

UBS Manager Solutions

Investment company under Luxembourg law – Specialised Investment Fund
("Société d'Investissement à Capital Variable" – "Fonds d'Investissement Spécialisé")

October 2017

Sales Prospectus

Shares may be acquired on the basis of this sales prospectus and the latest annual report.

This sales prospectus and the latest annual report serve as the basis for subscriptions.

Furthermore, a Key Investor Information Document ("KIID") in accordance with Article 161 of the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, transposing EU Directive 2009/65/EC into Luxembourg law, is produced and made available to investors before subscribing for shares on the following website https://www.ubs.com/lu/en/asset_management/investor_information.html or in paper form upon request.

The shares of the sub-funds of "UBS Manager Solutions" (hereafter the "Company") are not promoted to the general public. They are exclusively offered to well-informed investors according to the law of February 13, 2007 relating to Specialised Investment Funds, as amended (hereafter the "Law of 2007"). Any reference to the "sales prospectus" herein shall be understood as a reference to the "offering document" within the meaning of the Law of 2007.

Only the information contained in the sales prospectus and in the documents referred to therein shall be deemed to be valid.

The shares of the sub-funds of UBS Manager Solutions are not listed on the Luxembourg Stock Exchange.

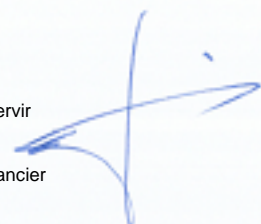
The issue and redemption of shares of UBS Manager Solutions are subject to the regulations prevailing in the concerned country of distribution.

The Company is an alternative investment fund ("AIF") within the meaning of Directive 2011/61/EU of the European Parliament and the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and regulations (EC) No 1060/2009 and (EU) No 1095/2010 (the "AIFM Directive").

Any reference in this sales prospectus to "EUR" refers to the European currency unit and any reference in this sales prospectus to "USD" refers to the United States Dollars, any reference to "CHF" refers to the Swiss Franc, any reference to "GBP" refers to the UK Pound Sterling, any reference to "CAD" to Canadian Dollars, any reference to "SGD" to Singaporean Dollars and any reference to "JPY" refers to the Japanese Yen.

Prospective investors should consult their financial or other professional adviser consequences of buying, holding, transferring, converting, redeeming or other shares under the laws of their countries of citizenship, residence and domicile.

VISA 2017/109344-4781-0-PC
L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2017-09-22
Commission de Surveillance du Secteur Financier



This sales prospectus does not constitute an offer or solicitation by anyone in any country in which such offer or solicitation is not lawful or authorized, or to any person to whom it is unlawful to make such offer or solicitation.

The shares of the Company are not registered under the United States Securities Act of 1933 or the Investment Company Act of 1940 or any other applicable legislation in the United States.

Shares of this Company may not be offered, sold or delivered within the United States or to investors who are US Persons. A US Person is any person who:

- (i) is a United States person within the meaning of Section 7701(a)(30) of the US Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder;
- (ii) is a US person within the meaning of Regulation S under the US Securities Act of 1933 (17 CFR § 230.902(k));
- (iii) is not a Non-United States person within the meaning of Rule 4.7 of the US Commodity Futures Trading Commission Regulations (17 CFR § 4.7(a)(1)(iv));
- (iv) is in the United States within the meaning of Rule 202(a)(30)-1 under the US Investment Advisers Act of 1940, as amended; or
- (v) is any trust, entity or other structure formed for the purpose of allowing US Persons to invest in the Company.

Shares are reserved for subscription by well-informed investors within the meaning of article 2 of the Law of 2007.

The rights and obligations of the shareholders in the Company are set out in this sales prospectus and the articles of incorporation of the Company (the "Articles of Incorporation") as well as the laws of the Grand Duchy of Luxembourg. Investors will not acquire any direct legal interest in investments made by the Company or any sub-fund.

Selling Restrictions

The distribution of this sales prospectus and the offering or purchase of shares is restricted in certain jurisdictions. This sales prospectus does not constitute an offer of or invitation or solicitation to subscribe for or acquire any shares in any jurisdiction in which such offer or solicitation is not permitted, authorised or would be unlawful. Persons receiving a copy of this sales prospectus in any jurisdiction may not treat this sales prospectus as constituting an offer, invitation or solicitation to them to subscribe for or acquire shares notwithstanding that, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to them without compliance with any registration or other legal requirement. It is the responsibility of any persons in possession of this sales prospectus and any persons wishing to apply for or acquire shares to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for or purchasers of shares should inform themselves as to the legal requirements of so applying or purchasing, and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

1. Management and Administration

Registered office

33A avenue J.F. Kennedy, L-1855 Luxembourg

Board of Directors of the Company (the "Board of Directors")

Chairman	Andreas Aebersold Executive Director UBS Switzerland AG, Switzerland
Members	André Müller-Wegner Managing Director UBS AG, Switzerland
	Madhu Ramachandran Executive Director UBS Europe SE, Luxembourg Branch
	Christian Schön Executive Director UBS Europe SE, Luxembourg Branch
	Jeremy Stenham Chartered Accountant Independent director London, United Kingdom

Management Company and external AIFM

UBS Fund Management (Luxembourg) S.A., R.C.S. Luxembourg 154.210 (the "Management Company").

The Management Company was established as a public-limited company in Luxembourg for an unlimited duration on 1 July 2010. Its registered office is located at 33A, avenue J.F. Kennedy, L-1855 Luxembourg.

The Articles of Association of the Management Company were published on 16 August 2010 by way of a notice of deposit in the "Luxembourg Official").

The consolidated version of the Articles of Incorporation is deposited at the Trade and Companies Register (Registre de Commerce et des Sociétés) in Luxembourg for inspection. One of the purposes of the Management Company is to manage undertakings for collective investment under Luxembourg law and to issue/redeem units in these products. In addition to this Company, the Management Company currently manages other undertakings for collective investment as well. The Management Company has fully paid-up equity capital of EUR 13,000,000.

The Management Company is the Company's external alternative investment fund manager ("AIFM") and is authorised under Chapter 2 of the Luxembourg Law of 12 July 2013 on AIFMs, as may be amended from time to time (the "Law of 2013"). In its capacity as external AIFM of the Company, the Management Company is in charge of ensuring compliance with the requirements of the Law of 2013, the Commission Delegated Regulation 231/2013 of 19 December 2012 supplementing the AIFM Directive with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision and such other European or Luxembourg AIFM Directive implementing measures (the "AIFMD-CDR") (the "AIFM Rules"). The Management Company is in particular entrusted with the portfolio management and the risk management of the Company. The Management Company is entitled to delegate its duties in accordance with, and subject to, the provisions of the AIFM Rules.

Professional Liability Risks

For the purpose of article 8 (7) of the Law of 2013 and article 14 of the AIFMD-CDR, the Management Company covers its potential professional liability risks arising from professional negligence, resulting from activities it carries out pursuant to the Law of 2013, through the provision of additional own funds at least equal to 0.01 % of the value of the portfolios it manages and which are appropriate to cover potential liability risks.

Board of Directors of the Management Company

Chairman	André Müller-Wegner, Managing Director, UBS AG, Basel und Zurich
Members	Pascal Kistler, Managing Director, UBS AG, Basel and Zurich
	Gilbert Schintgen, Managing Director, UBS Fund Management (Luxembourg) S.A., Luxembourg
	Andreas Schlatter, Mathematician (PhD), Independent Director, Küttigen, Switzerland

Executive Board of the Management Company

Members	Gilbert Schintgen, Managing Director, UBS Fund Management (Luxembourg) S.A., Luxembourg
	Valérie Bernard, Executive Director, UBS Fund Management (Luxembourg) S.A., Luxembourg
	Geoffrey Lahaye, Director, UBS Fund Management (Luxembourg) S.A., Luxembourg

Portfolio management

The portfolio management function of the Management Company has been delegated for all sub-funds to UBS Switzerland AG (its branches or its affiliated companies, successors or assigns) ("UBS") (the "Portfolio Manager"), who can delegate this function within the UBS-Group worldwide subject to the AIFM Rules. In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, the Portfolio Manager has retained the services of

UBS Hedge Fund Solutions LLC, a limited liability company organised under the laws of the State of Delaware, United States to provide non-discretionary investment advisory services including the screening, identification and due diligence of single manager funds and, in the context of FX hedging and side letter agreements only, certain discretionary investment services. UBS Hedge Fund Solutions LLC is an indirect wholly-owned subsidiary of UBS and a member of its Asset Management division. UBS may retain the services of other UBS owned or controlled entities, as it deems appropriate. The fees of any delegate appointed by the Portfolio Manager or separate agreement by UBS for the retention of any services hereunder shall be the responsibility of the Portfolio Manager and not the sub-fund.

Pooling of Assets

For the purpose of effective management, the Board of Directors may choose to allow pooling and/or co-management of the assets of certain sub-funds. In such a case, assets of different sub-funds will be managed in common. The assets which are managed in common shall be referred to as a "pool" notwithstanding the fact that such pools are used solely for internal management purposes. The pools do not constitute separate entities and are not directly accessible to shareholders.

Pooling

The Company may invest and manage all or any part of the portfolio assets established for two or more sub-funds (for the purpose hereof "participating sub-funds") on a pooled basis. Any such asset pool shall be formed by transferring to it cash or other assets (subject to such assets being appropriate in respect to the investment policy of the pool concerned) from each of the participating sub-funds. Thereafter, the Company may from time to time further transfers to each asset pool. Assets may also be transferred back to a participating sub-fund up to the amount of the participation of the sub-funds concerned. The unit of a participating sub-fund in an asset pool shall be measured by reference to notional units of equal value in the asset pool. On formation of an asset pool, the Board of Directors shall determine the initial value of notional shares (which shall be expressed in such currency as the Board of Directors may consider appropriate) and shall allocate to each participating sub-fund notional shares having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Thereafter, the value of the shares shall be determined by dividing the net assets of the asset pool by the number of the notional shares subsisting.

When additional cash or assets are contributed to or withdrawn from an asset pool, the allocation of notional shares of the participating sub-fund concerned will be increased or reduced, as the case may be, by a number of notional shares determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of a share. Where a contribution is made in cash, it may be treated for the purpose of this calculation as reduced by an amount which the Board of Directors considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of cash withdrawal, a corresponding deduction may be made to reflect costs which may be incurred in realising securities or other assets of the asset pool.

Dividends, interest and other distributions of an income nature earned in respect of the assets in an asset pool will be applied to such asset pool and cause the respective net assets to increase. Upon dissolution of the Company, the assets in an asset pool will be allocated to the participating sub-funds in proportion to their respective participation in the asset pool.

