'Esch L-1014 Luxembourg

2.2. Description of involved parties

2.2.1. Board of Directors

The Board of Directors has overall responsibility for the management and administration of the Fund, its Sub-Funds, for authorising the creation of further Sub-Funds and for establishing and monitoring their investment policies and restrictions.

The Board of Directors is sole responsible for the determination, execution and control of the Fund's investment policies which are applied to the management of all the Sub-Funds.

2.2.2. The Management Company

The Fund has designated SEB Asset Management S.A. as its Management Company in accordance with article 27 of the Law. SEB Asset Management S.A. acts also as domiciliation agent of the Fund.

The Management Company, SEB Asset Management S.A., was established on 15 July 1988 with subsequent publication of the Articles of Incorporation in the Mémorial C on 16 August 1988. The Articles of Incorporation were amended for the last time on 1 July 2014 with subsequent publication on 21 July 2014 in the Mémorial C.

The Management Company is governed by Chapter 15 of the Law and performs the duties necessary to manage and administer the Fund as required by the Law.

Its subscribed and paid-in capital is EUR 2,000,000.

The Management Company may, under its own responsibility, control and coordination, transfer some of its tasks to third parties for the purpose of efficient management.

2.2.3. The Central Administration

The Management Company has delegated the Central Administration, including the administrative, registrar and transfer agent functions - under its continued responsibility and control – at its own expenses to The Bank of New York Mellon (Luxembourg) S.A., 2-4, rue Eugène Ruppert, L-2453 Luxembourg.

This company was incorporated in Luxembourg as a “société anonyme” on 15 December 1998 and is an indirect wholly-owned subsidiary of The Bank of New York Mellon Corporation. It is registered with the Luxembourg Trade and Companies' Register under Corporate Identity Number B 67 654 (the “Administrative Agent” respectively “Registrar and Transfer Agent”).

In the capacity of Administrative Agent, it carries out certain administrative duties related to the administration of the Fund, including the calculation of the NAV of the Shares and the provision of accounting services to the Fund.

In the capacity of Registrar and Transfer Agent, it processes all subscriptions, redemptions, transfers and conversions of Shares and will register these transactions in the Shareholders' register of the Fund.

The Bank of New York Mellon (Luxembourg) S.A. may, subject to the approval of the Board of Directors of the Management Company and the subsequent update of the Prospectus, as required, sub-delegate parts of its functions to entities all in accordance with Luxembourg laws and regulations.

2.2.4. The Investment Managers

The Management Company has delegated the investment management function for each Sub-Fund to different investment managers.

Each investment manager implements the investment policy of the applicable Sub-Fund, makes investment decisions and continuously adapts them to market developments as appropriate, taking into account the interest of the applicable Sub-Fund.

The investment manager may, for its part, in agreement with the Management Company and subject to prior approval by the supervisory authority, at its own expense and under its own responsibility, entrust sub-managers wholly or in part with the management of each Sub-Fund.

Further details to the investment managers are laid down under each Sub-Fund in part II “The Sub-Funds”.

2.2.5. The Global Distributor

Skandinaviska Enskilda Banken AB (publ) has been appointed as Global Distributor by the Management Company.

2.2.6. The Custodian Bank

The Custodian Bank is Skandinaviska Enskilda Banken S.A. The Custodian Bank holds the assets of the Fund and discharges all other obligations imposed on the Custodian Bank pursuant to the Law.

3. Investment Objective and Policy of the Fund

Unless otherwise provided hereafter, references to the “Fund” in this section should be read as references to a “Sub-Fund”. The provisions of this section apply insofar as each specific Sub-Fund as they are compatible with its specific investment policy, as disclosed in part II “The Sub-Funds” of the Prospectus.

The Board of Directors shall, based upon the principle of risk spreading have power to determine the investment policy for the investments of each Sub-Fund and the course of conduct of the management and business affairs of the Fund.

The main objective of each Sub-Fund will be to invest in transferable securities and other Eligible Assets, as described under 3.1. here below, with the purpose of spreading investment risks. The investment objectives of the Sub-Funds will be carried out in compliance with the investment restrictions set forth hereafter.

Where a UCITS comprises more than one sub-fund, each sub-fund shall be regarded as a separate UCITS for the purposes of this section.

3.1. Eligible Assets

The Fund may only invest in:

Transferable securities and money market instruments, as defined in the Law

- a) transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments;
- b) transferable securities and money market instruments dealt in on another market in a Member State which is regulated, operates regularly and is recognised and open to the public;
- c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the EU or dealt in on another market in a non-Member State of the EU which is regulated, operates regularly and is recognised and open to the public;
- d) recently issued transferable securities and money market instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognised and open to the public;
 - the admission is secured within one (1) year of issue;

Transferable securities and money market instruments mentioned under c) and d) are listed on a stock exchange or dealt in on a regulated market in North America, Central America, South America, Australia (incl. Oceania), Africa, Asia and/or Europe.

Units of undertakings for collective investment

- e) units of UCITS and/or other UCIs within the meaning of Article 1, paragraph (2), points a) and b) of the Directive 2009/65/EC, as may be amended from time to time, whether or not established in a Member State, provided that:
 - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;
 - the level of protection for unitholders in the other UCIs is equivalent to that provided for unitholders in an UCITS, and, in particular, that the rules on asset segregation, borrowing, lending and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the Directive 2009/65/EC;
 - the business of the 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 net assets of the UCITS or the other UCIs, whose acquisition is contemplated, can, according to their management regulations or instruments of incorporation, be invested in aggregate in units of other UCITS or other UCIs;

Deposits with a credit institution

f) deposits with a credit institution which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in Community law;

Financial derivative instruments

g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market mentioned above in sub-paragraphs a), b) and c), and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:

- the underlying consists of instruments described in sub-paragraphs a) to h), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest, in accordance with the investment objectives;
- the counterparties to OTC derivative transactions are institutions subject to prudential supervision and belonging to the categories approved by the CSSF; and
- the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

Where the financial derivative instrument is cash-settled automatically or at the Fund's discretion, the Fund will be allowed not to hold the specific underlying instrument as cover. Acceptable cover are described under Section 3.5 below.

The Fund might engage in index related contracts to gain quick and cost-efficient exposure to underlying markets under the condition that the underlying indices for these investments are publicly available, transparent and governed by pre-determined rules and objectives, all in accordance with the ESMA guidelines on ETFs and other UCITS issues (ESMA/2012/832).

Within the limits under g) here above, the Fund may make use of all financial derivative instruments authorised by the Law and/or by circulars issued by the CSSF.

Particular rules apply to the following derivatives:

Credit default swaps

Credit default swaps may be used, among other things, to hedge credit risks arising from debt securities acquired by the Fund. In this case, the interest rates collected by the Fund from a bond with a comparatively high creditworthiness risk may be swapped for interest rates from a bond having a lower credit risk, for example. At the same time, the contractual partner may be obliged to buy the bond at an agreed price or pay a cash settlement when a previously defined event, such as the insolvency of the issuer, occurs.

The Fund shall also be authorised to use such transactions the objectives of which are other than hedging. The contracting partner must be a top-rated financial institution which specialises in such transactions. The credit default swaps must be sufficiently liquid. Both the debt securities underlying the credit default swap and the respective issuer must be taken into account with regard to the investment limits set out here below.

Credit default swaps shall be valued on a regular basis using clear and transparent methods. The Management Company and the Auditor shall monitor the clarity and transparency of the valuation methods and their application. If, within the framework of monitoring activities, differences are detected, the Management Company shall arrange to remedy the situation.

If the Fund makes use of credit default swaps the risk inherent to this use must not exceed 20% of the NAV of the Fund and the total risk of derivative instruments including the risk inherent to credit default swaps shall not, at any moment, exceed the NAV of the Fund.

Total Return swaps

The Fund does not intend to use total return swaps

Money market instruments other than those dealt in on a regulated market

h) money market instruments other than those dealt in on a regulated market and which fall under article 1 of the Law, if the issue or the issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that these investments are:

- issued or guaranteed by a central, regional or local authority, a central bank of a Member State, the European Central Bank, the EU or the European Investment Bank, a non 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 Member States belong, or
- issued by an undertaking any securities of which are dealt in on regulated markets referred to in sub-paragraphs a), b) or c) or
- issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law, or
- issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

The Fund may hold cash and cash equivalent on an ancillary basis, in order to maintain liquidity, all in the best interest of the Shareholders.

In addition, the Fund's assets may be invested in all other Eligible Assets within the scope of legal possibilities and the provisions laid down in the Articles of Incorporation.

However, the Fund shall not invest more than 10% of its net assets in transferable securities or money market instruments other than those referred to under this section above.

3.2. Investment restrictions applicable to Eligible Assets

Transferable securities and money market instruments as defined in the Law

- 1) The Fund may invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same body.
- 2) Moreover, the total value of the transferable securities and money market instruments held by the Fund in the issuing bodies in each of which it invests more than 5% of its net assets, shall not exceed 40% of the value of its net assets. 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 point (1), point 8) and point 9) the Fund shall not combine, 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

- 3) The limit of 10% laid down in point 1) may be raised to a maximum of 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State, by its public local authorities, by a non-Member State or by public international bodies of which one or more Member States belong.
- 4) The limit of 10% laid down in point 1) may be raised to a maximum of 25% for certain bonds where they are issued by a credit institution whose registered office is situated in a Member State and which is subject by law to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of those 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 the event of bankruptcy of the issuer, would be used on a priority basis for the reimbursement of the principal and payment of the accrued interest.

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

The transferable securities and money market instruments referred to in points 3) and 4) are not included in the calculation of the limit of 40% stated above in point 2).

The limits set out in points 1), 2) 3) and 4) shall not be combined; thus investments in transferable securities or money market instruments issued by the same body or in deposits or derivative

instruments made with this body carried out in accordance with points 1), 2), 3) and 4) shall not exceed in total 35% of the net assets of the Fund.

