VISA 2025/178653-8059-0-PC
L'apposition du visa ne peut en aucun cas servir d'argument de publicité
Luxembourg, le 2025-01-23
Commission de Surveillance du Secteur Financier

PROSPECTUS

MUFG Global Fund SICAV

Société d'Investissement à capital variable
à compartiments multiples
Luxembourg

Subscriptions can only be received on the basis of this prospectus (hereinafter called the "**Prospectus**") accompanied by the relevant key investor information document (KIID), latest annual report as well as by the latest semi-annual report, published after the latest annual report.

These reports shall be read with the present Prospectus. No information other than that contained in this Prospectus, in the periodic financial reports, as well as in any other documents mentioned in the Prospectus and which may be consulted by the public may be given in connection with the offer.

If you are in any doubt about the contents of this Prospectus, the risks involved in investing in the Fund or the suitability for you of investing in the Fund, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.

R.C.S. LUXEMBOURG B 182362
January 2025

TABLE OF CONTENTS

FUND REGISTERED OFFICE	80 route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg
MANAGEMENT COMPANY	**Waystone Management Company (Lux) S.A.** 19 rue de Bitbourg L-1273 Luxembourg Grand Duchy of Luxembourg
DIRECTORS OF THE FUND	**Marc De Leye**, Independent Director, Chairman, The Directors' Office, Luxembourg **Javier Valls**, Independent Director, The Directors' Office, Luxembourg **Satoshi Endo**, Senior Manager of the Investment Management Division of Mitsubishi UFJ Trust and Banking
DIRECTORS OF THE MANAGEMENT COMPANY	**Rachel Wheeler** Global Product Head Regulated Fund Solutions **Denis Harty** Waystone Country Head - Continental Europe **Timothy Madigan** Independent Director **Vasileios Karalekas** Product Lead - Quantitative Solutions in Regulated Fund Solutions
CONDUCTING OFFICERS OF THE MANAGEMENT COMPANY	**Jérémie Cordier**, Head of Investment Risk Waystone Management Company (Lux) S.A. **Julie Roeder**, Head of Delegate Oversight Waystone Management Company (Lux) S.A. **Mario Gabriel De Castro,** Chief Compliance Officer Waystone Management Company (Lux) S.A. **Pall Eyjolfsson** Head of Valuation Waystone Management Company (Lux) S.A. **Thierry Lelièvre** Head of Portfolio Management Waystone Management Company (Lux) S.A.

	Alexandra Serban-Liebsch Head of Business Operations – Continental Europe Waystone Management Company (Lux) S.A. **Fabio Giuliani** Head of Relationship Management Luxembourg Waystone Management Company (Lux) S.A.
AUDITOR OF THE FUND	**PricewaterhouseCoopers**, 2, rue Gerhard Mercator L-2182 Luxembourg
INVESTMENT MANAGER	**Mitsubishi UFJ Asset Management (UK) Ltd** 24 Lombard Street, London EC3V 9AJ, United Kingdom
SUB-INVESTMENT MANAGERS	**Mitsubishi UFJ Trust and Banking Corporation** 4-5, Marunouchi 1-Chome, Chiyoda-ku, Tokyo 100-8212, Japan
DEPOSITARY, AND PAYING AGENT	**Brown Brothers Harriman (Luxembourg) S.C.A.**, 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg
ADMINISTRATION, REGISTRAR TRANSFER AGENT AND DOMICILIARY	**Brown Brothers Harriman (Luxembourg) S.C.A.**, 80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg
Legal Advisers	**Elvinger Hoss Prussen** *société anonyme* 2, Place Winston Churchill L-1340 Luxembourg, Grand Duchy of Luxembourg

PART A: GENERAL INFORMATION

The Prospectus is divided into two Parts. Part A "General Information" aims at describing the general features of MUFG GLOBAL FUND SICAV. Part B "The Sub-Funds" aims at describing precisely each sub-fund's specifics.

1. INTRODUCTION

MUFG GLOBAL FUND SICAV, (hereinafter the "**Fund**"), described in this Prospectus is a Fund established in Luxembourg with a variable capital, *société d'investissement à capital variable* that may offer a choice of several separate sub-funds investing in transferable securities and/or other liquid financial assets permitted by Part I of the law of December 17, 2010, as amended, relating to undertakings for collective investments (in the following referred to as "**Investment Fund Law**") transposing Directive 2014/91/EC of the European Parliament and of the Council of 23 July 2014 (the "**UCITS V**") and Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (the "**UCITS**"), as such has been and as such may be amended from time to time.

The main objective of the Fund is to provide a range of sub-funds (hereinafter referred to individually as "**Sub-Fund**" and collectively as the "**Sub-Funds**") combined with active professional management to diversify investment risk and satisfy the needs of investors seeking income, capital conservation and longer term capital growth. Each Sub-Fund corresponds to a distinct part of the assets and liabilities of the Fund.

As in the case of any investment, the Fund cannot guarantee future performance and there can be no certainty that the investment objectives of the Fund's individual Sub-Funds will be achieved. The value of the shares may fall as well as rise and a shareholder, on transfer or redemption of shares, may not get back the amount initially invested. Income from the shares may fluctuate in money terms and changes in rates of exchange may cause the value of shares to go up or down. The levels and basis of, and reliefs from, taxation may change.

The Base Currency (the "Base Currency") of the Sub-Funds is indicated in each Sub-Fund specifics (section "Investment Objectives and Policy") in Part B of this Prospectus.