Co-Management

In order to reduce operational and administrative charges while allowing a wider diversification of the investments, the Board of Directors may decide that part or all of the assets of any sub-fund will be co-managed with assets belonging to other collective investment schemes or that part or all of the sub-funds will be co-managed amongst themselves. In the following paragraphs, the words “**co-managed Entities**” shall refer to any sub-fund and all entities with and between which there would exist any given co-management arrangement and the words “**co-managed Assets**” shall refer to the entire assets of these co-managed Entities and co-managed pursuant to the same co-management arrangement.

Under the co-management arrangement, the Portfolio Manager will be entitled to take on a consolidated basis for the relevant co-managed Entities, investment, disinvestment decisions which will influence the composition of the Company's portfolio. Each co-managed Entity shall hold a portion of the co-managed Assets corresponding to the proportion of its net assets to the total value of the co-managed Assets. This proportional holding shall be applicable to each and every line of investment held or acquired under co-management. In case of investment and/ or disinvestment decisions these proportions shall not be affected and additional investments shall be allotted to the co-managed Entities pursuant to the same proportion and assets sold shall be levied proportionately on the co-managed Assets held by each co-managed Entity.

In case of new subscriptions in one of the co-managed Entities, the subscription proceeds shall be allotted to the co-managed Entities pursuant to the modified proportions resulting from the net asset increase of the co-managed Entity which has benefited from the subscriptions and all lines of investment shall be modified by a transfer of assets from one co-managed Entity to the other in order to be adjusted to the modified proportions. In a similar manner, in case of redemptions in one of the co-managed Entities, the cash required may be levied on the cash held by the co-managed Entities pursuant to the modified proportions resulting from the net asset reduction of the co-managed Entity which has suffered from the redemptions and, in such case, all lines of investment shall be adjusted to the modified proportions. **Shareholders should be aware that, in the absence of any specific action by the Board of Directors or its appointed agents, the co-management arrangement may cause the composition of assets of a sub-fund to be influenced by events attributable to other co-managed Entities such as subscriptions and redemptions.** That, all other things being equal, subscriptions received in one entity with which any sub-fund is co-managed will lead to an increase of this sub-fund's reserve of cash. Conversely, redemptions made in one entity with which any sub-fund is co-managed will lead to a reduction of this sub-fund's reserve of cash. Subscriptions and redemptions may however be kept in the specific account opened for each co-managed Entity outside the co-management arrangements and through which subscriptions and redemptions must pass. The possibility to allocate substantial subscriptions and redemptions to these specific accounts together with the possibility for the Board of Directors or its appointed agents to decide at any time to terminate a sub-fund's participation in the co-management arrangement permit the sub-fund to avoid the readjustments of its portfolio if these readjustments are likely to affect the interests of the Company and of its shareholders.

If a modification of the composition of the sub-fund's portfolio resulting from redemptions or payments of charges and expenses peculiar to another co-managed Entity (i.e. not attributable to the sub-fund) is likely to result in a breach of the investment restrictions applicable to this sub-fund, the relevant assets shall be excluded

from the co-management arrangements before the implementation of the modification in order for it not be affected by the ensuing adjustments.

Co-managed assets of any sub-fund shall only be co-managed with assets intended to be invested pursuant to investment objectives identical to those applicable to the co-managed assets of such sub-fund in order to assure that investment decisions are fully compatible with the investment policy of the sub-fund. Co-managed assets of any sub-fund shall only be co-managed with assets for which the same portfolio manager is entitled to take investment or disinvestment decisions and the Depositary is also acting as depository in order to assure that the Depositary is able, with respect to the sub-fund, to fully carry out its functions and responsibilities according to the requirements by law. The Depositary shall at all times keep the Company's assets segregated from the assets of other co-managed entities and shall therefore be able at all times to identify the assets of the sub-funds. Since co-managed Entities may have investment policies which are not strictly identical to the investment policy of one of the sub-funds, it is possible that as a result the common policy implemented may be more restrictive than that of the other sub-fund.

The Board of Directors may decide at anytime and without notice to terminate the co-management arrangement.

Shareholders may at all times contact the registered office of the Company to be informed of the percentage of assets which are co-managed and of the entities with which there is such a co-management arrangement at the time of their request.

The annual reports shall state the co-managed assets' composition and percentages.

Co-management arrangements with non-Luxembourg entities shall be authorized provided that (1) the co-management agreement to which the non-Luxembourg entity is a party is subject to Luxembourg law and the jurisdiction of the Luxembourg courts, or that (2) the rights of each co-managed entity concerned are established in such a way that no creditor, liquidator or bankruptcy curator of the non-Luxembourg entity concerned has access to the assets of the sub-funds or has the right to freeze them.

Depositary and main paying agent

UBS Europe SE, Luxembourg Branch, 33A, avenue John F. Kennedy, L-1855 Luxembourg has been appointed as depositary of the Company (the "Depositary"). The Depositary will also provide paying agent services to the Company. The Depositary is registered with the Luxembourg Trade and Companies Register under the number B209123 and is a branch of UBS Europe SE, a credit institution constituted under German Law in the form of a *Societas Europaea*, duly authorised by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, BaFin). UBS Europe SE, Luxembourg Branch is subject to the supervision of the BaFin, the central bank of Germany (*Deutsche Bundesbank*), as well as of the Luxembourg supervisory authority, the *Commission de Surveillance du Secteur Financier* (CSSF).

The Depositary holds all the liquid assets and securities belonging to the Company's assets in safe custody for the shareholders. The Depositary performs all customary banking duties relating to the Company's accounts and securities as well as all routine administrative work in connection with the Company's assets prescribed by Luxembourg law.

All assets of the Company which are "financial instruments that can be held in custody" within the meaning of article 19(8)(a) of the Law of 2013 will be held in custody by the Depositary or by its delegates (sub-custodians). Vis-à-vis all other assets within the meaning of article 19(8)(b) of the Law of 2013, the Depositary will (i) verify that the ownership over the relevant assets effectively belongs to the Company itself or, where relevant, to the Management Company for the account of the Company and (ii) keep up to date a record of those assets.

The Depositary will further, in accordance with the Law of 2007, the AIFM Rules and the depositary agreement:

- ensure that the Company's cash flows are properly monitored in accordance with article 19(7) of the Law of 2013;
- ensure that the sale, issue, redemption and cancellation of shares effected on behalf of the Company are carried out in accordance with the Law of 2007, the AIFM Rules and the Articles of Incorporation;
- ensure that the value of the shares of the Company is calculated in accordance with the Law of 2007, the AIFM Rules, the Articles of Incorporation and the procedures laid down in article 19 of the AIFM Directive;
- carry out the instructions of the Management Company, unless they conflict with the Law of 2007, the AIFM Rules, any other applicable law or the Articles of Incorporation;
- ensure that, in transactions involving the assets of the Company, any consideration is remitted to it within the usual time limits in respect of the specified assets; and
- ensure that the income and assets attributable to the Company are applied in accordance with the Articles of Incorporation.

The Depositary may not delegate its cash flow monitoring and supervisory duties.

To the extent the Depositary appoints sub-custodians, any potential discharge of liability and the possibility to reuse the assets will be specified in the depositary agreement. The liability of the Depositary shall in principle not be affected by any delegation(s) of its custody function and the Depositary shall be liable to the Company or its investors for the loss of financial instruments that can be held in custody by the Depositary or a third party to whom the custody of financial instruments has been delegated.

Save as aforesaid, the Depositary shall be liable to the Company for any loss or liability incurred by the Company as a direct consequence of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the AIFM Rules.

Prime brokers

The Company will not appoint prime brokers within the meaning of article 1(11) of the Law of 2013 in respect of any of the sub-fund.

Administrative Agent

The Management Company has delegated the central administration function to UBS Fund Services (Luxembourg) S.A., 33A avenue J.F. Kennedy, L-1855 Luxembourg (B.P. 91, L-2010 Luxembourg) and as from or

after 1 October 2017 (the "Effective Date") to Northern Trust Global Services Limited, Luxembourg Branch, 6, rue Lou Hemmer, L-1748 Senningerberg (the "Administrative Agent").

Shareholders will be informed of the exact Effective Date via the following websites: www.ubs.com/funds and <https://www.northerntrust.com/about-us/news>.

The Administrative Agent is responsible for the general administrative duties involved in managing the Company and prescribed by Luxembourg law. These administrative services mainly include calculation of the net asset value per share and the keeping of the Company's accounts as well as reporting.

Auditor of the Company

The Company has appointed PricewaterhouseCoopers, Société coopérative, 2, rue Gerhard Mercator, L-2182 Luxembourg as "*réviseur d'entreprises agréé*" (authorised independent auditor) which, *inter alia*, verifies and audits the accounting information contained in the annual reports of the Company and various compliance aspects. The auditor's report, established after the audit, must be included in the annual report.

Paying agents

UBS Europe SE, Luxembourg Branch, 33A avenue J.F. Kennedy, L-1855 Luxembourg (B.P. 2, L-2010 Luxembourg) as well as the other paying agents in the various countries.

Rights of investors against the service providers of the Company

Without prejudice to any potential right of action in tort or any potential derivative action, investors in the Company may not have a direct right of recourse against any service providers appointed by the Company or the Management Company as such right of recourse will lie with the relevant contracting counterparty rather than the investors.

Profile of the typical investor

The sub-funds and classes presently offered are suitable as an investment for investors that have a long-term investment horizon.

Investment in the Company is only suitable for investors who can afford the risks involved. Only capital that the investor can afford to lose should be invested in a fund of this nature and investors are recommended to consult their financial advisers before investing in the Company.

Risk profile

Sub-fund investments may be subject to substantial fluctuations and no guarantee can be given that the value of a share in a sub-fund will not fall below its value at the time of acquisition.

Factors that can trigger such fluctuations or influence their extent include but are not limited to:

- changes affecting specific companies
- changes in interest rates
- changes in exchange rates
- changes in the prices of raw materials and energy resources
- changes affecting economic factors such as employment, public expenditure, indebtedness and inflation
- changes in the legal situation
- changes in the confidence of investors in certain asset classes (e.g. equities), markets, countries, industries and sectors

By diversifying investments, the Portfolio Manager endeavours to partially mitigate the negative impact of such risks on the value of the shares.

2. The Company

UBS Manager Solutions offers investors a range of different sub-funds (umbrella construction) which invest in accordance with the investment policies described in this sales prospectus. This sales prospectus, which contains specific details on each sub-fund, will be updated on the inception of each new sub-fund.

The following sub-funds are available:

Name of the sub-fund	Reference currency
UBS Manager Solutions – Managed Opportunity Fund	EUR
UBS Manager Solutions – Risk Parity Strategies Fund	USD

Share classes

Various classes may be offered for the sub-funds. Information on which share classes are available for which sub-fund can be obtained from the Administrative Agent.