5) Notwithstanding the above limits, the Fund may invest, in accordance with the principle of risk-spreading, up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, by a member state of the OECD or public international body to which one or more Member States of the EU belong, provided that (i) such securities and money market instruments are part of at least six (6) different issues and (ii) the securities and money market instruments from any single issue do not account for more than 30% of the total net assets of the Fund.

6) Without prejudice to the limits laid down here below the limits of 10% laid down in point 1) above is raised to maximum 20% for investment in units and/or debt securities issued by the same body when the aim of the investment policy of the Fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:

the composition of the index is sufficiently diversified;
the index represents an adequate benchmark for the market to which it refers;
the index is published in an appropriate manner.

This limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions, in particular in 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.

Securities mentioned in point 6) need not to be included in the calculation of the 40% limit mentioned in point 2).

Units of undertakings for collective investment

7) The Fund may acquire units of UCITS and/or other UCIs referred to under 3.1 e), provided that no more than 20% of its net assets are invested in the units of a single UCITS or other UCI.

For the purpose of applying this investment limit, each sub-fund of a UCITS or UCI with multiple sub-funds shall be considered as a separate issuer, provided that the principle of segregation of the obligations of the different sub-funds is ensured in relation to third parties.
Investments in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the Fund.

When the Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in this section 3.2.

When the Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge entry or exit charges on account of the Fund's investment in the units of such other UCITS and/or other UCIs.
Specific rules applicable to

1. Cross Sub-Fund investments

Each Sub-Fund may subscribe to, acquire and/or hold Shares of another Sub-Fund ("Target Sub-Fund") provided that:

- 1.1. the Target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this Target Sub-Fund; and
- 1.2. no more than 10% of the net assets of the Target Sub-Fund whose acquisition is contemplated may be, according to its investment policy, invested in aggregate in units of other UCITS and/or UCIs; and
- 1.3. voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the concerned Sub-Fund and without prejudice to the appropriate processing in the accounts and periodic reports; and
- 1.4. in any event, for as long as these securities are held by the Fund, 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; and
- 1.5. there is no duplication of management fee/entry or exit charges between those at the level of the Sub-Fund having invested in the Target Sub-Fund, and this Target Sub-Fund.

2. Master and feeder structures for Sub-Funds

By way of derogation to the above and in accordance with the provisions of the Law, the Fund may, at its discretion (i) create any Sub-Fund qualifying either as a feeder Sub-Fund or as a master or (ii) convert any existing Sub-Fund into a feeder or a master Sub-Fund.

In case applicable, part II "The Sub-Funds" will be updated accordingly under the respective Sub-Fund.

Deposits with credit institutions

- 8) The Fund may not invest more than 20% of its net assets in deposits made with the same body.

Financial derivative instruments

- 9) The risk exposure to a counterparty of the Fund in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution as mentioned here before, or 5% of its net assets in the other cases.

The Fund shall ensure that its global exposure relating to derivative instruments does not exceed the total net asset value of its portfolio.

The risk exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

The global exposure to the underlying assets shall not exceed in aggregate the investment limits laid down under article 43 of the Law.

The underlying assets of index based derivative instruments are not combined to the investment limits laid down under sub-paragraphs mentioned here before, under the condition that the index complies with the following criteria:

(i) The index is sufficiently diversified.

That implies that:

- the index should be composed in a way that price movements or trading activities regarding one component do not unduly influence the performance of the whole index;

If the index is composed of eligible assets, it should be sufficiently diversified, otherwise its underlying assets have to be combined with the other assets of the Sub-Fund for the monitoring of the restrictions in this section 3.2.

If the index is composed of non-eligible assets, it should be sufficiently diversified, in case the derivatives on indices are used to track such an index or to gain high exposure in such an index, in order to avoid undue concentration.

If derivatives on these indices are used for risk diversification purposes this diversification does not apply provided the exposure on the individual indices complies with the 5/10/40 ratios.

(ii) The index represents an adequate benchmark for the market to which it refers.

(iii) The index is published in an appropriate manner.

When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of the above mentioned restrictions.

Maximum exposure to a single body

10) The Fund may not combine:

- i) investments in transferable securities or money market instruments issued by a single body and subject to the 10% limit by body mentioned in point 1), and/or
- ii) deposits made with a single body and subject to the 20% limit mentioned in point 8), and/or
- iii) a risk exposure to a counterparty of the Fund in an OTC derivative transaction undertaken with a single body and subject to the 10% or 5% limits by body mentioned in point 9) in excess of 20% of its net assets.

The Fund may not combine:

- i) investments in transferable securities or money market instruments issued by the same body and subject to the 35% limit by body mentioned under point 3) above, and/or
- ii) investments in certain debt securities issued by the same body and subject to the 25% limit by body mentioned in point 4), and/or
- iii) deposits made with the same body and subject to the 20% limit mentioned in point 8), and/or

iv) a risk exposure to a counterparty of the Fund in an OTC derivative transaction with the same body and subject to the 10% or 5% limits by body mentioned in point 9) in excess of 35% of its net assets.

Eligible Assets issued by the same group

11) Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with the 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 described under the article 43 of the Law.

12) The Fund may cumulatively invest up to 20% of its net assets in transferable securities and money market instruments within the same group.

Acquisition limits by issuer of Eligible Assets

13) The Fund may not acquire any units carrying voting rights, which would enable it to exercise significant influence over the management of an issuing body.

The Fund may not acquire:

- i) more than 10% of the non-voting units of the same issuer;
- ii) more than 10% of the debt securities of the same issuer;
- iii) more than 10% of the money market instruments of any single issuer;
- iv) more than 25% of the units of a same UCITS or other UCI.

The limits laid down in the second, third and fourth indents above may be disregarded at the time of acquisition if at that time the gross amount of debt securities or of money market instruments, or of UCITS/UCIs or the net amount of the securities in issue, cannot be calculated.

The ceilings as set forth above are waived in respect of:

- a) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- b) transferable securities and money market instruments issued or guaranteed by a non-Member State of the EU;
- c) transferable securities and money market instruments issued by public international bodies of which one or more Member States of the EU are members;
- d) 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. This derogation, however, shall apply only if in its investment policy of the company from the non-Member State of the EU complies with the limits laid down in articles 43 and 46 of the Law and article 48, paragraphs 1) and 2) of the Law. Where the limits set in articles 43 and 46 of the Law are exceeded, article 49 of the Law shall apply *mutatis mutandis*.

e) Shares held by one or more investment companies in the capital of subsidiary companies which, carry on the business of management, advice or marketing in the country where the subsidiary is established, in regard to the repurchase of units at the request of unitholders exclusively on its or their behalf.

If the limits referred to under this section 3.2. are exceeded for reasons beyond the control of the Management Company or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.

While ensuring observance of the principle of risk-spreading, newly created Sub-Funds may derogate from the limits laid down in this section 3.2. for a period of six (6) months following the date of its authorisation.

The Board of Directors may, from time to time, impose further investment restrictions in order to meet the requirements in such countries, where the Shares are distributed or will be distributed.

3.3. Unauthorized investments

The Fund may not:

- i) acquire either precious metals or certificates representing them;
- ii) carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in article 41 § 1 sub-paragraphs e), g) and h) of the Law; provided that this restriction shall not prevent the Fund from making deposits or carrying out other accounts in connection with financial derivative instruments, permitted within the limits referred to above;
- iii) grant loans or act as a guarantor on behalf of third parties, provided that for the purpose of this restriction (i) the acquisition of transferable securities, money market instruments or other financial instruments which are not fully paid and (ii) the permitted lending of portfolio securities shall be deemed not to constitute the making of a loan;
- iv) borrow amounts in excess of 10% of its total net assets. Any borrowing is to be effected only (i) as a temporary measure or (ii) to enable the acquisition of immovable property essential for the direct pursuit of its business. Where the Fund is authorised to borrow under points (i) and (ii), that borrowing shall not exceed 15% of its assets in total. However, it may acquire foreign currency by means of a back-to-back loan.

3.4. Efficient portfolio management techniques

Securities lending, sale with right of repurchase transactions as well as repurchase and reverse repurchase agreements may be used by any Sub-Fund for the purpose of generating additional capital or income or for reducing costs or risk, to the maximum extent allowed by and within the limits set forth in

article 11 of the Grand Ducal regulation of 8 February 2008 relating to certain definitions of the Luxembourg Law,

CSSF Circular 08/356 relating to the rules applicable to UCIs when they use certain techniques and instruments relating to transferable securities and money market instruments, as amended from time to time and

ESMA guidelines on ETFs and other UCITS issues (ESMA/2012/832).in particular with respect to the obligation for the Fund, as the case may be, to be able at any time to recall:

any security that has been lent out or terminate any securities lending agreement into which it has entered, and/or
the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis, and/or
any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered and
any other applicable laws, regulations or CSSF circulars.

All the revenues arising from efficient portfolio management techniques, net of external direct costs (such as fees paid to the securities lending agent) and indirect operational costs, are returned to the Fund.

When using these efficient portfolio management techniques, the Fund will at any time comply with the collateral management policy as described under Section 3.5. below.

Within the limits of a standardised securities lending system, up to 50% of the transferable securities contained in the Fund can be lent for a period of maximum 30 days. The conditions are that (1) this securities lending system is organised by a recognised securities clearing institution or by a highly rated financial institution which specialises in that type of transactions and (2) that the Fund has the right to terminate the securities lending contract at any time and to demand the return of the lent securities.