Share Class	Characteristics
F	Class F shares are reserved for (i) persons that have entered into a written discretionary management agreement with UBS; and (ii) UBS managed funds. No distributor is appointed for F classes. Class F shares no longer held by either (i) persons bound by the terms of a written discretionary management agreement with UBS or (ii) by UBS managed funds may be compulsorily redeemed at their then applicable net asset value, unless the relevant holder requests their conversion into Class P shares, such request to be satisfied in the Company's and/or the Management Company's sole discretion.
Q	Class Q shares are reserved for persons that have entered into a written advisory agreement with UBS. Class Q shares held by persons no longer bound by the terms of a written advisory agreement with UBS may be compulsorily redeemed at their then applicable net asset value, unless the relevant holder requests their conversion into Class P shares, such request to be satisfied in the Company's and/or the Management Company's sole discretion.
P	Class P shares are available to all investors.

Initial issue price of shares

Unless otherwise set out in this Prospectus, the initial issue price of shares of any class amounts to 100 EUR, 100 CHF, 100 USD, 100 GBP, 100 CAD, 100 SGD, 10,000 JPY. Their smallest tradable unit is 0.001.

Additional characteristics of the share classes

"acc" for share classes with "-acc" in their name, income is not distributed unless the Company decides otherwise.

"dist" for share classes with "-dist" in their name, income is distributed unless the Company decides otherwise.

Currency: each of the above share class may be denominated in the following reference currencies: CAD, CHF, EUR, GBP, JPY, SGD, USD. For share classes where the reference currency is part of the name of the respective subfund, the respective currency will not be included in the share class name.

Hedging: each of the above share class denominated in a currency other than the relevant sub-fund's currency of account may also be hedged, in which case, the relevant share class will include a reference to "hedged" in its name. In relation to "hedged" share classes, foreign exchange transactions and currency forwards are conducted in order to hedge the net asset value of the sub-fund, calculated in the sub-fund's currency of account, against the net asset values of the share classes denominated in other currencies. Provision is made for the amount of the hedging to be between 95% and 105% of the total net assets of the share class in foreign currency. Changes in the value of the hedged sections of the portfolio and the volume of subscription and redemption requests for shares not denominated in the currency of account may, however, result in the level of currency hedging temporarily surpassing the stated limits. The Management Company and Portfolio Manager will take all the necessary steps to bring the hedging back within the aforementioned limits.

"UKdist": each of the above share class may also include a reference to "UKdist" in its name. In respect of each such share class which is labelled "UKdist", it is intended that a sum corresponding to 100% of the reportable income within the meaning of the UK reporting fund rules be distributed to the relevant shareholders when the share classes are subject to the reporting fund rules. The Company does not intend to make available taxable values in other countries for any such share class, and any share class labelled UKdist is exclusively intended for investors whose investment in the share class is liable to tax in the UK.

3. Legal Aspects

UBS Manager Solutions was incorporated on July 10, 2007 as an open-end investment fund in the legal form of a "*Société d'Investissement à Capital Variable* – Specialised Investment Fund" (SICAV-FIS) in accordance with Law of 2007. The Company is entered under no. B 129.749 in the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*). The Company is an AIF for the purpose of the AIFM Rules.

The Articles of Incorporation were published in the Mémorial, on August 29, 2007. Each amendment of the Articles of Incorporation shall be published in the "Recueil électronique des sociétés et associations" ("RESA"), in a Luxembourg daily newspaper and, if necessary, in the official publications specified for the respective countries in which shares of the Company are sold. Such amendments become legally binding in respect of all shareholders subsequent to their approval by the general meeting of shareholders.

The sum of the sub-funds' net assets forms the total net assets of the Company, which at any time correspond to the share capital of the Company and consist of fully paid in and non-par-value shares (the "shares"). At general meetings, the shareholder has the right to one vote per share held, irrespective of the difference in value of shares in the respective sub-funds. Shares of a particular sub-fund or class carry the right of one vote per share held when voting at meetings affecting this sub-fund or class. The Company is a single legal entity. For the purpose of the relations as between the shareholders, each sub-fund is deemed to be a separate entity, separate from the others. The assets of a sub-fund are exclusively available to satisfy the requests of that sub-fund and the right of creditors whose claims have arisen in connection with that sub-fund. Given that there is no segregation of liabilities between share classes, there is a risk that, under certain circumstances, currency hedging transactions in relation to hedged share classes could result in liabilities which might affect the net asset value of the other share classes of the same sub-fund.

The Board of Directors is empowered to establish new sub-funds and/or to liquidate existing ones at any time or to establish various share classes with specific characteristics within these sub-funds. The current sales prospectus shall be updated following the establishing of a new sub-fund or new share class.

The Company is unlimited with regard to duration and total assets.

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

The financial year of the Company ends on December 31. The ordinary general meeting takes place annually on May 20 at 10 a.m. at the registered office of the Company. If such a day does not fall on a business day in Luxembourg, the ordinary general meeting must take place on the next following working day.

4. Investment Objective and Investment Policy of the Sub-funds

A. Investment Objective

The main objective of the Company is to achieve high capital gains and a reasonable return, while giving due consideration to capital security and to the liquidity of assets.

B. General Investment Policy

Unless otherwise described in the Special Investment Policy of a sub-fund, the assets of the sub-funds shall be invested following the principle of risk spreading in all kinds of secured and unsecured securities, like for example in interest-bearing and non-interest-bearing securities, equities, cash, investment funds, listed and non-listed derivative instruments including those on commodities in accordance with the Law of 2007.

The reference currency of the individual sub-funds and/or classes (if different) indicates solely the currency in which the net asset value of the respective sub-fund or class is calculated and not the currency in which

investments of the sub-fund will be made. Investments are made in those currencies which best benefit the performance of the sub-funds.

By buying and/or selling futures on indices, the Portfolio Manager is able to manage the flows of funds generated by subscriptions/redemptions as well as increase or decrease market exposure.

By buying and/or selling call and put options on securities and indices, the Portfolio Manager can increase or decrease the exposure for a corresponding security or market. By buying warrants on securities, the Portfolio Manager can increase the exposure for a corresponding security.

Futures, forward contracts, swaps and options on currencies can be bought or sold by the Portfolio Manager for the purpose of building up or hedging foreign currency positions for any share class.

The markets in options, futures and swaps are volatile; both the opportunity to achieve gains as well as the risk of suffering losses are higher than with investments in securities. These techniques and instruments will only be employed if they are in conformity with the investment policies of the individual sub-funds and do not adversely affect their quality.

The sub-funds can invest in securitized assets, like mortgage backed securities and asset backed securities, where payments of coupons and principal are provided by the collateral assets rather than the issuing company itself. The issuing entity might have no or limited liabilities towards such securities impacting their credit risk.

In order to achieve its investment objective, with effect from 1 November 2012, each sub-fund may invest up to 100% of its net assets in liquid assets.

C. Special Investment Policies of the Sub-Funds

UBS Manager Solutions – Managed Opportunity Fund

The investment objective of the sub-fund is to seek to gain leveraged exposure across equity and fixed income asset classes, currencies and such other exposures as determined by the Portfolio Manager from time to time.

No guarantee can be given that this investment objective will be achieved.

The sub-fund is generally aimed at investors seeking to implement a leveraged market exposure. The Portfolio Manager, in pursuing the investment objective, shall invest primarily in interest-bearing and non-interest bearing securities, investment funds, and derivative instruments, which shall include both on-exchange and OTC derivatives. For the avoidance of doubt, derivatives may be used for both hedging and investment purposes.

The sub-fund will not engage in leverage of greater than 10 times the Net Asset Value of the sub-fund, calculated based on the commitment approach. The sub-fund will not engage in leverage of greater than 25 times the Net Asset Value of the sub-fund, calculated based on the gross approach. . Leverage may be generated through (i) cash and securities borrowing, (ii) financial derivatives, and (iii) investments in instruments embedding derivatives.

The sub-fund will neither make use of securities financing transactions (i.e. (i) repurchase transactions, (ii) securities or commodities lending and securities or commodities borrowing, (iii) buy-sell back transactions or sell-buy back transactions, and (iv) margin lending transactions) nor of total return swaps.

UBS Manager Solutions – Risk Parity Strategies Fund

The investment objective of the sub-fund is to gain exposure to a portfolio of investments constructed along risk parity principles in order to achieve consistent returns whilst exhibiting a greater resistance to economic downturns as compared to a traditional capital balanced portfolio.

No guarantee can be given that this investment objective will be achieved.

The principle of risk parity in portfolio management involves allocating capital across the various segments of a portfolio based on each segment contributing an equal amount of risk to the overall portfolio to create a portfolio that is diversified across the different risks of the underlying asset classes (i.e. equities, bonds, commodities, etc.), rather than across the capital-weighted exposures.

The Portfolio Manager, in pursuing the investment objective, shall invest primarily in other UCI or UCITS but may also invest, amongst other things, in interest-bearing and non-interest bearing securities and derivative instruments, which may include both on-exchange and OTC derivatives. For the avoidance of doubt, derivatives may be used for both hedging and investment purposes.

The sub-fund will not engage in leverage of greater than 2 times the Net Asset Value of the sub-fund, calculated based on the commitment approach. The sub-fund will not engage in leverage of greater than 6 times the Net Asset Value of the sub-fund, calculated based on the gross approach. Leverage may be generated through (i) cash and securities borrowing, (ii) financial derivatives, and (iii) investments in instruments embedding derivatives.

The sub-fund will neither make use of securities financing transactions (i.e. (i) repurchase transactions, (ii) securities or commodities lending and securities or commodities borrowing, (iii) buy-sell back transactions or sell-buy back transactions, and (iv) margin lending transactions) nor of total return swaps.

D. Risk Warnings

Use of derivatives:

Derivative financial instruments are not in themselves investment instruments but rights whose valuation mainly derives from the price and the price fluctuations and expectations of an underlying instrument. Investments in derivative financial instruments are subject to the general market risk, management risk, credit and liquidity risk.

Depending on the specific characteristics of derivative financial instruments, however, the aforementioned risks may be of a different kind and occasionally turn out to be higher than the risks with an investment in the underlying instruments.

That is why the employment of derivative financial instruments not only requires an understanding of the underlying instrument but also in-depth knowledge of the derivative financial instruments themselves.

The risk of default in the case of derivative financial instruments traded on an exchange is generally lower than the risk associated with derivative financial instruments that are traded over-the-counter on the open market, because the clearing agents, which assume the function of issuer or counterparty in relation to each derivative financial instrument traded on an exchange, assume a performance guarantee. To reduce the overall risk of default, such guarantee is supported by a daily payment system maintained by the clearing agent, in which the assets required for cover are calculated. In the case of derivative financial instruments traded over-the-counter on the open market, there is no comparable clearing agent guarantee and in assessing the potential risk of default, the Company must take account of the creditworthiness of each counterparty.

There are also liquidity risks since it may be difficult to buy or sell certain derivative financial instruments. When derivative transactions are particularly large, or the corresponding market is illiquid (as may be the case with derivative financial instruments traded over-the-counter on the open market), it may under certain circumstances not always be possible to fully execute a transaction or it may only be possible to liquidate a position by incurring increased costs.

Additional risks connected with the employment of derivative financial instruments lie in the incorrect determination of prices or valuation of derivative financial instruments. There is also the possibility that derivative financial instruments do not completely correlate with their underlying assets, interest rates or indices. Many derivative financial instruments are complex and frequently valued subjectively. Inappropriate valuations can result in higher demands for cash by counterparties or in a loss of value for the Company. There is not always a direct or parallel relationship between a derivative financial instrument and the value of the assets, interest rates or indices from which it is derived. For these reasons, the use of derivative financial instruments by the Company is not always an effective means of attaining the Company's investment objective and can at times even have the opposite effect.

Investments in UCI and UCITS

Sub-funds that have invested at least half of their assets in existing UCI and UCITS in accordance with their particular investment policies have the structure of a fund of funds. The general advantage of a fund of funds compared with direct investment in specific funds is the broader diversification or spread of risk. In a fund of funds, portfolio diversification extends not only to its own investments because the investment objects (target funds) themselves are also governed by the stringent principles of risk diversification. A fund of funds enables the investor to invest in a product which spreads its risks on two levels and thereby minimises the risks inherent in the individual investment objects, the investment policy of the UCITS and UCI in which most investments are made being required to accord as far as possible with the sub-fund's investment policy. Certain commission payments and expenses may occur more than once when investing in existing funds (for example, commission for the custodian bank and the central administrative agency, management/advisory fees and issuing/redemption commission of the UCI and/or UCITS in which an investment is made). Such commission payments and expenses are charged at the level of the target fund as well as of the fund of funds.

The sub-funds may also invest in UCI and/or UCITS managed by UBS or by a company with which it is associated through common management or control or through a substantial direct or indirect stake. In this case, no issuing

or redemption commission will be charged on subscription to or redemption of these shares. The twofold charging of commission and expenses referred to above does however remain.

The Portfolio Manager or its delegate may consider redeeming out of target UCITS or other UCIs which are restricted to further subscription, for purposes of operationally efficient portfolio management. Such potential redemptions may be performed regardless of the projected or expected performance of such target UCITS or other UCIs.

Short selling:

Short selling can involve greater risk than investment based on a long position. A short sale of equity involves the risk of a theoretically unlimited increase in the market price of the equity, which could result in an inability to cover the short position and a theoretically unlimited loss.

Insolvency Risk on Swap Counterparties:

Margin deposits made in relation to swap contracts will be held with brokers. Though there are provisions in the structure of these contracts intended to protect each party against the insolvency for the other, these provisions may not be effective. This risk will further be mitigated by the exclusive choice of reputable swap counterparties.

Potential Illiquidity of Exchange Traded Instruments and swap contracts:

It may not always be possible for the Company to execute a buy or sell order on exchanges at the desired price or to liquidate an open position due to market conditions including the operation of daily price fluctuation limits. If trading on an exchange is suspended or restricted, the Company may not be able to execute trades or close out positions on terms which the Portfolio Manager believes are desirable.

Swap contracts are over-the-counter contracts with a single counterparty and may as such be illiquid. Although swap contracts may be closed out to realize sufficient liquidity, such closing out may not be possible or very expensive for the Company in extreme market conditions.

Ability to take positions through swap contracts:

Insofar as provided for by the Special Investment Policy of the relevant sub-fund, the ability of such sub-fund to take short positions and to achieve leverage may be dependent on the ability to enter into swap contracts with appropriate counterparties and terms. The Company may not be able to enter into such contracts because of, for example, changes in laws, regulations or the situation of the swap counterparties.

Market Risk:

The investments of the Company are subject to normal market fluctuations and the risks inherent in equity securities and similar instruments and there can be no assurances that appreciation will occur. The price of shares can go down as well as up and investors may not realise their initial investment. Although the Portfolio Manager will attempt to restrict the exposure of the Company to market movements, there is no guarantee that this strategy will be successful.

To achieve the desired level of market exposure the Company may use futures, which may result in losses to the portfolio.

Emerging Markets:

The Special Investment Policies of sub-funds may provide for the possibility to invest in countries where the local stock exchanges may not yet qualify as regulated markets, which operate regularly and are recognised and open to the public.

The attention of potential investors is drawn to the fact that investments in these sub-funds are subject to a higher degree of risk. The stock markets and the economies of emerging markets are generally volatile. Investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls.

Finally, in some emerging markets, it is difficult to clearly identify what conditions of ownership apply to certain companies as a result of ongoing privatisation processes.

Forward Foreign Exchange Contracts:

For hedging purposes the Company may enter into forward foreign exchange contracts. A forward foreign exchange contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward foreign exchange contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward foreign exchange contracts are effected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of telex or facsimile messages. There is no limitation as to daily price movements on this market and in exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward foreign exchange contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward foreign exchange contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. The Company will be subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel the Company to cover its commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

Currency Options:

For hedging purposes, as provided for in the investment policy of the relevant sub-fund, the Company may acquire currency options, the value of which depend largely upon the likelihood of favourable price movements in the underlying currency in relation to the exercise (or strike) price during the life of the option. Many of the risks applicable to trading the underlying currencies are also applicable to over-the-counter options trading. In addition, there are a number of other risks associated with the trading of options including the risk that the purchaser of an option may at worst lose his entire investment (the premium it pays).

Currency Exposure:

The shares may be denominated in different currencies and shares will be issued and redeemed in those currencies. Certain of the assets of the Company may, however, be invested in securities and other investments which are denominated in other currencies. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates. The Company will be subject to foreign exchange risks. The Company may engage in currency hedging but there can be no guarantee that such a strategy will prevent losses. In addition, prospective investors whose assets and liabilities are predominantly in other currencies should take into account the potential risk of loss arising from fluctuations in value between the Reference currency of a sub-fund and such other currencies.

Leverage; Interest rates; Margin

For the purpose of the AIFM Rules, leverage means any method by which the exposure of the Company or sub-fund is increased through borrowing of cash or securities, or leverage embedded in derivative position or by any other means. The Company, the sub-funds or an underlying UCI or UCITS may utilise substantial leverage in their respective investment program, thereby maximising their respective investment positions by leveraging exposure to the fullest extent permitted by their respective regulations. As a result, the possibilities of profit and loss are increased. Borrowing money or using derivatives to purchase or sell securities provides the Company with the advantages of leverage, but exposes it to greater market risks and higher current expenses. Any gain in the value of investments purchased or sold short with borrowed money/derivatives or income earned from these securities that exceeds interest paid on the amount borrowed would cause the Company's net asset value to increase faster than would otherwise be the case. Conversely, any decline in the value would cause the Company's net asset value to decrease faster than would otherwise be the case.

Leverage may take the form of trading on margin, investing in derivative instruments that are inherently leveraged, and entering into other forms of direct or indirect borrowings. The amount of leverage or borrowings which the Company may have outstanding at any time may therefore be large in relation to its assets. Consequently, the level of interest rates generally, and the rates at which the Company can borrow in particular, will affect the operating results of the Company.

Restriction on Payment of Redemption Proceeds

In case a sub-fund uses leverage through borrowing it may have to grant securities over its bank accounts in favour of the lender(s). Investors should be aware that in such a case the sub-fund's ability to effect payment out of its bank accounts may be restricted even in the absence of default of that sub-fund under the relevant borrowing arrangement. As a result thereof the Company may not be able to honour the payment of redemption proceeds or a delay may occur in such payment.

Risks Associated with the sub-funds' Investment Policy

A sub-fund's investment policy may be premised upon the belief that certain historical relationships between risk and return will be indicative of future relationships between risk and return. There can be no assurance that these historical relationships will continue or, even if they continue, that the Company will apply them in a manner that is profitable to the relevant sub-fund. Changes in markets and factors that affect markets that cannot be taken

into account in financial models may occur that cause a sub-fund's strategy to result in losses to such sub-fund. A shareholder in a sub-fund may lose money and the sub-fund may underperform other investments if the results of the Company's beliefs regarding the value or likely performance of an investment prove to be wrong.

Quantitative Model Risk

The Company may use quantitative methods to select investments. Investments made based on these quantitative methods may perform differently from the market as a whole or from their expected performance for many reasons, including factors used in creating the quantitative model, the relative weights placed on each factor, and changing sources of market returns, among others. Any errors or imperfections in the Company's quantitative analyses or models, or in the data on which they are based, could adversely affect the ability of the Company to implement such analyses or models effectively, which in turn could adversely affect a sub-fund's performance. There can be no assurance that these methodologies will help the sub-fund to achieve its investment objective.

Conflicts of interest

The Management Company will take all reasonable steps to identify conflicts of interest that arise in the course of managing funds and will maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps designed to identify, prevent, manage and monitor conflicts of interest in order to prevent them from adversely affecting the interests of the funds and their investors.

If the Management Company delegates one or more of its functions to a member of the UBS Group of companies in accordance with the AIFM Rules, or allocates to a target fund which is itself managed by a member of the UBS Group of Companies, it will seek to ensure that such appointment does not adversely affect investors and, in particular, it will seek to ensure that any such appointment/allocation is in the best interest of the Company and its investors.

Investors should be aware that members of the Board of Directors may face conflicts of interest due to functions that they perform as member of the Board of Directors and as director or employee of UBS, including its subsidiaries, affiliated companies, representatives or agents ("Associated Parties"). Although that the Board of Directors takes the best possible steps to avoid conflicts of interest they may be unavoidable from time to time. In the event of such unavoidable conflicts of interest, the Board of Directors will endeavour to resolve such conflicts in the best interest of the investors.

Further, investors should be aware that the Portfolio Manager may face conflicts of interest, for example when initiating transactions in which the Portfolio Manager has, directly or indirectly, a material interest. Such a conflict may arise where:

- (i) the Portfolio Manager, when acting for a sub-fund may be dealing with an Associated Party or in securities issued or placed by an Associated Party or in respect of which an Associated Party plays a role or in the issuance of which an Associated Party may have a business interest;
- (ii) the Portfolio Manager, when acting for a sub-fund is dealing with or using resources such as pricing, valuation, placement of deposits, execution and clearing of transactions, or research,

provided by an Associated Party or in the use of which an Associated Party has a business interest;

- (iii) (iii) the Portfolio Manager is acting for other clients and may conduct conflicting trading strategies for different clients, aggregate orders and match or cross an order executed for the relevant sub-fund with an order from another person which may be an Associated Party;
- (iv) (iv) a director or employee of the Portfolio Manager or of an Associated Party or the Portfolio Manager or the Associated Party itself is a director of, holds or deals in securities of or is otherwise interested in any company whose securities are held or dealt in on behalf of a sub-fund; and
- (v) (v) the Portfolio Manager may be prevented from dealing in certain securities which are on a banned list of the Portfolio Manager. Securities may be on such a list because the Portfolio Manager may be privy to non-public price sensitive information in respect of such securities or for regulatory reasons.