The exercise of securities lending transactions is centralized in the SEB Group within a specialized securities lending desk at SEB AB. The transactions are carried out on the basis of a written agreement between the management company and SEB AB. As intra-group agreement the conditions applied have to be at market conditions following the SEB Group Instruction for Handling of Conflicts of Interest. Adherence to that policy is controlled by independent internal control by Group Compliance and Group Internal Audit in order to avoid transactions to the disadvantage of the investor in the Fund.

3.5. Collateral management

While engaging into OTC financial derivatives and efficient portfolio management techniques, the Fund shall, at all times, comply with the Management Company's collateral policy, all in accordance with CSSF Circular 08/356 and the ESMA guidelines on ETFs and other UCITS issues (ESMA/2012/832).

Eligible collateral mainly consists in the following assets:

- liquid assets, cash and short term bank certificates and money market instruments such as defined within Directive 2007/16/EC. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty is considered as equivalent to liquid assets.
- bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope;
- shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent;
- debt instruments with an external rating at least equivalent to investment grade (i.e. at least BBB- rating by S&P); or

- shares or convertible bonds admitted to or dealt in on a regulated market, on the condition that these shares are included in a main index.

Any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation.

These eligible assets are defined in the Collateral Policy. An appropriate haircut is assigned to each asset type depending on the quality and the volatility of the asset, to ensure that the counterparty exposure is properly collateralized, taking into account the potential risk of fluctuation in the market value of the collateral as follows:

Type of assets	Haircut
Equity	5 to 20%
Shares or units of UCIs	1 to 20%
Government bonds	0-10%
Corporate bonds	2-20%
Convertible bonds	2-20%
Money market instruments	1-5%
Cash in base currency	0%
Cash in another currency	0-6%

The Management Company reserves the right to review and amend the above eligible assets for collateral and/or haircuts at any time when the market conditions have changed and when and if this is deemed in the best interest of the Fund.

The Management Company's collateral policy provides that cash collateral received cannot be re-invested.

Non cash collateral received is not sold, re-invested/re-used or pledged and its market value, after applied haircuts, is at least 100% of the counterparty exposure value. The Fund is capable of enforcing the collateral at any time without reference to or approval from the counterparty.

4. Information on risk

4.1. General information

Investing in the Fund Units involves financial risks. These can involve risk associated with equity markets, bond markets, commodity (including precious metal) markets, foreign exchange markets such as changes in prices, interest rates and credit worthiness. Any of these risks may also occur along with other risks. Some of these risk factors are addressed briefly below.

A fund normally consists of investments in or has exposure towards the asset classes equities, bonds, currencies and/or commodities. Equities and commodities are generally inherent with a higher risk than bonds or currencies. Higher risk investments may or may not offer a possibility of better returns than

lower risk investments. A combination of several asset classes can often give the individual investor a more suitable diversification of risk.

Investors should have a clear picture of the Fund, of the risks involved in investing in Units and they should not make a decision to invest until they have obtained financial and tax expert advice.

Investors assume the risk of receiving a lesser amount than they originally invested.

4.2. Risk factors

Commodity risk

Investments with exposure to commodities and precious metals can involve risks caused by changes in the overall market movements, changes in interest rates, or factors affecting a particular industry, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Counterparty and settlement risk

When the Fund conducts over-the-counter (OTC) transactions, it may be exposed to risks relating to the credit standing of its counterparties and to their ability to fulfil the conditions of the contracts it enters into with them. Therefore, while entering into forwards, options and swap transactions or using other derivative instruments, the Fund will be subject to the risk of a counterparty which might not fulfill its obligations under a particular contract.

Settlement risk is the risk that a settlement in a transfer system may not take place as expected.

Country risk / Geographical risk

Investments in a limited geographical market may be subject to a higher than average risk due to a higher degree of concentration, less market liquidity, or greater sensitivity to changes in market conditions.

Investments in developing markets are often more volatile than investments in mature markets. Some of these economies and financial markets may from time to time be extremely volatile. Many of the countries in such regions may be developing, both politically and economically.

Russia

Investments in Russia are currently subject to certain heightened risks with regard to the ownership and custody of securities. In Russia shareholdings are evidenced by entries in the books of a company or its registrar (which is neither an agent nor responsible to the Custodian Bank). No certificates representing shareholdings in Russian companies will be held by the Custodian Bank or any of its local correspondents or in an effective central depository system. As a result of this system and the lack of effective state regulation and enforcement, the Fund could lose its registration and ownership of Russian securities through fraud, negligence or even mere oversight. However, in recognition of such risks, the Russian correspondent of the Custodian Bank is following increased "due diligence" procedures.

The correspondent has entered into agreements with Russian company registrars and will only permit investment in those companies that have adequate registrar procedures in place. In addition, the settlement risk is minimised as the correspondent will not release cash until registrar extracts have been received and checked. In addition, Russian debt securities have an increased custodial risk associated with them as such securities are, in accordance with market practice, held in custody with Russian institutions which may not have adequate insurance coverage to cover loss due to theft, destruction or default.

Credit risk

The creditworthiness (solvency and willingness to pay) of an issuer of a security held by the Fund may change substantially over time. Debt instruments involve a credit risk with regard to the issuers, for which the issuers' credit rating can be used as a benchmark. Bonds or debt instruments floated by issuers with a lower rating are generally viewed as securities with a higher credit risk and greater risk of default on the part of the issuers than those instruments that are floated by issuers with a better rating. If an issuer of bonds or debt instruments gets into financial or economic difficulties, this can affect the value of the bonds or debt instruments (this value could drop to zero) and the payments made on the basis of these bonds or debt instruments (these payments could drop to zero).

Currency risk

If the Fund holds assets denominated in foreign currencies, it is subject to currency risk. Any depreciation of the foreign currency against the Base Currency of the Sub-Fund would cause the value of the assets denominated in the foreign currency to fall.

Some Sub-Funds may have the ambition to fully hedge the currency risk so that the Share Classes receive a similar performance in local currency terms. Deviations in performance between different currencies hedged Share Classes may occur.

Derivatives

"Derivatives" is a generic name for instruments getting their return from underlying assets. The instruments are agreements on the purchase or sale of the underlying assets on a future date at a pre-set price. The return of the agreement depends on the return of the underlying asset. Common derivatives are futures, options and swaps.

Specific risks associated with derivatives

- a) Derivatives are time limited and will expire.
- b) The low margin amount required to establish a derivative position permits a high degree of leverage. As a result, a relatively small movement in the price of a futures contract or a swap may result in a profit or a loss which is high in proportion to the amount of assets actually placed as margin (collateral) and may result in losses exceeding any margin deposited.

Efficient portfolio management techniques

Specific risks associated with securities lending and repurchase transactions:

In relation to securities lending transactions, if the other party to the transaction cannot complete the transaction, the Sub-Fund may be left holding the collateral delivered by the other party to secure the transaction. There is a risk that the collateral received may be realized at a value lower than the value of the securities lent out, whether due to inaccurate pricing, adverse market movements, a deterioration in the credit rating of issuer of the collateral, or the illiquidity of the market in which the collateral is traded.

Delays in the return of securities lent may restrict the ability of a Sub-Fund to meet delivery obligations under security sales or payment obligations arising from redemption orders.

In relation to repurchase transactions, in the event of the failure of the counterparty with which cash of a Sub-Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded.

Locking cash in transactions of excessive size or duration delays in recovering cash placed out. Difficulty in realizing collateral may restrict the ability of the Sub-Fund to meet redemption orders or security purchases.

Interest rates

To the extent that the Fund or the Sub-Funds invest in debt instruments, they are exposed to risk of interest rate changes. These risks may be incurred in the event of interest-rate fluctuations in the denomination currency of the securities of the Fund or the Sub-Funds.

If the market interest rate increases, the price of the interest bearing securities included in the Sub-Funds may drop. This applies to a greater degree, if the Sub-Funds should also hold interest bearing securities with a longer time to maturity and a lower nominal interest return.

Investments in UCIs and UCITS

The investors shall be aware of the fact that the fees charged by the target UCI or UCITS will have to be borne on a pro rata basis by the investing Sub-Fund and that in consequence the NAV of the investing Sub-Fund will be affected. This might lead in respect of the Fund to a duplication of fees.

Liquidity risk

Liquidity risks arise when a particular security is difficult to dispose of. In principle, the Fund may only acquire securities that can be unwound promptly. Nevertheless, it may be difficult to sell particular securities at certain points in time during certain phases or in certain markets.

Market risk

This risk is of general nature and exists in all forms of investment. The principal factor affecting the price performance of securities is the performance of capital markets and the economic performance of

individual issuers, which in turn are influenced by the general situation of the world economy, as well as the basic economic and political conditions in the particular countries or sectors.

Risk of default

In addition to the general trends on capital markets the particular performance of each individual issuer also affects the price of an investment. The risk of a decline in the assets of issuers, for example, cannot be entirely eliminated even by the most careful selection of securities.

Emerging Market Risk

In emerging and less developed markets, in which one or more of the Sub-Funds will invest, the legal, judicial and regulatory infrastructure is still developing but there is much legal uncertainty both for local market participants and their overseas counterparts. Some markets may carry higher risks for investors who should therefore ensure that, before investing, they understand the risks involved and are satisfied that an investment is suitable as part of their portfolio.

Countries with emerging and less developed markets include, but are not limited to (1) countries that have an emerging stock market in a developing economy as defined by the International Finance Corporation, (2) countries that have low or middle income economies according to the World Bank, and (3) countries listed in World Bank publication as developing. The list of emerging and less developed markets countries is subject to continuous change.

The following statements are intended to summarise some of the risks present in investing in emerging and less developed markets instruments, but are not exhaustive, nor do they offer advice on the suitability of investments.