5. Investments in UBS Manager Solutions

A. Conditions for the issue and redemption of shares of the sub-funds

Unless otherwise set out in this prospectus, shares of available classes can be issued and redeemed on every business day. A day where the issue and redemption takes place is defined as a "Dealing Day".

In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, the Dealing Day is monthly on the last business day of each month.

In this context, "business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours) in Luxembourg and the U.S., with the exception of individual, non-statutory rest days as well as days on which exchanges in the main countries in which a sub-fund invests are closed or 50% or more sub-fund investments cannot be adequately valued. Non-statutory rest days are days on which banks and financial institutions are closed. No issue or redemption will take place on days on which the Company has decided not to calculate net asset value as described in the paragraph "Suspension of the net asset value calculation and of the issue, redemption and conversion of shares". In addition, the Company is empowered to reject subscription applications at its discretion.

Subject to any applicable notice periods as set out in section 5 (D) ("Issue of shares") and section 5 (E) ("Redemptions") of this prospectus subscription and redemption applications entered with the Administrative Agent by no later than 12.00 CET (Cut-off Time) will be processed on the basis of the net asset value calculated for that Dealing Day in accordance with the provisions set out below. Subscription and redemption applications received after this cut-off time will be processed on the next following Dealing Day. This means that the net asset value for settlement purposes is not known when the order is placed (forward pricing). It will be calculated as of the Dealing Day on the basis of the last prices available at the time of valuation

All orders sent by fax must be received by the Administrative Agent one hour prior to the stated Cut-off Time of the respective sub-fund for a Dealing Day, at the latest. However, cut-off times earlier than those specified above

may be applied by the central settling agent of UBS in Switzerland, distributors or other intermediaries vis-à-vis their clients in order to ensure a punctual submission of subscription orders to the Administrative Agent. Information on these may be obtained at the central settling agent of UBS in Switzerland, the distributors concerned or other intermediaries. For transactions registered with the Administrative Agent after the respective Cut-off Time for a Dealing Day, the order date is considered to be the following Dealing Day. The same applies to the conversion of shares of a sub-fund into shares of another sub-fund of the Company performed on the basis of the net asset values of the sub-funds concerned. The individual valuation principles applied are described in the paragraph that follows.

Shares of the Company may not be offered, sold or otherwise distributed to 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 of the Company or, as the case may be, in the sub-funds:

- i) If in the opinion of the Board of Directors such holding may be detrimental to the Company and its shareholders.
- ii) If it may result in a breach of any law or regulation, whether Luxembourg or foreign.
- iii) If as a result thereof the Company may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred.
- iv) If such person would not comply with the eligibility criteria for shares.

B. Net asset value

The net asset value per share of any share class is expressed in the reference currency of the share class concerned and is calculated on every Dealing Day (the "Valuation Day"). The net asset value per share is calculated by dividing the overall net assets of the sub-fund attributable to each share class by the number of shares issued in the particular share class of the sub-fund. The percentage of the net asset value which is attributable to each respective share class of a sub-fund is determined by the ratio of the shares issued in each share class to the total number of shares issued in the sub-fund, and will change each time shares are issued or redeemed.

If the total subscriptions or redemptions affecting all the share classes of a sub-fund on a single Dealing Day result in a net capital inflow or outflow, the net asset value of the share classes of the sub-fund on the relevant Dealing Day may be adjusted (Single Swing Pricing, "SSP"). The maximum adjustment amounts to 1% of the net asset value (before adjustment). Estimated transaction costs and tax charges that may be incurred by the sub-fund as well as the estimated bid/offer spread of the assets in which the sub-fund invests may be taken into account to determine the amount of the adjustment. The adjustment leads to an increase in net asset value in case of net capital inflow in the affected sub-fund. It results in a reduction of net asset value in case of net capital outflow in the affected sub-fund. The Board of Directors can set a threshold amount for each sub-fund. This may consist of the net movement on a Dealing Day in relation to the net assets of the relevant sub-fund or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold was to be exceeded on a Dealing Day.

The value of the assets held by each sub-fund is calculated as follows:

- a) Liquid assets - whether in the form of cash, bank deposits, bills of exchange and demand notes and receivables, prepaid expenses, cash dividends and declared or accrued interest that has not yet been

received - are valued at their full value unless it is unlikely that this value will be fully paid or received, in which case their value is determined by taking into consideration a deduction that seems appropriate in order to represent their true value.

- b) Securities, derivatives and other investments listed on a stock exchange are valued at the last known market price. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.

In the case of securities, derivatives and other investments little traded on a stock exchange and for which a secondary market among securities traders exists with pricing in line with the market, the company may value these securities, derivatives and other investments based on these prices. Securities, derivatives and other investments that are not listed on a stock exchange, but which are traded on another regulated market which is recognised, open to the public and operates in a due and orderly fashion, are valued at the last available price on this market.

- c) Securities, derivatives and other investments that are not listed on a stock exchange or traded on another regulated market, and for which no appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.
- d) The valuation of derivatives, which are not listed on a stock exchange ("OTC derivatives") takes place by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by means of methods of calculation recognised by the company and the auditors, based on the market value of the underlying instrument from which the derivative is derived.
- e) Shares of other undertakings for collective investment in transferable securities authorised under Directive 2009/65/EC (the "UCITS Directive") ("UCITS") and/or other undertakings for collective investment ("UCI") will be valued at their last available net asset value. Certain units or shares of other UCITS or Other UCIs may be valued based on an estimate of their value provided by reliable service providers that are independent from the portfolio manager or the investment advisor of the target funds (price estimate).
- f) If the sub-fund is a money market fund:
 - a. Money market instruments not traded on a stock exchange or on another regulated market open to the public will be valued on the basis of the relevant interest curves. The valuation based on the curve is with reference to the two components of interest rate and credit spread. The following principles are applied in this process: for each money market instrument, the interest rates nearest the residual maturity are interpolated. The interest rate calculated in this way is converted into a market price by adding a credit spread that reflects the underlying borrower. This credit spread is adjusted if there is a significant change in the credit rating of the borrower.
 - b. Interest income earned by sub-funds between the relevant order date and the relevant Valuation Date is included in the valuation of the assets of the relevant sub-fund. The asset value per share on a given Valuation Date therefore includes projected interest earnings.

- g) For the other sub-funds that do not fall under the rules in subsection f) (a), money market instruments will be valued based on the net acquisition price and retaining the ensuing yield, provided that the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of different investments will be brought into line with the new market yields.
- h) Securities and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) obtained from external price providers.
- i) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.
- j) The value of swap is calculated by an external service provider and a second independent valuation is provided by another external service provider. The calculation is based on the net present value of all cash flows, both inflows and outflows. In some specific cases, internal calculations (based on models and market data made available from Bloomberg), and/or broker statement valuations may be used. The valuation methods depend on the respective security and are determined pursuant to the UBS Global Valuation Policy.

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

The Company is authorized to apply other generally recognized and auditable valuation criteria chosen in good faith in order to achieve an appropriate valuation of the net asset value if, due to extraordinary circumstances, a valuation in accordance with the above-mentioned regulations proves to be unfeasible or inaccurate.

In the case of extraordinary circumstances, additional valuations, which will affect the prices of the shares to be subsequently issued or redeemed, may be carried out within one Valuation Day.

C. Market-Timing and Late Trading

Prospective investors and shareholders should note that the Company may reject or cancel any subscription or conversion orders for any reason and in particular in order to comply with the Circular 04/146 relating to the protection of UCIs and their investors against late trading and market timing practices. For example, excessive trading of shares in response to short-term fluctuations in the market, a trading technique sometimes referred to as market timing, has a disruptive effect on portfolio management and increases the sub-funds' expenses. Accordingly, the Company may, in the sole discretion of the Board of Directors or the Management Company, compulsorily redeem shares or reject any subscription orders and conversions orders from any investor that the Company or the Management Company reasonably believes has engaged in market timing activity. For these purposes, the Company and the Management Company may consider an investor's trading history in the subfunds and accounts under common control or ownership.

In addition to the issuing commission or conversion commission which may be of application to such orders as set forth in this prospectus, the Company and the Management Company may impose a penalty of maximum 2%

(two per cent.) of the net asset value of the shares subscribed or converted where the Company or the Management Company reasonably believes that an investor has engaged in market timing activity. The penalty will be credited to the relevant sub-fund. The Company, the Management Company and the Board of Directors will not be held liable for any loss resulting from rejected orders or mandatory redemption.

Furthermore, the Company will ensure that the relevant deadlines for requests for subscriptions, redemptions or conversions are strictly complied with and will therefore take all adequate measures to prevent practices known as late trading.

D. Issue of shares

The issue prices of shares of each class are calculated according to the section "Net asset value" above.

Shareholders should note that the net asset value may be adjusted in accordance with the Single Swing Pricing policy set out in the section "Net asset value" above and that any reference to the issue price of shares is to the Net asset value as may be adjusted pursuant to such Single Swing Pricing policy.

Shares of the sub-funds may only be subscribed by well-informed investors. According to Art. 2 of the Law of 2007, a well-informed investor shall be an institutional investor, a professional investor or any other investor who meets the following conditions:

- a) he has confirmed in writing that he adheres to the status of well-informed investor, and
 - (i) he invests a minimum of 125,000 Euro in the Company, or
 - (ii) he has been subject of an assessment by a credit institution within the meaning of Directive 2006/48/EC, by an investment firm within the meaning of Directive 2004/39/EC or by a management company within the meaning of Directive 2009/65/EC certifying his expertise, his experience and his knowledge in adequately apprising an investment in the Company.

The issue price is based on the net asset value per share. In case of a subscription, the fees (brokerage fees, etc.), which arise on average for the sub-fund in order to invest the amount subscribed, can be invoiced to the investor. Any taxes, commissions and other fees incurred in the respective countries in which shares are sold will also be charged.

Subscriptions for shares of the Company are accepted at the issue price of the relevant class of shares by the Company, the Administrative Agent as well as any other sales agency.

In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, subscription requests must be received by the Cut-off Time no later than 5 business days (the "Subscription Notice period") prior to the Dealing Day to which they relate.

Unless otherwise set out in this prospectus, payment must be received by the Depositary of the Company at the latest three business days after the Dealing Day. In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, payment must be received by the Depositary of the Company at the latest 4 business days before the dealing day. The shares will be transferred to the investors concerned without delay upon payment of the full issue price. The Company may decide to issue certain classes of shares as non-certificated registered shares. Fractions of shares will be issued up to the third decimal. Upon request and against payment by the

shareholder of all incurred expenses, the Company may also decide to issue share certificates in physical form. The Company reserves the right to issue share certificates in denominations of 1 or more shares, however fractions of shares, will not be issued in certificate form. All shares of each class have the same rights. However, the Articles of Incorporation envisage the possibility of establishing within a sub-fund various share classes with specific features.