A) Political and economic risks

- Economic and/or political instability could lead to legal, fiscal and regulatory changes or the reversal of legal/fiscal/regulatory / market reforms. Assets could be compulsorily re-acquired without adequate compensation.
- A country's external debt position could lead to sudden imposition of taxes or exchange controls.
- High interest and inflation rates can mean that businesses have difficulty in obtaining working capital.
- Local management may be inexperienced in operating companies in free market conditions.
- A country may be heavily dependent on its commodity and natural resource exports and is therefore vulnerable to weaknesses in world prices for these products.

B) Legal environment

- The interpretation and application of decrees and legislative acts can be often contradictory and uncertain particularly in respect of matters relating to taxation.
- Legislation could be imposed retrospectively or may be issued in the form of internal regulations not generally available to the public.

- Judicial independence and political neutrality cannot be guaranteed.
- State bodies and judges may not adhere to the requirements of the law and the relevant contract. There is no certainty that investors will be compensated in full or at all for any damage incurred.
- Recourse through the legal system may be lengthy and protracted.

C) Accounting Practices

- The accounting, auditing and financial reporting system may not accord with international standards.
- Even when reports have been brought into line with international standards, they may not always contain correct information.
- Obligations on companies to publish financial information may also be limited.

D) Shareholder Risk

- Existing legislation may not yet be adequately developed to protect the rights of minority Shareholders.
- There is generally no concept of any fiduciary duty to Shareholders on the part of management.
- Liability for violation of what Shareholder rights there are, may be limited.

E) Market and Settlement Risks

- The securities markets in some countries lack the liquidity, efficiency and regulatory and supervisory controls of more developed markets.
- Lack of liquidity may adversely affect the ease of disposal of assets. The absence of reliable pricing information in a particular security held by the Fund may make it difficult to assess reliably the market value of assets.
- The share register may not be properly maintained and the ownership or interest may not be (or remain) fully protected.
- Registration of securities may be subject to delay and during the period of delay it may be difficult to prove beneficial ownership of the securities.
- The provision for custody of assets may be less developed than in other more mature markets and thus provides an additional level of risk for the Sub-Funds.
- Settlement procedures may be less developed and still be in physical as well as in dematerialised form.
- Limitations may exist with respect to the Fund's ability to repatriate investment income, capital or the proceeds from the sale of securities by foreign investors. The Fund can be adversely affected by delays in, or refusal to grant, any required governmental approval for such repatriation.

F) Price Movement and Performance

- Factors affecting the value of securities in some markets cannot easily be determined.
- Investment in securities in some markets carries a high degree of risk and the value of such investments may decline or be reduced to zero.

G) Currency Risk

Beside the aforementioned currency risks the following risks may occur with regard to investment in emerging markets:

- Conversion into foreign currency or transfer from some markets of proceeds received from the sale of securities cannot be guaranteed.

H) Taxation

Investors should note in particular that the proceeds from the sale of securities in some markets or the receipt of any dividends and other income may be or may become subject to tax, levies, duties or other fees or charges imposed by the authorities in that market, including taxation levied by withholding at source. Tax law and practice in certain countries into which the Fund invests or may invest in the future (in particular Russia and other emerging markets) is not clearly established. It is therefore possible that the current interpretation of the law or understanding of practice might change, or that the law might be changed with retrospective effect. As a result, the Fund could become subject to additional taxation in such countries that is not anticipated either at the date of this Prospectus or when investments are made, valued or disposed of.

I) Execution and Counterparty Risk

In some markets there may be no secure method of delivery against payment which would minimise the exposure to counterparty risk. It may be necessary to make payment on a purchase or delivery on a sale before receipt of the securities or, as the case may be, sale proceeds.

J) Nomineeship

The legislative framework in some markets is only beginning to develop the concept of legal/formal ownership and of beneficial ownership or interest in securities. Consequently the courts in such markets may consider that any nominee or custodian as registered holder of securities would have full ownership thereof and that a beneficial owner may have no rights whatsoever in respect thereof.

Operational risk

Operational risk is the risk of loss resulting from e.g. system breakdowns, human errors or from external events

4.3. Risk management process

The Fund employs a risk management process, which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio.

Specific Information on

global exposure determination methodology
the expected level of leverage, as well as the possibility of higher leverage levels and
the reference portfolio, in case applicable

are laid down under each Sub-Fund in part II “The Sub-Funds”.

5. Share Capital

5.1 General

The capital of the Fund shall, at all times, be equal to the net asset value of all the Sub-Funds. The Fund shall establish segregated opposable accounts, each constituting a Sub-Fund within the meaning of article 181 of the Law, the assets of which are invested in accordance with the particular investment features applicable to the Sub-Fund and which is represented by specific Class or Classes of Shares.

Pursuant to article 181 (5) of the Law, the rights of investors and creditors regarding a Sub-Fund or raised by the incorporation, daily operation and liquidation of a Sub-Fund are limited to the assets of this Sub-Fund. The assets of a Sub-Fund will be answerable exclusively for the rights of the Shareholders relating to this Sub-Fund. In the relation between investors, each Sub-Fund will be deemed to be a separate entity.

The capital of the Fund is represented by Shares issued with no face value and fully paid-up. Variations in the capital shall be effected ipso jure and there are no provisions requesting publication and entry of such in the Trade Register.

The Fund may provide for the issuance of fractional Shares. Fractional Shares may be issued up to three (3) decimal places.

The Fund's capital is expressed in United States dollar (USD).

The minimum capital of the Fund is the counter value in USD of EUR 1,250,000 (one million two hundred and fifty thousand euro).

5.2. Share Classes

The Sub-Funds may offer several Share Classes, which differ in their charges, dividend policy, persons authorised to invest, minimum investment amount, minimum holding, eligibility requirements, reference currency or other characteristics. Some types of Classes are described more in detail here below.

5.2.1. Dividend policy

Unless otherwise laid down in part II “The Sub-Funds”, the Fund may decide to issue, for each Sub-Fund, capitalisation Shares (“C” Shares) and distribution Shares (“D” Shares).

The “C” Shares will reinvest their income, if any. The “D” Shares may pay a dividend to its Shareholders, upon decision of the Fund. Dividends are paid annually, except for those Sub-Funds where the Fund would decide on a monthly, quarterly or semi-annual dividend payment.

5.2.2. Hedging policy

The Fund may issue Share Classes whose Reference Currency is not the Base Currency of the respective Sub-Fund, but where the currency exposure of the Reference Currency against the Base Currency will be hedged. In case of a currency hedge in favour of the Reference Currency of a respective Share Class, an “H-” will precede the currency denomination of this Share Class. For example “(H-SEK)” means that the Reference Currency of the Share Class (SEK) is hedged against fluctuation of the Base Currency of the Sub-Fund. Hedging costs will be borne by the respective Share Class.

Classes with specific currency hedges serve the purpose of achieving similar performance numbers in local currency terms between the different Classes.

Hedging transactions may be entered into whether the Reference Currency is declining or increasing in value relative to the relevant Sub-Fund’s Base Currency. Where such hedging is undertaken it may substantially protect investors in the relevant Share Class against a decrease in the value of the Sub-Fund’s Base Currency relative to the Reference Currency of the Share Class, but it may also preclude investors from benefiting from an increase in the value of the Sub-Fund’s currency.

5.2.3. Target investors

The Fund may issue Shares taking into account the target investors. The Share Classes in the Sub-Funds may therefore be:

- Shares which may be acquired by all kinds of investors; or
- Shares which may only be acquired by institutional investors as defined by Article 174 paragraph. (2) c) of the Law; (“I” Share Class).

5.2.4. Registered / bearer Shares

Shares may be issued as registered or as bearer Shares. Registered Shares will be recorded in a nominal account, whereas bearer Shares will be vested in as a global certificate with no claim of issue of individual physical certificates.

5.3 Issue of Shares

Shares are issued on each Bank Business Day at their net asset value plus an entry charge as indicated in part II “The Sub-Funds”. This issue price includes all commissions payable to banks and financial institutions taking part in the placement of Shares, but not the charges taken by intervening correspondent banks for the execution of electronic transfers. Where Shares are issued in countries where stamp duties or other charges apply, the issue price increases accordingly.

The Board of Directors is authorized to issue new Shares continuously. Nevertheless, the Board of Directors reserves the right to reject, at its discretion, in the Fund’s and the Shareholders’ interest, any subscription application. Any payments already made shall in such instances be immediately refunded without interest and at the risks and costs of the applicant. The Custodian Bank shall immediately pay back incoming payments for applications for subscriptions which are not carried out.

At its discretion, the Fund may, upon application from a Shareholder, issue Shares in return for contribution in kind of securities, provided that such securities comply with the investment objectives and investment policy of the Fund. The Auditor of the Fund shall generate a valuation report, which shall be available for inspection to all investors at the registered office of the Fund. The costs of such contribution in kind shall be borne by the investor in question.

Unless otherwise provided for in part II "The Sub-Funds" of the Prospectus, payment for subscriptions must be made by electronic transfer and must reach the Registrar and Transfer Agent within five (5) Bank Business Days following the acceptance of the subscription by the Registrar and Transfer Agent. The payment must be made in the Reference Currency of the respective Class, Euro or Swedish Krona. The Fund may however accept payments in other major currencies. Any cost relating to the foreign exchange transaction will have to be borne by the Shareholder. Investors must note, that the Fund reserves the right to postpone subscriptions where there is no certainty that payment will reach the account by due date.

In order to avoid the repayment to subscribers of small surplus amounts, the Company will round up at its own expense each subscription to the next immediately higher whole number of Shares or issue fractions to the nearest 1000th of a Share.

Confirmation of the execution of a subscription will be made by the dispatch of a contract note to the Shareholder indicating the name of the Sub-Fund, the number and Class of Shares subscribed for, and the applicable NAV, the trade date, the settlement date, the currency and the exchange rate, if any.

5.3.1. Restriction on issue

Shares of the Fund may not be offered, sold or otherwise distributed to Prohibited Persons (the "Prohibited Persons").

Prohibited Persons means any person, firm or corporate entity, determined in the sole discretion of the Board of Directors, as being not entitled to subscribe for or hold Shares,

1. if in the opinion of the Board of Directors such holding may be harmful/damaging to the Fund and its Shareholders,
2. if it may result in a breach of any law or regulation, whether Luxembourg or foreign,
3. if as a result thereof the Fund may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred or
4. if such person would not comply with the eligibility criteria for Shares (e.g. in relation to "U.S. Persons" as described below).

The Fund has not been and will not be registered under the United States Investment Company Act of 1940 as amended (the "Investment Company Act"). The Shares of the Fund have not been and will not be registered under the United States Securities Act of 1933 as amended (the "Securities Act") or under the securities laws of any state of the US and such Shares may be offered, sold or otherwise transferred only in compliance with the Securities Act of 1933 and such state or other securities laws. The Shares of the Fund may not be offered or sold within the US or to or for the account, of any US Person. For these purposes, US Person is as defined in Rule 902 of Regulation S under the Securities Act.

Rule 902 of Regulation S under the Securities Act defines US Person to include inter alia any natural person resident of the United States and with regards to investors other than individuals, (i) a corporation or partnership organised or incorporated under the laws of the US or any state thereof; (ii) a trust (a) of which any trustee is a US Person except if such trustee is a professional fiduciary and a co-trustee who is not a US Person has sole or shared investment discretion with regard to trust assets and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person or (b) where a court is able to exercise primary jurisdiction over the trust and one or more US fiduciaries have the authority to control all substantial decisions of the trust and (iii) an estate (a) which is subject to US tax on its worldwide income from all sources; or (b) for which any US Person is executor or administrator except if an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with regard to the assets of the estate and the estate is governed by foreign law.

The term "US Person" also means any entity organised principally for passive investment (such as a commodity pool, Investment Company or other similar entity) that was formed:

(a) for the purpose of facilitating investment by a US Person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the regulations promulgated by the United States Commodity Futures Trading Commission by virtue of its participants being non-US Persons or (b) by US Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is formed and owned by "accredited investors" (as defined in Rule 501 (a) under the Securities Act) who are not natural persons, estates or trusts.

Applicants for the subscription to Shares will be required to certify that they are not US Persons and might be requested to prove that they are not Prohibited Persons.

Shareholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

Prospective investors are advised to consult their legal counsel prior to investing in units of the Fund in order to determine their status as non US Persons and as non-Prohibited Persons.

Applicants for the subscription to Shares will be required to certify that they are not U.S. Persons and might be requested to proof that they are not "Prohibited" Persons.

Shareholders are required to notify the Registrar and Transfer Agent of any change in their domiciliation status.

Prospective investors are advised to consult their legal counsel prior to investing in Shares in order to determine their status as non U.S. Persons and as non-prohibited Persons.

The Board of Directors may refuse to issue Shares to Prohibited Persons or to register any transfer of Shares to any Prohibited Person.

Moreover the Board of Directors may at any time forcibly redeem/repurchase the Shares held by a Prohibited Person.

The Board of Directors can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of Shares, in so far as this is deemed to be necessary in the interests of the Shareholders as an entirety, to protect the Fund, in the

interests of the investment policy or in the case of endangering specific investment objectives of the Fund.

5.3.2. Anti-Money Laundering Procedures

The applicants wanting to subscribe Shares must provide the Registrar and Transfer Agent with all necessary information, which the Registrar and Transfer Agent may reasonably require to verify the identity of the applicant. Failure to do so may result in the Registrar and Transfer Agent refusing to accept the subscription for Shares in the Fund.

Applicants must indicate whether they invest on their own account or on behalf of a third party. Except for applicants applying through juridical persons who are regulated professionals of the financial sector, bound in their country by rules on the prevention of money laundering equivalent to those applicable in Luxembourg, any applicant applying in its own name or applying through companies established in non FATF countries, is obliged to submit to the Registrar and Transfer Agent in Luxembourg all necessary information, which the Registrar and Transfer Agent may reasonably require to verify.

The Registrar and Transfer Agent must verify the identity of the applicant. In the case of an applicant on behalf of a third party, the Registrar and Transfer Agent must also verify the identity of the beneficial owner(s). Furthermore, any such applicant hereby undertakes that it will notify the Registrar and Transfer Agent prior to the occurrence of any change in the identity of any such beneficial owner.

5.3.3. Late Trading and Market Timing

The Fund does not permit late trading, market timing or related excessive, short-term trading practices. In order to protect the best interests of the Shareholders, the Board of Directors reserves the right to reject any application to subscribe for Shares from any investor engaging in such practices or suspected of engaging in such practices and to take such further action as it, in its discretion, may deem appropriate or necessary, such as the charge of higher redemption fee, as laid down hereafter.

5.4. Redemption of Shares

Shares are redeemed, on each Bank Business Day at their NAV, decreased by an exit charge, as indicated in part II "The Sub-Funds" which is payable to banks and financial institutions taking part in the redemption of Shares. Where Shares are redeemed in countries where stamp duties or other charges apply, the redemption price decreases accordingly.

Payment will be made by the Custodian Bank or the paying agents in the Reference Currency of the respective Class, Euro or Swedish Krona, or any other major currencies as accepted by the Board of Directors, according to the choice of the Shareholder. Electronic transfer will be made with a value date within ten (10) Bank Business Days following the acceptance of the redemption order by the Registrar and Transfer Agent. Any cost relating to the foreign exchange will have to be borne by the Shareholder. Confirmation of execution of redemption will be made by dispatching a contract note to the Shareholder.

Furthermore, in relation to suspected market timing practices, the Fund may charge an additional exit charge of up to 2% of the NAV on the Shares redeemed within six (6) months of their issue. Such exit charge will be payable to the relevant Sub-Fund or Share Class. The same redemption fee for every

redemption order executed on the same Bank Business Day will be applicable if the redemption is based on market timing in order to ensure the equal treatment of investors.

In the event of large-scale applications for redemption, the Fund reserves the right to redeem Shares at the applicable net asset value, only after it has sold the corresponding assets promptly, yet always acting in the best interests of the Shareholders.

5.4.1. Compulsory redemption of Shares

The Fund may at any time forcibly redeem/repurchase the Shares held by a Prohibited Person, as defined under the section “Restriction on issue”.

If a Shareholder’s holding falls below the minimum initial subscription amount or holding for a Sub-Fund or Share Class due to redemption or conversion, the Board of Directors may at its sole discretion compulsorily redeem/repurchase or convert, as the case may be, all Shares held by the relevant Shareholder in this Sub-Fund or Share Class.

The minimum initial subscription amounts and holdings, if any, for a Sub-Fund or a Share Class are mentioned in the part II “The Sub-Funds”.

5.5. Conversion of Shares

Unless otherwise provided for in part II “The Sub-Funds” of the Prospectus, a Shareholder may convert all or part of the Shares he holds in a Sub-Fund into Shares in another Sub-Fund or Shares of one Class into Shares of another Class of the same or another Sub-Fund.

Conversions are executed free of commission.

In case of the conversion, the number of Shares allotted in a new Sub-Fund or in the new Class is determined by means of the following formula:

$$\frac{(A \times B \times C)}{D} = N$$

where:

A is the number of Shares presented for conversion,

B is the NAV per Share in that Sub-Fund/Share Class of which the Shares are presented for conversion, on the day the conversion is executed,

C is the conversion factor between the base currencies of the two Sub-Funds or Share Classes, as applicable, on the day of execution. If the Sub-Funds or Share Classes have the same base currency, this factor is one,

D is the NAV per Share of the new Sub-Fund/Share Class on the day of execution,

N is the number of Shares allotted in the new Sub-Fund and/or Class.

5.6. Cut-off Time / Order processing

All subscription, redemption and conversion orders are made on the basis of the unknown NAV per Share. Unless otherwise provided in part II “The Sub-Funds” of the Prospectus, orders received and accepted by the Registrar and Transfer Agent before 15:30 (CET) on any Bank Business Day are processed on that Bank Business Day. Orders received and accepted by the Registrar and Transfer Agent after 15:30 (CET), are processed on the next Bank Business Day..

In order to ensure a placement of orders in due time, earlier cut-off times may be applicable for orders placed with distributors (or/and any of their agents) in Luxembourg or abroad. The corresponding information may be obtained from the respective distributor (or/and any of its agents).

6. Charges

Reference in this section to the “Fund” should be read as references to the respective Sub-Funds. More details are described in part II “The Sub-Funds” of the Prospectus.

Each Sub-Fund will, in principle, bear the following charges:

1. a management fee, payable to the Management Company

The applicable amount and the way it is calculated are laid down in part II “The Sub-Funds” of the Prospectus under the applicable Sub-Fund. This fee shall in particular serve as compensation for the Central Administration, the Investment Managers and the Global Distributor as well as for the services of the Custodian Bank;

2. the performance fee, if any, payable to the Management Company

The applicable amount and the way it is calculated are laid down in part II “The Sub-Funds” of the Prospectus under the applicable Sub-Fund;

3. all taxes and duties owed on the Sub-Fund’s assets and income;
4. standard brokerage and bank charges incurred by the Sub-Fund’s business transactions;
5. audit and legal fees charged to the Sub-Fund;
6. all expenses connected with publications and supply of information to investors, in particular the cost of printing, the distribution of the annual and semi-annual reports as well as for the Prospectus or KIID;
7. all expenses involved in registering and maintaining the registration of the Sub-Fund with all supervisory bodies and stock exchanges.

All specific fees and expenses of each Sub-Fund are payable by that Sub-Fund. All other fees and expenses shall be shared by the Sub-Funds in proportion to their net assets at that time.

Investment in target funds can lead to duplicate costs, in particular to double management fees, since fees are incurred both on the side of the Fund as well on the side of the target fund.