The Company issues registered shares only. This means that the shareholder status of the investor in the Company with all associated rights and obligations will be based on the respective investor's entry in the Company's register. A conversion of registered shares into bearer shares may not be requested. The shareholders should bear in mind that the registered shares may be also cleared via recognised external clearing houses like Clearstream and Euroclear.

The Company at its discretion may accept subscriptions in kind, in whole or in part. However in this case the investments in kind must be in accordance with the respective sub-fund's investment policy and restrictions. In addition these investments will be audited by the auditor appointed by the Company. The related costs are borne by the investor.

E. Redemption of shares

Subject to complying with any applicable notice periods, shareholders can request redemption of their shares for each Dealing Day by making an irrevocable redemption application to the Company, the Administrative Agent or to any sales agencies authorised to accept such applications. Redemption applications must be accompanied by any certificates, which might have been issued.

In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, redemption requests must be received by the Cut-off Time no later than 5 business days (the "Redemption Notice period") prior to the Dealing Day to which they relate.

Any taxes, commissions and other fees incurred in the respective countries in which sub-fund shares are sold will be charged to the investor.

The development of the net asset value determines whether the redemption price is higher or lower than the issue price paid by the investor. Shares will be redeemed at the net asset value per share as at the relevant Dealing Day. Shareholders should note that the net asset value may be adjusted in accordance with the Single Swing Pricing policy set out in the section "Net asset value" above and that any reference to the redemption price of shares is to the net asset value as may be adjusted pursuant to such Single Swing Pricing policy.

Unless otherwise set out in this prospectus, redemption payments are effected under normal circumstances within 3 business days after the applicable Dealing Day. In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, redemption proceeds will generally be paid no later than 35 calendar days following the applicable Dealing Day. Payments may be delayed until sufficient payments from target funds have been received.

In respect of the sub-fund UBS Manager Solutions – Risk Parity Strategies Fund, if a shareholder requests to redeem shares having a net asset value exceeding 90% of the net asset value of all of such shareholder's shares,

the Board of Directors may, in its discretion, withhold from the redemption proceeds an amount up to 5% of the net asset value of the greatest number of shares held by such shareholder since the most recent audit. The amount withheld will be distributed (with or subject to a commercially reasonable interest rate depending on the current market environment and subject to audit adjustment)) within a reasonable time following the completion of the audit for the year in which the applicable redemption date occurs. Such amount will not participate in the profits and losses of the sub-fund from the redemption date onwards.

In the event of an excessively large volume of redemption applications, the Company may decide to delay execution of the redemption applications until the corresponding assets of the sub-fund are sold without unnecessary delay. If such a measure is necessary, all redemption orders received on the same day will be settled at the same price.

If any application for redemption is received in respect of a Dealing Day which either singly or when aggregated with other applications so received (including conversion requests), is more than 10% of the total net assets of the relevant sub-fund, the Company reserves the right in its sole and absolute discretion (and taking into account the best interests of the remaining shareholders) to scale down pro rata each application with respect to such Dealing Day so that not more than 10% of the total net assets of the sub-fund be redeemed or converted on such Dealing Day ("Redemption Limit"). Where applicable, if applications for redemption are received in respect of Dealing Days within a calendar month which when aggregated with other applications so received (including conversion requests), are more than 20% of the total net assets of the relevant sub-fund, the Company reserves the right in its sole and absolute discretion (and taking into account the best interests of the remaining shareholders) to scale down pro rata such applications so that not more than 20% of the total net assets of the sub-fund be redeemed or converted on such Dealing Days ("Monthly Redemption Limit"). With respect to any application received in respect of a Dealing Day on which a Redemption Limit or Monthly Redemption Limit is applied, to the extent that applications will be received in respect of subsequent Dealing Days, such later applications will be postponed in priority to the satisfaction of applications relating to the previous Dealing Day(s), but subject thereto will be dealt with as set out in the preceding sentence.

Instead of the aforementioned adjustment of the net asset value, the estimated transaction costs and tax charges that may be incurred by the sub-fund as well as the estimated bid/offer spread of the assets in which the Fund invests may be charged to the investor directly.

The Company at its discretion may decide, with the approval of the relevant investor, to effect redemptions in kind, in whole or in part. Investors are free to refuse the redemption in kind and to insist upon cash redemption payment in the reference currency of the relevant sub-fund or class of shares. Where investors agree to accept a redemption in kind they will, to the extent possible, receive a representative selection of the sub-fund's holding in securities, cash and other assets pro rata to the number of shares redeemed. In addition these redemptions will be audited by the auditor appointed by the Company. The related costs are borne by the investor.

If the value of the portion of a share class on the total net asset value of a sub-fund falls below or has not reached a certain level set by the Board of Directors as the minimum level for an economically efficient management of this share class, the Board of Directors may decide to redeem all shares of this class - upon payment of the redemption price - on a business day to be determined by the Board of Directors. In no event, investors of both the class concerned and other investors in the relevant sub-fund shall bear any additional costs or suffer any other financial disadvantages as a result of this redemption.

F. Conversion of shares

Generally, the shareholder may request conversion of their shares for each Dealing Day into shares of another sub-fund or another share class of the same sub-fund.

However, the following exceptions apply:

- The conversion is only possible into shares of a class or sub-fund open for further subscriptions; no conversion is possible if the issue of shares by the sub-fund has been suspended.
- The right to convert shares is subject to compliance with any conditions applicable to the share class or sub-fund into which conversion is to be effected.
- Conversions can only be made for a defined number of shares.

The same procedures apply to the submission of conversion applications as apply to the issue and redemption of shares.

The number of shares to convert into is calculated with the following formula:

$$\alpha = \frac{\beta * \chi * \delta}{\varepsilon}$$

where:

- α = number of shares of the new sub-fund or the share class in which to convert
- β = number of shares of the sub-fund or the share class from which to convert
- χ = net asset value of the shares presented for conversion
- δ = foreign exchange rate between the sub-funds or the share classes concerned. If both sub-funds or share classes are valued in the same currency of account, this coefficient equals 1
- ε = net asset value per share of the sub-fund and/or share class in which the conversion shall be performed plus any taxes, commissions or other fees.

In case of conversion, based on the net asset value, the fees (brokerage fees, etc.) which arise on an average for the sub-fund in order to invest/disinvest the amount converted can be invoiced to the investor.

G. Prevention of money laundering and terrorist financing

The Administrative Agent and any appointed sales agencies must obey the provisions of the Luxembourg law on the prevention of money laundering and terrorist financing and in particular of the law of 12 November 2004, and the laws of 5 April 1993 and 11 August 1998 concerning the financial sector, as well as subsequent regulations issued by the Luxembourg government or supervisory authorities.

Amongst other things, the subscriber must furnish proof of his or her identity to the Administrative Agent and the sales agency or the distributor which accepts his or her subscription. The Administrative Agent and any sales agency or distributor is to request the following identification documents from the person buying Company

shares: for individuals a certified copy of the passport/identity card (certified by the Administrative Agent or the sales agency or distributor or by the local administrative authority); for companies or other legal entities a certified copy of the articles of incorporation, a certified copy of the extract from the Commercial Register, a copy of the most recently published annual accounts, the complete name of the material beneficial owner, i.e. the final shareholders.

The Administrative agent must ensure that the sales agencies and distributors adhere strictly to the aforementioned identification procedures. The Administrative Agent and the Company can, at any time, demand assurance from the sales agency that the procedures are being adhered to. The Administrative Agent controls adherence to the aforementioned provisions for all subscription and redemption applications which it receives from sales agencies or distributors in countries which do not impose on such intermediary an obligation to identify investors equivalent to that required under Luxembourg or EU laws for the prevention of money laundering and terrorist financing.

Furthermore, any distributor or sales agency must obey all regulations to prevent money laundering and financing of terrorism which are in force in their respective countries.

H. Suspension of the net asset value calculation and of the issue, redemption and conversion of shares

The Company may temporarily suspend calculation of the net asset value and hence the issue and redemption of shares for one or more sub-funds and the conversion between the individual sub-funds or classes of shares when:

- one or more stock exchanges or markets in which the valuation of a major part of the net assets is based are closed outside of normal business days or trading is suspended or when these stock exchanges and markets are exposed to limitations or temporary severe fluctuations; or
- events beyond the control, liability or influence of the Company make it impossible to access the Company's assets under normal conditions or such access would be detrimental to the interests of the shareholders; or
- in the case of sub-funds that have invested in other UCI or UCITS, during any period when one or more of the target UCI or UCITS funds has suspended redemption rights or placed any limitations on the payment of redemption proceeds or suspended its reporting of its net asset value or the net asset value of any of its shares;
- disruptions in the communications network or any other reason make it impossible to calculate the value of a considerable part of the net assets; or
- if, owing to restrictions on exchange and asset transfers, the Company can no longer transact its business.

A suspension of the calculation of the net asset value, a suspension of the issue or redemption of shares and a suspension of the conversion between sub-funds or classes of shares will be notified without delay to all the responsible authorities in those countries in which shares of the Company are approved for sale to the public as well as notified to the shareholders as provided under "Information to shareholders" below.

In addition, the Company is empowered

- a) to refuse subscription applications at its own discretion;
- b) to compulsorily redeem shares at any time which were subscribed to or purchased in defiance of an exclusion order.

I. Distribution of income

The general meeting of shareholders of the respective sub-funds or classes of shares shall decide, at the proposal of the Board of Directors and after closing the annual accounts per sub-fund, whether and to what extent distributions are to be paid out by each sub-fund or share class, provided that such sub-fund or share class gives right to distribution payments. The payment of distributions must not result in the net assets of the Company falling below the minimum amount of assets prescribed by law. If a distribution is made, payment will be effected no later than four months after the end of the financial year.

The Board of Directors is authorized to pay interim dividends and to suspend the payment of distributions.

Entitlements to distributions and allocations not claimed within five years of falling due shall lapse and be paid back into the sub-fund or share class concerned. If the sub-fund or share class in question has already been liquidated, the distributions and allocations will accrue to the remaining sub-funds of the Company or to the remaining share classes of the same sub-fund in proportion to their respective net assets. At the proposal of the Board of Directors, the general meeting of shareholders may decide to issue bonus shares as part of the distribution of net investment income and capital gains. An income equalization amount will be calculated so that the distribution corresponds to the actual income entitlement.

Distributions are made upon submission of the coupons if certificates have been issued for the shares. The method of payment is determined by the Company.

No distributions will be made in relation to classes of shares the features of which provide for an accumulation policy.

J. Taxes and expenses

Tax

The Company is subject to Luxembourg legislation. It is up to the purchasers of shares to seek information on the laws and regulations governing the purchase, possession and sale of shares at their place of residence and for people of their nationality.