7. NAV calculation

In order to calculate the NAV per Share, the value of the assets belonging to each Sub-Fund less its liabilities is calculated on each Bank Business Day, and the result is divided by the number of the Units issued.

In cases of larger flows in and out of the Sub-Funds, the investment manager needs to perform trades in order to uphold the desired asset allocation. While doing so brokerage and transaction costs will occur. Acting in the Shareholders' interest, the NAV may be adjusted if on any Bank Business Day the aggregate transactions in all Classes of a Sub-Fund result in a net increase or decrease which exceeds a threshold set by the Board of Directors from time to time (relating to the cost of market dealing for the Sub-Fund). The NAV per Share of the relevant Sub-Fund may be adjusted which reflects both the estimated fiscal charges and dealing costs (brokerage and transaction costs) that may be incurred by the Sub-Fund and the estimated bid/offer spread of the assets in which the respective Sub-Fund invests following the net movement in the Sub-Fund. The adjustment, if any, will be an addition when the net movement results in an increase of the NAV of the Sub-Fund and a deduction when it results in a decrease.

7.1 Suspension of the calculation of the Net Asset Value

The Board of Directors is entitled to suspend the calculation of a respective Sub-Fund's net asset value, if and for as long as there are circumstances which make this suspension necessary and if the suspension is justifiable, taking into account the interests of the Shareholders, in particular:

1. during the time in which a stock exchange or another market, where a considerable part of a respective Sub-Fund's assets is officially quoted or traded, is closed (except at the usual weekends or on bank holidays) or the trading on this stock exchange or corresponding market ceases or is limited;
 2. where a major part of the securities and instruments in the Sub-Fund are not listed or otherwise not subject to orderly pricing entailing that the net asset value cannot be satisfactorily determined in a manner that safeguards the equal right of the Shareholders;
 3. in periods, where the political, economic, military, monetary or social circumstances or any case of force majeure, beyond the responsibility or power of the Board of Directors, make it impossible to dispose of a respective Sub-Fund's assets by reasonable and normal means, without causing serious prejudice to its Shareholders;
 4. during the time in which the exchange market(s) forming the basis of the valuation of a major part of the Sub-Fund's assets is (are) closed for legal holidays;
 5. in an emergency, when the Board of Directors may not dispose of a respective Sub-Fund's investments or it is impossible for it to freely transfer the transaction value resulting from purchases and sales of investment, or to carry out the calculation of the net asset value in an orderly manner.
- In case of a suspension for reasons as stated above, Shareholders will be informed accordingly.

Investors who have applied for redemption of Shares will be informed promptly of the suspension and will then be notified immediately once the calculation of the net asset value per Share is resumed. After resumption, investors will receive the then current redemption price.

8. Mergers

For the purposes of this section, the term UCITS also refers to a sub-fund of a UCITS.

Any merger between Sub-Funds or between a Sub-Fund or the Fund and another UCITS and the effective date shall be decided by the Board of Directors except for any merger where the Fund would cease to exist, in the later case the effective date of the merger must be decided by a meeting of Shareholders of the Fund deciding in accordance with the quorum and majority requirements provided in the Articles of Incorporation.

In the case required by the Law, the Fund shall entrust either an authorised auditor or, as the case may be, an independent auditor to perform the necessary validations prescribed by the Law.

Practical terms of mergers will be performed and will have the effect in accordance with the Articles of Incorporation and Chapter 8 of the Law.

Information on the merger shall be made available to the investors of the merging and/or receiving UCITS on the website www.sebgroup.lu and, as the case may be, in all other forms prescribed by laws or related regulations of the countries, where the relevant Shares are sold.

9. Duration and liquidation of the Fund and of the Sub-Funds

9.1. Duration and liquidation of the Fund

The Fund is created for an unlimited period. Should the capital of the Fund fall below two thirds of the minimum capital, an extraordinary general meeting of Shareholders must be convened to consider the dissolution of the Fund. Any decision to liquidate the Fund must be taken by a majority of the Shares present or represented at the meeting. Where the Share capital falls below one quarter of the minimum capital, the Board of Directors must convene an extraordinary general meeting of Shareholders to decide upon the liquidation of the Fund. At that meeting, the decision to liquidate the Fund may be taken by Shareholders holding together one quarter of the Shares present or represented.

The Fund may be dissolved by the general meeting of Shareholders in the conditions that are required by law to amend the Articles of Incorporation. Any decision to wind up the Fund will be published in accordance with the legal requirements.

As soon as the decision to wind up the Fund is taken, the issue of Shares in all Sub-Funds is prohibited and shall be deemed void; the redemption of Shares remains possible, if the equal treatment of the Shareholders is ensured.

In the case of dissolution of the Fund, the liquidation will be conducted by one or more liquidators, who may be individuals or legal entities and who will be appointed by a meeting of Shareholders. This meeting will determine their powers and compensation.

The liquidation will be carried out in accordance with the Law specifying how the net proceeds of the liquidation, less related costs and expenses, are to be distributed; such net proceeds will be distributed to the Shareholders in proportion to their entitlements.

The closure of the liquidation of the Fund and the deposit of any unclaimed amounts with the *Caisse de Consignation* in Luxembourg must take place within a period of time not exceeding nine months from the Shareholders' decision to liquidate the Fund. The liquidation proceeds deposited with the *Caisse de Consignation* in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

9.2. Duration and liquidation of a Sub-Fund

Unless otherwise stipulated in part II "The Sub-Funds", each Sub-Fund is created for an unlimited period. A general meeting of Shareholders of a Sub-Fund, acting under the same majority and quorum requirements as are required to amend the Articles of Incorporation, may decide to cancel Shares in a given Sub-Fund and refund Shareholders for the value of their Shares. As soon as the decision to wind up one of the Fund's Sub-Fund is taken, the issue of Shares in this Sub-Fund and the conversion of Shares into this Sub-Fund are prohibited and shall be deemed void; the redemption of Shares remains possible, if the equal treatment of the Shareholders is ensured.

If the net assets of a Sub-Fund fall below a certain level to be determined by the Board of Directors which will not allow an efficient and rational management or if a change in the economic, political or monetary situation relating to the Sub-Fund concerned would justify the liquidation, or if required in the interest of the Shareholders of the relevant Sub-Fund, the Board of Directors may decide on a forced redemption of the remaining Shares in the Sub-Fund concerned without approval of the Shareholders being necessary. Shareholders will be notified of the decision to liquidate, prior to the effective date of the liquidation, in a form permitted by laws or related regulations of the countries, where Shares of the Sub-Fund are sold. This notification will indicate the reasons for, and the procedures of the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between the Shareholders, the Shareholders of the Sub-Fund concerned may continue to request redemption or conversion of their Shares free of charge, but the redemption or conversion prices will take into account liquidation expenses.

The closure of the liquidation of a Sub-Fund and the deposit of any unclaimed amounts with the *Caisse de Consignation* in Luxembourg must take place within a period of time not exceeding nine (9) months from the Board of Directors' decision to liquidate the relevant Sub-Fund. The liquidation proceeds deposited with the *Caisse de Consignation* in Luxembourg will be available to the persons entitled thereto for the period established by law. At the end of such period unclaimed amounts will revert to the Luxembourg State.

Under the same circumstances as described above, the Board of Directors may also decide upon the reorganisation of any Sub-Fund by means of a division into two (2) or more separate Sub-Funds. Such decision will be notified in the same manner as described above and, in addition, the notification will contain information in relation to the two (2) or more separate Sub-Funds resulting from the reorganisation. Such notification will be made at least one (1) month before the date on which the reorganisation becomes effective in order to enable Shareholders to request redemption or switch of their Shares, free of charge, before the reorganisation becomes effective.

10. Taxation of the Fund and its Shareholders

The following summary is based on the laws and practices currently in force and is subject to any future changes. The following information is not exhaustive and does not constitute legal or tax advice.

It is expected that Unitholders in the Fund will be resident for tax purposes in many different countries. Consequently, no attempt is made in this Issue Document to summarize the taxation consequences for each investor of subscribing, converting, holding, redeeming or otherwise acquiring or disposing of Units in the Fund. These consequences will vary in accordance with the law and practice currently in force in a Unitholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.

Taxation in Luxembourg

The Fund is subject to Luxembourg legislation. Buyers of the Fund's units should inform themselves about the legislation and rules applicable to the purchase, holding and possible sale of Units with regard to their residence or nationality.

In accordance with current legislation in Luxembourg, neither the Fund nor the Unitholders, except those whose domicile, residence or permanent establishment is Luxembourg, are subject to any tax on income or capital gains. The Fund's income may however be subject to withholding tax in the countries where the Fund's assets are invested. In such cases neither the Depositary nor the Fund is required to obtain tax certificates.

The net assets of the Fund are subject to a Luxembourg tax ("taxe d'abonnement") at an annual rate of 0.05% payable at the end of that quarter. Units of institutional classes, if applicable, as defined in Article 174 (2) (c) of the 2010 Law are subject to a "taxe d'abonnement" of 0.01% per annum. The Management Company ensures that such institutional unit classes are only acquired by investors complying with rules set out in the afore-mentioned article. The value of the assets represented by the shares/units held in other Luxembourg undertakings for collective investment already subject to a "taxe d'abonnement" is exempt from the payment of such tax.

The investment into a master fund has no specific Luxembourg tax impact for a Feeder Sub-Fund.

European Union Tax Considerations

The Council of the EU has adopted on 3 June 2003 Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, member states of the EU will be required to provide the tax authorities of another EU member state with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU member state. Austria and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the "Law").

Dividends distributed by the Fund are subject to the Directive and the Law if more than 15% of the Company's assets are invested in debt claims (as defined in the Law) and proceeds realised by shareholders on the redemption or sale of shares in the Fund will be subject to the Directive and the Law if more than 25% of the Company's assets are invested in debt claims.

The applicable withholding tax is at a rate of 35%.

The Luxembourg government has however announced that it will elect out of the withholding system in favour of the automatic exchange of information with effect as from 1 January 2015.

Consequently, if in relation to the Fund a Luxembourg paying agent makes a payment of dividends or redemption proceeds directly to a unitholder who is an individual resident or deemed resident for tax purposes in another EU member state or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate indicated above.

No withholding tax will be withheld by the Luxembourg paying agent if the relevant individual either (i) has expressly authorised the paying agent to report information to the tax authorities in accordance with the provisions of the Law or (ii) has provided the paying agent with a certificate drawn up in the format required by the Law by the competent authorities of his state of residence for tax purposes.

The Fund reserves the right to reject any application for shares if the information provided by any prospective investor does not meet the standards required by the Law as a result of the Directive.

The foregoing is only a summary of the implications of the Directive and the Law, is based on the current interpretation thereof, may be subject to future changes and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the Directive and the Law.

11. General Shareholders meetings and information to Shareholders

11.1. General Shareholders meetings

The annual general meeting of Shareholders ("AGM") is held every year on the third Wednesday of April at 11:00 (CET) at the Fund's registered office, or at any other address in Luxembourg stipulated in the convening notice. If this date is not a Bank Business Day, the AGM shall be held on the following Bank Business Day.

Notices of all general meetings are sent by mail to all registered Shareholders, to their address indicated in the register of Shareholders, in accordance with legal requirements. If legally required, notices will be published in the *Mémorial C* and in a Luxembourg newspaper and in such other newspapers as the Board of Directors may decide.

These notices shall indicate the time and place of the general meeting, the admission conditions, the agenda and the Luxembourg legal quorum and majority requirements. The Shareholders of a specified Sub-Fund may, at any time, hold general meetings with the aim to deliberate on a subject which concerns only their Sub-Fund.

Unless otherwise stipulated by law or in the Articles of Incorporation, the decisions of the general meeting of a specified Sub-Fund will be reached by a simple majority of the Shareholders present or represented.

At general meetings, each Shareholder has the right to one vote for each whole Share held.

A Shareholder of any particular Sub-Fund will be entitled at any separate meeting of the Shareholders of that Sub-Fund to one vote for each whole Share of that Sub-Fund held.

The AGM shall decide, on the recommendation of the Board of Directors, on the use of income.

11.2. Information to Shareholders

11.2.1. Prospectus, Articles of Incorporation, KIID and other documents

Copies of the Prospectus, the Articles of Incorporation and the Key Investor Information Documents are available, free of charge, at the registered office of the Fund and on the website www.sebgroup.lu.

11.2.2. Reports

The financial year of the Fund starts on 1 January and ends on 31 December each year. The audited annual and unaudited semi-annual reports of the Fund may be obtained, free of charge at the registered office of the Funds and on the website www.sebgroup.lu.

11.2.3. Issue and redemption prices and other information

The last known issue and redemption prices as well as other information for Shareholders may be downloaded from www.sebgroup.lu and/or requested at any time from the registered offices of the Fund, the Management Company, the Custodian Bank and the Paying Agent.

Furthermore, information is made available to investors in a form permitted by laws or related regulations of the countries, where Shares of the Fund are sold.

11.2.4. Best execution

Information relating to the instructions for ensuring a proper execution, handling and transmission of orders in financial instruments will be made available to Shareholders, free of charge, upon request at the registered office of the Fund.

11.2.5. Voting rights

A summary of the strategy for determining when and how voting rights attached to the Sub-Fund's investments are to be exercised shall be made available to investors. The information related to the actions taken on the basis of this strategy in relation to each Sub-Fund shall be made available to investors upon request at the registered office of the Fund.

11.2.6. Complaints' handling

Information relating to the complaints' handling procedure will be made available to investors, free of charge, upon request at the registered office of the Fund.

11.2.7. Conflict of interest

Information relating to the conflict of interest's policy will be made available to investors, free of charge, upon request, at the registered office of the Fund.

11.2.8 Shareholders' rights against the Fund

The Board of Directors of 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 Shareholders' meetings if the investor is registered himself and in his own name in the Shareholders' register of the Fund. 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.

II. The Sub-Funds

SEB SICAV 1 - SEB Eastern Europe ex Russia Fund

1. Investment objective and policy

The Sub-Fund aims to create capital growth in the long term.

The Sub-Fund will mainly invest in:

- equities and equity related transferable securities listed or traded on a Regulated Market in Albania, Bosnia & Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Montenegro, Poland, Romania, Serbia, Slovakia, Slovenia, Turkey.

- and/or equities and equity related transferable securities listed or traded on a regulated market issued by companies which derive at least 40 per cent of their sales or profits from Albania, Bosnia & Herzegovina, Bulgaria, Croatia, Czech Republic, Estonia, Hungary, Latvia, Lithuania, Macedonia, Montenegro, Poland, Romania, Serbia, Slovakia, Slovenia and Turkey

In order for the Sub-Fund to claim eligibility to the French “Plan d’Epargne en Actions” (“PEA”) and as long as it is registered with the Autorité des marchés financiers in France, the total amount invested in PEA eligible assets will not be less than 75% at any time.

The Sub-Fund may invest up to 10% of its net assets in non listed securities or in securities issued by the above mentioned companies which are listed on a stock exchange but where the stock exchange is not being considered as a regulated market by the CSSF.

The Sub-Fund will not invest more than 10% of its net assets in units/shares of other UCITS or UCIs.

The Sub-Fund may use future contracts, options, swaps and other derivatives as part of the investment strategy. It may also use derivatives to hedge various investments, for risk management and to increase the Sub-Fund’s income or gain. Derivatives will not be used for shorting purposes.

The underlying assets of the above mentioned derivatives consist of instruments as described in this Prospectus under Section 3.1. “Eligible Assets” a) to g) as well as financial indices, interest rates, foreign exchange rates.

Under no circumstances will the Sub-Fund be permitted to derogate from its investment policy by using the aforementioned derivatives.

The Sub-Fund may invest up to 100% of its assets in different transferable securities and money market instruments issued and guaranteed by any Member State of the EU, its local authorities, or public international bodies of which one or more of such Member States are members, or by any other State of the OECD. The Sub-Fund can only make use of this provision if it holds securities and money market instruments from at least six (6) different issues, and if

securities and money market instruments from any one issue may not account for more than 30% of the Sub - Fund's total net assets.

2. Investment Manager

AS SEB Varahaldus, a fund management company established under the laws of Estonia and supervised by Finantsinspektsioon, the Estonian Financial Authority is appointed as Investment Manager.

3. Risk profile

3.1. Risk profile

The Sub-Fund faces the following specific risks:

- Counterparty risk: if a counterparty does not fulfill its obligations to the Sub-Fund (e.g. not paying an agreed amount or not delivering securities as agreed);
- Currency risk: The Sub-Fund invests in securities that are issued in currencies other than the base currency of the Sub-Fund. As a result the Sub-Fund is subject to currency risk, which arises from changes in the exchange rates;
- Emerging market risk: The Sub-Fund invests in emerging markets which can be subject to economic and political instability, possibility of large currency fluctuations or low liquidity in local markets;
- Liquidity risk: some of the assets of the Sub-Fund may become difficult to sell at a certain time and for a reasonable price;
- Market risk: The value of the Sub-Fund is influenced by the general situation in world economy, local markets and individual companies;
- Operational risk: the risk of loss resulting from e.g. system breakdowns, human errors or from external events; and

For further descriptions of risks involved for the Sub-Fund, please refer to section 4. “Information on risk” in the part I of the Prospectus.

3.2. Risk management process

a) Global exposure

For the determination of the global exposure, this Sub-Fund uses the VaR (Value at Risk) methodology, measured with the **relative** VaR (Value at Risk) approach.

In accordance with applicable regulations, the VaR of the Fund must not be greater than twice the VaR of its reference portfolio. This Sub-Fund uses the **MSCI Converging Europe Custom 10/40 EUR Net Return Index** as a reference portfolio for the purpose of the relative VaR measurement.

b) Leverage

Leverage will be achieved through the use of financial derivative instruments and the use of collateral in relation to efficient portfolio management transactions (i.e. securities lending and/or repurchase agreements). The level of leverage is expected to be less than one time of the Sub-Fund's NAV as an average over time. The leverage may however be subject to fluctuations over extended periods of time, therefore the level of leverage may be under or over the expected average.

Leverage is measured as the sum of the absolute exposures (often referred to as "gross exposure") of the financial derivative instruments (i.e. the absolute sum of all long and short derivative positions compared to the NAV of the Sub-Fund) and the reinvestment of collateral related to securities lending or repurchase agreement used by the Sub-Fund.

The above disclosed expected level of leverage is not intended to be an additional exposure limit for this Sub-Fund. This indication only serves as additional information for the investor.

4. Typical Investor

The Sub-Fund is intended for investors who seek capital growth over the long-term. This Sub-Fund is suitable to investors who can afford to set aside the capital invested for at least five (5) years.

5. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is expressed in euro (EUR).

6. Classes available

Class	ISIN Code	Initial subscription price	Maximum entry charge	Maximum exit charge
C	LU0070133888	EUR 1	1%	1%

7. Charges

In accordance with Part I, section 6 "Charges" of the Prospectus, the Sub-Fund will, in principle, bear all the charges mentioned therein. More details on management fee are provided hereafter.

7.1. Management fee

The management fee will amount to a maximum of 1.75% per annum of the Sub-Fund's net assets. This fee is being payable at the end of each month and based on the average net assets of the Sub-Fund calculated daily during the relevant month.