In conformity with current legislation in the Grand Duchy of Luxembourg, the Company is not subject to any Luxembourg withholding, income, capital gains or wealth taxes.

According to the tax legislation currently in force, shareholders are not required to pay any income, gift, inheritance or other tax in Luxembourg, unless they are domiciled in Luxembourg, have a residence in Luxembourg or maintain a permanent establishment there, or else was formerly resident in Luxembourg and holds more than 10% of the net assets.

Prospective investors should keep themselves informed of the possible taxes applicable to the acquisition, holding, converting and disposal of shares of the Company and to distributions in respect thereof under the laws of their countries of citizenship, residence or domicile.

The Company is subject to the Grand Duchy of Luxembourg's "taxe d'abonnement", which is payable at the end of every quarter. This tax is calculated on the net assets of each class at the end of every quarter. The tax is levied at a rate of 0.05% of the total net assets. The rate is reduced to 0.01% in respect of classes reserved to institutional investors.

Taxation in accordance with European law

Investors should be aware that the Luxembourg Law of 21 June 2005 has replaced Council Directive 2003/48/EC dated 3 June 2003 concerning the taxation of interest. Since 1 July 2005, this law has provided for the imposition of a withholding tax on cross-border interest payments to individuals domiciled in the EU or alternatively an automatic exchange of information. It includes distributions and dividends payable by investment funds which invest more than 15%, and earnings from the assignment or repayment of units in investment funds which invest more than 25% in debt instruments and claims as defined by the EU taxation of interest.

As of 1 January 2015 the option to deduct withholding tax from interest payments to EU-resident individuals is no longer applied in Luxembourg. Where the Directive is applicable, a paying agent in an EU Member State is required to provide to its home tax authorities details of payments of interest or (as relevant to the Company) deemed interest paid by it to or for the benefit of an individual resident in another EU Member State which will be shared with the tax authorities of that other EU Member State.

Shareholders should note that the European Commission has proposed an extension of the scope of the Directive to include all investment funds or schemes, whether or not they are constituted as UCITS, and certain other changes. Draft amendments have not been published and whilst the consultation process continues it remains uncertain if, or when, any changes will be implemented.

Automatic Exchange of Information - FATCA and the Common Reporting Standard

As an investment entity established in Luxembourg, the Company is required by automatic exchange of information regimes, such as those described below (and others as may be introduced from time to time), to collect certain information about each investor and their tax status and to share that information with the Luxembourg tax authorities, who may then exchange it with tax authorities in the jurisdictions in which the investor is tax resident.

Pursuant to the U.S. Foreign Account Tax Compliance Act and associated legislation ("FATCA"), the Company is required to comply with extensive due diligence and reporting requirements designed to inform the U.S. Department of the Treasury of financial accounts of "Specified U.S. Persons", as defined by the Intergovernmental Agreement ("IGA") concluded between Luxembourg and the U.S. Failure to comply with these requirements may subject the Company to U.S. withholding taxes on certain U.S. sourced income and, effective 1 January 2019, gross proceeds. Pursuant to the IGA, the Company will be deemed compliant and not subject to withholding tax if it identifies and reports financial accounts held by Specified U.S. Persons directly to the Luxembourg tax authorities, who will then provide it to the U.S. Internal Revenue Service.

Drawing extensively on the intergovernmental approach to implementing FATCA, the OECD developed the Common Reporting Standard ("CRS") to address the issue of offshore tax evasion on a global basis. Pursuant to

the CRS, financial institutions based in participating CRS jurisdictions (such as the Company) must report to their local tax authorities personal and account information of investors and, where appropriate, controlling persons resident in other participating CRS jurisdictions which have an agreement in place with the financial institution's jurisdiction to exchange information. Tax authorities in participating CRS jurisdictions will exchange such information on an annual basis. The first information exchanges are expected to begin in 2017. Luxembourg has enacted legislation to implement the CRS. As a result, the Company will be required to comply with the CRS due diligence and reporting requirements adopted by Luxembourg.

Prospective investors will be required to provide to the Company information about themselves and their tax status prior to investment in order to enable the Company to satisfy its obligations under FATCA and the CRS, and to update that information on a continuing basis. Prospective investors should note the Company's obligation to disclose such information to the Luxembourg tax authorities. Each investor acknowledges that the Company may take such action as it considers necessary in relation to such investor's holding in the Company to ensure that any withholding tax suffered by the Company and any other related costs, interest, penalties and other losses and liabilities arising from such investor's failure to provide the requested information to the Company is economically borne by such investor. This may include subjecting an investor to liability for any resulting U.S. withholding taxes or penalties arising under FATCA or the CRS and/or the compulsory redemption or liquidation of such investor's interest in the Company.

Detailed guidance as to the mechanics and scope of FATCA and the CRS is continuing to develop. There can be no assurance as to the timing or impact of any such guidance on future operations of the Company. Prospective investors should consult their own tax advisor with regard to FATCA and the CRS and the potential consequences of such automatic exchange of information regimes.

The term "Specified U.S. Person" means a U.S. citizen or resident individual, a partnership or corporation organised in the U.S. or under the laws of the U.S. or any State thereof, a trust if i) a court within the U.S. would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and ii) one or more Specified U.S. Persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the U.S. This section shall be interpreted in accordance with the U.S. Internal Revenue Code.

Expenses paid by the Company

The Company and, more specifically, its different classes of shares, will bear a monthly flat fee calculated on the average net assets attributable to this share class and payable monthly (the "Flat Fee") as listed below:

Name of sub-fund	Share class	Maximum Flat Fee (p.a.)
Managed Opportunity Fund	F	0.75%
Risk Parity Strategies Fund	F	0.50%
	Q	0.50%
	P	1.50%

In accordance with the table above, the Flat Fee covers the following fees, costs and expenses of the Company, each sub-fund and class:

1. fees, costs and expenses of the Depositary;
2. fees, costs and expenses of the Administrative Agent;
3. fees, costs and expenses of the Management Company/external AIFM;
4. fees, costs and expenses of the Portfolio Manager and any delegate(s) of the Portfolio Manager;
5. fees, costs and expenses in relation to distribution activities relating to the shares of the Company (including the costs and fees incurred in maintaining registration of the Company in foreign countries with competent authorities);

Operation and administration expenses of the Company

In addition to the fees, costs and expenses covered by the Flat Fee, the Company bears all expenses which are operational and administrative expenses, which will include but not be limited to:

- all taxes which may be due on the assets and the income of the Company (including the applicable subscription tax);
- any custody charges of banks and financial institutions to whom custody of assets of the Company is entrusted;
- usual banking fees due on transactions involving securities or other assets (including derivatives) held in the portfolio of the Company (such fees to be included in the acquisition price and to be deducted from the selling price);
- the fees, expenses and all reasonable out-of-pocket expenses properly incurred by the Company;
- legal fees and expenses incurred by the Company, the Management Company or the Portfolio Manager while acting in the interests of the shareholders (including, for the avoidance of doubt, any legal fees and expenses relating to any re-structuring of the Company or any of its sub-fund(s));
- the cost of accounting, bookkeeping and calculating the net asset value;
- the costs of preparing, in such languages as are necessary for the benefit of the shareholders (including the beneficial holders of the Shares), and distributing (but not printing) annual and semi-annual reports and such other reports or documents as may be required under applicable laws or regulations;
- the cost of preparing notices to the shareholders and all costs of transactions (broker's normal commission, fees, taxes, etc.) connected with administration of the Company's assets;
- charges and costs of approvals and supervision of the Company in Luxembourg and abroad;
- costs and expenses of printing of the Articles of Incorporation, sales prospectus and annual and semi-annual reports (if any) and of preparing and/or filing and printing the Articles of Incorporation and all other documents concerning the Company (in such languages as are necessary), including registration statements, prospectuses and explanatory memoranda with all authorities (including local securities dealers' associations) having jurisdiction over the Company or the offering of shares of the Company;
- costs and expenses related to the publications of the net asset value and the publication of notices to investors;
- fees and expenses charged in connection with listing the Company's shares on any stock exchange or regulated market;
- fees and other costs for the payment of dividends to shareholders;
- audit fees, costs and expenses (including the fees and expenses of the Auditor);
- fees and expenses in relation to tax reporting;
- remuneration for independent members of the Board of Directors and other costs incurred by the Board of Directors in the performance of their duties;
- fees and expenses in relation to directors' and officers' insurance;
- fees and expenses in relation to KIID production, translation and filing to regulators.

The Management Company may pay retrocessions in order to cover the distribution activities of the Company.

The Company may accrue in its accounts of administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

All costs which can be allocated accurately to individual sub-funds and/or individual share classes will be charged to these sub-funds and classes. Costs pertain to several or all sub-funds or classes will be charged to the sub-funds or classes concerned in proportion to their relative net asset values or on such other basis reasonably determined by the Company or the Management Company.

In the sub-funds that may invest in other UCI or UCITS under the terms of their investment policies, fees may be incurred both at the level of the relevant sub-fund and at that of the relevant target fund. The upper limit for management fees of the target fund in which the assets of such are invested amounts to a maximum of 3.5%, taking into account any trail fees. In the case of investments in units of funds managed directly or indirectly by the Management Company itself or another company related to it by common management or control, or by a substantial direct or indirect holding, the sub-fund's making the investment may not be charged with any of the target fund's issue or redemption commissions.

The Company may also pay an annual performance fee. The performance fee is calculated on the basis of the daily positive difference between the performance of the sub-fund and that of the Benchmark and is accrued on a daily basis. The performance fee is calculated on the net asset value meaning the Net Asset Value after deducting all fees and charges but before performance fees. The financial year constitutes the reference period. For the year in which a sub-fund is launched the reference period begins from the launch of the sub-fund (i.e. the last day of the initial subscription period).

The Performance Fee rates and the benchmarks to which the sub-funds relate are:

Sub-fund	Performance Fee Rate	Benchmark
Managed Opportunity Fund	5%	Nil
Risk Parity Strategies Fund	Nil	Nil

All costs which can be allocated accurately to individual sub-funds and/or individual share classes will be charged to these sub-funds. If costs pertain to several or all sub-funds, however, these costs will be charged to the sub-funds concerned in proportion to their relative net asset values.

The costs involved in launching new sub-funds will be written off over a period of up to five years in the respective sub-funds only.

6. Information to Shareholders

A. Regular reports and publications

An annual report is published for each sub-fund and the Company as a whole on December 31. The report contains a breakdown of each sub-fund or class of shares in the relevant account currency and at least the following:

- a balance-sheet or a statement of assets and liabilities;
- an income and expenditure account for the relevant financial year;
- a report on the activities of the relevant financial year;
- any material changes in the information listed in article 21 of the Law of 2013 during the relevant financial year;
- the total amount of remuneration for the relevant financial year, split into fixed and variable remuneration, paid by the Management Company to its staff, and number of beneficiaries;
- the aggregate amount of remuneration broken down by senior management and members of staff of the Management Company whose actions have a material impact on the risk profile of the Company;
- the percentage of the Company's assets which are subject to special arrangements arising from their illiquid nature;
- an overview of any new arrangement for managing the liquidity of the Company;
- the current risk profile of the Company (and each Sub-Fund) and an overview of the risk management systems employed by the Management Company to manage those risks;
- the total amount of leverage calculated in accordance with the gross and commitment methods employed by each Sub-Fund during the relevant financial year.

The consolidated breakdown of assets for the Company as a whole is given in EUR.

The annual report, which is published within six months of the end of the financial year, contains the annual accounts audited by the auditors of the Company.

The annual reports are available to shareholders at the registered office of the Company and of the Depositary.

The issue and redemption price of the shares of each sub-fund or class of shares is available in Luxembourg at the registered office of the Company and of the Depositary.

Notices to shareholders will be sent by registered mail to the address of the shareholders in the register of shareholders and/or published in a Luxembourg daily newspaper and, if necessary, in foreign daily newspapers.

B. Lodgment of documents and regular reports

The following documents are available for inspection at the registered office of the Company, upon request from the Management Company:

1. the Articles of Incorporation;
2. the Prospectus;
3. the KIIDs;
4. the articles of incorporation of the Management Company;
5. the latest annual reports;

6. the portfolio management agreement(s);
7. the depositary agreement;
8. the central administration agreement;
9. a description of any preferential treatment obtained by an investor (or right granted to an investor to obtain such preferential treatment), the type of investors who obtain such preferential treatment and, where relevant, their economic link with the Company and the Management Company;
10. a description of any arrangement made by the Depositary to contractually discharge itself of liability in accordance with the AIFM Rules (or a confirmation that no such arrangement exists);
11. the latest net asset value of the relevant share class within the relevant sub-fund;
12. the historical performance of the Company.

The above agreements may be amended from time to time by consent of the parties involved. A copy of the Prospectus, KIIDs, the most recent financial statements and the Articles of Incorporation may be obtained free of charge upon request at the registered office of the Company.

The Management Company will inform shareholders without undue delay in writing (whether by way of individual communication or through the inclusion of a note in the annual and semi-annual reports to shareholders) of:

- any changes to the maximum level of leverage that may be incurred by a sub-fund;
- the granting to a counterparty of a right of use over the assets of a sub-fund; and
- any guarantee granted for the account of a sub-fund to a third-party under leverage arrangements.

The following information will be periodically disclosed in accordance with the provisions of the AIFM Rules by the Management Company to the shareholders:

- a) any change to the arrangements made by the Depositary to contractually discharge itself of liability in accordance with the AIFM Rules;
- b) the general nature or sources of conflicts of interest to the investors before undertaking business on their behalf where organisational arrangements made by the Management Company to identify, prevent, manage and monitor conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to investors' interests will be prevented;
- c) any other material conflicts of interest to relevant investors where the Company considers that its operating conditions may involve any other material conflicts of interest.

The information listed in items (b) and (c) above will be communicated by the Management Company to the shareholders in writing (whether by way of individual communication or through the inclusion of a note in the annual and semi-annual reports to shareholders).

Additional information may be made available by the Management Company at its registered office, upon request, in accordance with the provisions of Luxembourg laws and regulations. This additional information may include the procedures relating to complaints handling and the strategy followed for the exercise of voting rights of the Company.

7. Liquidation and Merging of the Company, its sub-funds and share classes

A. Liquidation of the Company, its sub-funds and share classes

The Company can be dissolved at any time by the general meeting of shareholders in due observance of the legal conditions governing the quorum and necessary majority.

If the total net assets of the Company fall below two thirds or one quarter of the prescribed minimum capital, the Board of Directors must ask for a vote by the general meeting of shareholders on whether to liquidate the Company. If the Company is liquidated, settlement will be carried out by one or more liquidators. If the Company is dissolved, the liquidation shall be carried out by one or more liquidators to be designated by the general meeting, which shall also determine their sphere of responsibility and remuneration. The liquidators shall realize the Company's assets in the best interests of the shareholders and distribute the net proceeds from the liquidation of the sub-funds or of the share classes to the shareholders of said sub-funds or share classes in proportion to their respective holdings. Any liquidation proceeds which cannot be distributed to the shareholders shall be deposited with the "Caisse de Consignation" in Luxembourg until expiry of the prescription period.

If the total value of a sub-fund's or a share class's net assets falls to a level that does no longer allow the sub-fund or the share class to be managed in an economically reasonable way (estimated at EUR 10 million or its equivalent in any other currency for a sub-fund) or if the political or economic environment changes, the Board of Directors may demand the liquidation of one or more sub-funds or share classes.

Regardless of the Board of Directors' rights, the general meeting of shareholders of a sub-fund can reduce the Company capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares. The net asset value is calculated for the day on which the decision comes into force, taking into account the actual price realized on liquidating the sub-fund's assets and any costs arising from this liquidation.

The shareholders of the respective sub-fund will be informed of the decision of the general meeting or of the Board of Directors to withdraw the shares via a corresponding bulletin sent by registered mail or published in the in the RESA and in a Luxembourg daily newspaper as well as, if necessary, in the official publications specified for the respective countries in which Company shares are sold. The countervalue of the net asset value of shares liquidated which have not been presented by shareholders for redemption shall be deposited with the "Caisse de Consignation" in Luxembourg until expiry of the prescription period.

B. Merger of sub-funds or one sub-fund with another undertaking for collective investment (UCI)

In the same circumstances as mentioned above in the third paragraph of section 7A, the Board of Directors may decide to cancel shares of a sub-fund and to allocate the corresponding shareholders shares in another sub-fund or in another UCI. Regardless of the powers conferred on the Board of Directors in this paragraph, the decision to merge funds as described herein may also be taken by a general meeting of shareholders of the sub-fund concerned.

If such a merger takes place with an undertaking for collective investment under Luxembourg law which was established in the form of a "fonds commun de placement", the decisions of the general meeting of shareholders shall be binding solely on the shareholders having voted in favour of the merger.

The shareholders will be informed of the decision to merge by way of publication in a Luxembourg daily newspaper or by registered mail. During a period of 30 days following the publication of such a decision, shareholders are authorized to redeem all or a part of their shares at their net asset value – free of charge – in accordance with the guidelines outlined in the paragraph "Redemption of shares". Shares not presented for redemption will be exchanged on the basis of the net asset value of the shares of the sub-fund concerned calculated for the day on which this decision will take effect.

C. General meeting of shareholders

For both the liquidation and merger of sub-funds, no minimum quorum is required at the general meeting of shareholders and decisions can be approved by a simple majority of those attending the general meeting or shareholders voting by proxy.

8. Applicable Law, Place of Performance and Authoritative Language

The Luxembourg District Court is the place of performance for all legal disputes between the shareholders, the Company and the Depositary. Luxembourg law applies. However, in matters concerning the claims of investors from other countries, the Company and/or the Depositary can elect to make themselves subject to the jurisdiction of the countries in which Company shares were bought and sold.

Investors will not acquire any direct legal interest in investments made by the Company or any sub-fund. As Member State of the European Union, the Grand Duchy of Luxembourg applies Council Regulation (EC) No 1215/2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (recast), as may be amended, supplemented or replaced from time to time. Luxembourg also adheres to other treaties and conventions on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters and, in the absence of an EU regulation, a treaty or a convention, Luxembourg courts can, under certain conditions grant exequatur (enforcement) to a foreign judgment in Luxembourg.

In the case of Company shares sold to investors from the other countries in which Company shares can be bought and sold, the Company may recognize approved translations (i.e. approved by the Company) into the languages concerned as binding upon itself. In any case, the English version of this sales prospectus is the authoritative version.

9. Investment Restrictions

The Board of Directors will make sure, that within each sub-fund an appropriate risk diversification is applicable in accordance with the Law of 2007 and CSSF Circular 07/309, subject to the provisions of the appendix to the sales prospectus. The Board of Directors will also make sure that the overall liquidity ratio of the sub-fund portfolio is sufficient to redeem shares under normal circumstances.

10. Fair treatment of shareholders

The Management Company will ensure that investors in the Company are treated fairly. The participation of each shareholder in the Company is represented by shares. Each shares pertaining to the same share class within the same sub-fund bears the same rights and obligations. Therefore equal treatment of all shareholders of the Company holding shares of the same share class within the same sub-fund is ensured. The Management Company (or any of its delegates) will not enter into any side letter or side arrangement granting a preferential treatment to any investor which, in the reasonable opinion of the Management Company, could result in an overall material disadvantage to other investors.

11. Amendments to the sales prospectus

Subject to regulatory approval (if applicable), the provisions of this sales prospectus (including the investment objective and policy or strategy of a sub-fund) may be amended as follows:

- a) if the change is determined by the Board of Directors to have a material adverse effect on investors only following the end of a one month prior free redemption notice period during which investors affected by the relevant amendment who disagree with the changes will have the right to request the redemption of their shares without redemption fee (but provided that, for the avoidance of doubt, the terms governing redemptions as applicable in each relevant Sub-Fund will continue to govern such redemptions);
- b) without the consent of investors to make any change, so long as the changes do not materially adversely affect the rights and obligations of any existing investors, as the case may be, including, without prejudice to the generality of the foregoing:
 - i) to take such action in light of changing legal or regulatory conditions as is necessary in order to permit the Company, as the case may be, to continue in existence, including, without limitation, to comply with the requirements of the AIFM Directive;
 - ii) to delete or add any provision of this sales prospectus required to be so deleted or added by a regulatory authority, state securities commission or similar agency, which addition or deletion is deemed by such regulatory authority, commission or agency to be for the benefit or protection of the investors;
 - iii) to correct any clerical mistake or to correct or supplement any immaterial provision herein that may be inconsistent with any other provision herein or therein, or correct any printing, typographical, stenographic or clerical errors or omissions, that will not be inconsistent with the provisions of the sales prospectus.

For the avoidance of doubt, if a proposed change affects only the investors in one or more sub-funds (the "Affected Sub-fund(s)") but not the other sub-funds, the provisions under items a) and b) above applies only to the Affected Sub-funds and separately in respect of each relevant Affected Sub-fund.

Appendix

Each sub-fund may, in relation to its net asset value, in principle:

- (i) not acquire more than 25% of the securities of the same nature issued by the same issuer;
- (ii) not invest more than 40% of its assets in securities issued by the same issuer.

The restrictions under (i) and (ii) are not applicable for investments in investment funds, cash deposits, money market or any other cash-like instruments and index-certificates with a sufficiently diversified underlying.

Each sub-fund may derogate from these Investment Restrictions for a period of six months following its authorisation.

Point (ii) of these investment restrictions is limited to one issuer only.