SEB SICAV 1 - SEB Emerging Markets Fund

1. Investment objective and policy

This Sub-Fund is focused on emerging markets. The portfolio of this Sub-Fund will mainly include equities and equity related transferable securities issued by companies in emerging markets globally, without being restricted to a specific industrial sector. The Sub-Fund may as well invest in equities and equity related transferable securities issued by companies which carry out a preponderant part of their business or sales activity in emerging markets.

The Sub-Fund may also invest in all kinds of Exchange Traded Funds (ETFs), provided that the investment policy of these ETFs corresponds widely to the Investment Policy of the Sub-Fund. Such ETFs may be managed actively or passively and are at any time in conformity with the applicable guidelines and provisions in terms of the Directive 2009/65/EC. When investing in open-ended ETFs, the Investment Manager will at any time comply with the limits for investments in other UCITS and UCI here below.

The Sub-Fund may use future contracts, options, swaps and other derivatives as part of the investment strategy. It may also use derivatives to hedge various investments, for risk management and to increase the Sub-Fund's income or gain. The underlying assets of the above mentioned derivatives consist of instruments as described in this Prospectus under Section 3.1. "Eligible Assets" a) to g) as well as financial indices, interest rates, foreign exchange rates.

Under no circumstances will the Sub-Fund be permitted to derogate from its investment policy by using the aforementioned derivatives.

The Sub-Fund may invest up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by any Member State of the EU, its local authorities, or public international bodies of which one or more of such Member States are members, or by any other State of the OECD. The Sub-Fund can only make use of this provision if it holds securities and money market instruments from at least six (6) different issues, and if securities and money market instruments from any one issue may not account for more than 30% of the Sub-Fund's total net assets.

The Sub-Fund will not invest more than 10% of its net assets in units/shares of other UCITS or UCIs.

2. Investment Manager

SEB Investment Management AB, a portfolio manager established under the laws of the Kingdom of Sweden and supervised by Finansinspektionen, the Swedish Financial Authority is appointed as Investment Manager.

3. Risk profile

3.1. Risk profile

The Sub-Fund faces the following specific risks:

- Liquidity risk: some of the assets of the Sub-Fund may become difficult to sell at a certain time and for a reasonable price;
- Counterparty risk: if a counterparty does not fulfill its obligations to the Sub-Fund (e.g. not paying an agreed amount or not delivering securities as agreed);
- Currency risk: The Sub-Fund invests in securities that are issued in currencies other than the base currency of the Sub-Fund. As a result the Sub-Fund is subject to currency risk, which arises from changes in the exchange rates;
- Emerging market risk: The Sub-Fund invests in emerging markets which can be subject to economic and political instability, possibility of large currency fluctuations or low liquidity in local markets;
- Operational risk: the risk of loss resulting from e.g. system breakdowns, human errors or from external events; and
- Market risk: The value of the Sub-Fund is influenced by the general situation in world economy, local markets and individual companies.

For further descriptions of risks involved for the Sub-Fund, please refer to the section 4. “Information on risk” in part I of the Prospectus.

3.2. Risk management process

a) Global exposure

For the determination of the global exposure, this Sub-Fund uses the VaR (Value at Risk) methodology, measured with the **relative** VaR (Value at Risk) approach.

In accordance with applicable regulations, the VaR of the Fund must not be greater than twice the VaR of its reference portfolio. This Sub-Fund uses the **MSCI Emerging Markets Net Return Index** as a reference portfolio for the purpose of the relative VaR measurement.

b) Leverage

Leverage will be achieved through the use of financial derivative instruments and the use of collateral in relation to efficient portfolio management transactions (i.e. securities lending and/or repurchase agreements). The level of leverage is expected to be less than one time of the Sub-Fund's NAV as an average over time. The leverage may however be subject to fluctuations over extended periods of time, therefore the level of leverage may be under or over the expected average.

Leverage is measured as the sum of the absolute exposures (often referred to as “gross exposure”) of the financial derivative instruments (i.e. the absolute sum of all long and short derivative positions compared to the NAV of the Sub-Fund) and the reinvestment of collateral related to securities lending or repurchase agreement used by the Sub-Fund.

The above disclosed expected level of leverage is not intended to be an additional exposure limit for this Sub-Fund. This indication only serves as additional information for the investor.

4. Typical Investor

The Sub-Fund is intended for investors who seek capital growth over the long-term. This Sub-Fund is suitable to investors who can afford to set aside the capital invested for at least five (5) years.

5. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is expressed in US dollar (USD).

6. Classes available

Class	ISIN Code	Initial subscription price	Maximum entry charge	Maximum exit charge
C	LU0037256269	USD 1	1%	1%

7. Charges

In accordance with part I, section 6 “Charges” of the Prospectus, the Sub-Fund will, in principle, bear all the charges mentioned therein. More details on management fee are provided hereafter.

7.1. Management fee

The management fee will amount to a maximum of 1.75% per annum of the Sub-Fund’s net assets. This commission is being payable at the end of each month and based on the average net assets of the Sub-Fund calculated daily for the relevant month.

8. Cut off Time / Order Processing

All subscription, redemption and conversion orders are made on the basis of the unknown NAV per Share. Notwithstanding the general rules laid down in part I “Cut-off time” of the Prospectus, orders received and accepted by the Registrar and Transfer Agent for this Sub-Fund before 15:30 (CET) on any Bank Business Day, will be processed on the basis of the NAV calculated two Bank Business Days later.

ADDITIONAL INFORMATION FOR INVESTORS IN GERMANY

In accordance with Section 310 (1) and (2) of the Investment Code (*Kapitalanlagegesetzbuch* – KAGB), the Management Company has notified the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin: the German Federal Financial Supervisory Authority), Frankfurt am Main, of the distribution of Fund shares in Germany.

Distributor in Germany

SEB Investment GmbH
Rotfeder-Ring 7
D-60327 Frankfurt am Main

Paying and Information Agent in Germany

SEB AG
Stephanstraße 14 - 16
60313 Frankfurt am Main

Right of Revocation pursuant to § 305 KAGB

If a purchase of investment fund shares has been induced by oral negotiations outside of the permanent business premises of the party selling the shares or brokering their sale, the purchaser may revoke declaration to purchase said shares in a written statement directed to the foreign management company within a period of two weeks (**right of revocation**); the same applies if the party selling the shares or brokering their sale has no permanent business premises. If this involves a **distance selling transaction** as defined by § 312b BGB, then a revocation is precluded when purchasing financial services whose price is subject to fluctuations on the financial market (§ 312d para. 4 no. 6 BGB).

Compliance with the deadline requires only that the declaration of revocation be dispatched in a timely manner. The revocation shall be declared in writing to the Management Company, SEB Asset Management S.A., with its registered office at L-2370 Howald, 4, rue Peternelchen, with name and signature of the individual making the declaration; no reason for the revocation is required.

The revocation period shall not commence until the copy of the application for conclusion of a contract has been provided to the purchaser or the purchaser has been sent a bought note containing an instructions as to the right of revocation.

If the parties are in dispute as to the commencement of the revocation period. The seller shall bear the burden of proof.

No right of revocation shall exist if the seller demonstrates that (1) the purchaser acquired the shares in the course of its trade or business; or (2) the seller called on the purchaser on the basis of a prior request pursuant to section 55 (1) of the Industrial Code (Gewerbeordnung – GewO) for the negotiations leading to the sale of the shares.

If revocation is declared after the purchaser has already effected payment, the foreign asset management company shall reimburse the purchaser, if applicable in return for the retransfer of the acquired shares, for the expenses paid and shall also pay out an amount equivalent to the value of the paid shares on the day after receipt of the revocation.

The right of revocation cannot be waived.

Publications

As regards the sale of shares in Germany, issue and redemption prices of Fund shares are published on the website <http://sebgroup.lu/Asset-Management/Luxembourg-based-funds>.

In addition, the investors in Germany will be provided by means of a durable medium in accordance with § 167 KAGB in German or in a language that is customary in the sphere of international finance (§ 298 clause 2 KAGB):

- aa) suspension of the redemption of the shares of an EU UCITS;
- bb) termination of an EU UCITS' management or the winding-up of an EU UCITS;
- cc) amendments to the fund rules which are inconsistent with existing investment principles, affect material investor rights, or relate to remuneration or the reimbursement of expenses that may be taken out of the EU UCITS' assets, including the reasons for the amendments and the rights of investors, the information must be communicated in an easily understandable form and manner and must indicate where and how further information may be obtained;
- dd) the merger of EU UCITS in the form of information on the proposed merger which must be drawn up in accordance with Article 43 of Directive 2009 65 EC;
- ee) the conversion of an EU UCITS into a feeder fund or any change to a master fund in the form of information which must be drawn up in accordance with Article 64 of Directive 2009 65 EC.

Information Relating to the German Paying Agent

All payments to unitholders (sales proceeds, distributions, if applicable, and all other payments) may be effected through the German Paying Agent.

Applications for subscription, redemption and conversion of shares of the Fund may be submitted to the German Paying and Information Agent. The current prospectus of the Fund, the key investor information document, the articles of incorporation, the current annual and semi-annual reports are available free of charge from the German Paying and Information Agent. Issue and redemption prices can be obtained or are available for inspection free of charge at the Paying and Information Agent.

Specific risks arising from new obligations on the publication of tax data in Germany

Upon request and at any time, the Management Company of the Fund must provide the German tax authorities with documents which the tax authorities require to permit the verification of the tax information published by the Fund.

The basis for calculating the tax-relevant data can be interpreted in various ways. As a result, there can be no guarantee that the German tax authorities will accept the calculation method of the Fund's Management Company in every respect.

If, as a result of this state of affairs, it should emerge that the tax data published by the Fund are incorrect, the investor must be aware that any corrections made will not have a retroactive effect and will, as a general rule, apply only to the current tax year. Consequently, a correction may have a positive or negative impact on the investor only for the current tax year in which distributions have been received or in which distribution-like income is attributable.