The board of directors of the Fund (hereinafter the "**Board of Directors**" or the "**Directors**") may decide at any time to create new Sub-Funds. At the opening of such additional Sub-Funds, the current Prospectus shall be adapted accordingly.

As also indicated in the articles of incorporation (the "**Articles**") of the Fund, the Board of Directors may:

(i) Restrict or prevent the ownership of shares in the Fund by any physical person or legal entity;

(ii) Restrict the holding of shares in the Fund by any physical or corporate person in order to avoid breach of laws and regulations of a country and/or official regulations or to avoid that shareholding induces tax liabilities or other financial disadvantages, which it would otherwise not have incurred or would not incur.

Shares shall not be offered or sold by the Fund to any US Person and, for this purpose, the term "US Person" shall include:

(i) a citizen of the United States of America irrespective of his place of residence or a resident of the United States of America irrespective of his citizenship;

(ii) a partnership organised or existing in laws of any state, territory or possession of the United States of America;

(iii) a corporation organised under the laws of the United States of America or of any state, territory or possession thereof;

(iv) any estate or trust which is subject to the United States tax regulations; and

(v) a person as defined in Regulation S under the 1933 Act and Rule 4.7 of the US Commodity Exchange Act.

For further information on restricted or prohibited share ownership please consult the Fund.

The distribution of this Prospectus and the offering of shares may be authorised or restricted in certain jurisdictions. The Prospectus does not constitute an offer or solicitation in any jurisdiction where such offer or solicitation is or may be unlawful, where the person making the offer or solicitation is not authorised to make it or a person receiving the offer or solicitation may not receive it lawfully.

It is the responsibility of any person in possession of this Prospectus and any person wishing to make application for shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions.

2. THE FUND

The Fund was incorporated in the Grand Duchy of Luxembourg on 20 November 2013 as a *société anonyme* under the law of August 10, 1915 relating to commercial companies (the "**Company Law**") and is organized as a variable capital company (*société d'investissement à capital variable* "**SICAV**") under the Part I of the Investment Fund Law. As such the Fund is registered on the official list of collective investment undertakings maintained by the Luxembourg regulator. It is established for an undetermined duration from the date of the incorporation.

The registered office of the Fund is at
80, route d'Esch, L-1470 Luxembourg, Grand Duchy of Luxembourg

The Articles of the Fund were published on the electronic collection platform of companies and associations called "RESA" (formerly the *Mémorial C*) (hereafter referred to as the "**RESA**") on December 13, 2013. The company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B 182362.

The financial year of the Fund starts on 1 April and ends on 31 March of each year.

Shareholders' meetings are to be held annually in Luxembourg ("**Annual General Meeting**") at the Fund's registered office or at such other place as is specified in the notice of meeting. The Fund's Annual General Meeting will be held on Wednesday of the 3rd week in July. If such day is a legal bank holiday in Luxembourg, the Annual General Meeting shall be held on the next following full bank business day in Luxembourg. Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meetings that will be published in compliance with the provisions of the Fund Law. Resolutions concerning the interests of the shareholders of the Fund shall be taken in a general meeting and resolutions concerning the particular rights of the shareholders of one specific Sub-Fund shall in addition be taken by this Sub-Fund's general meeting.

The denomination currency of each Sub-Fund is described in the Part B of this Prospectus, as Base Currency.

3. THE MANAGEMENT COMPANY

The Board of Directors of the Fund has appointed **Waystone Management Company (Lux) S.A.** as management company (the "**Management Company**") registered with the Luxembourg Supervisory Authority, the CSSF, under Chapter 15 of the Investment Fund Law. The Management Company has been appointed under a Management Company Services Agreement entered into on 01 June 2021 (the "**Agreement**"). The Agreement is for an indefinite period of time and may be terminated by either party within three (3) months' written notice.

Waystone Management Company (Lux) S.A. is a company incorporated in Luxembourg as a public limited company (*société anonyme*) on 2 August 2013 for an undetermined period of time. The last consolidated version of the articles of association of Waystone Management Company (Lux) S.A. was filed in the RESA on 19 July 2023. Its fully paid-up share capital amounts to EUR 3,950,000. The Management Company is registered with the Luxembourg Trade and Companies Register under number B 96744.

The Management Company is responsible for the day-to-day operations of the Fund in accordance with the Investment Fund Law and the Agreement.

The Management Company is authorised, in order to conduct its business efficiently, to delegate with the consent of the Fund and the CSSF, under its responsibility and control, part or all of its functions and duties to any third party. At the present time, the functions of investment management, administration and marketing agent are delegated.

The Management Company has in place a remuneration policy in line with the Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities.

The remuneration policy sets out principles applicable to the remuneration of senior management, all staff members having a material impact on the risk profile of the financial undertakings as well as all staff members carrying out independent control functions.

In particular, the remuneration policy complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

- it is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or Articles of Incorporation of the Fund;
- if and to the extent applicable, the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the investors of the Fund in order to ensure that the assessment process is based on the longer-term performance of the Fund and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period;
- it is in line with the business strategy, objectives, values and interests of the Management Company and the Fund and of the shareholders, and includes measures to avoid conflicts of interest;
- fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on

variable remuneration components, including the possibility to pay no variable remuneration component.

The remuneration policy is determined and reviewed at least on an annual basis by a remuneration committee.

The details of the up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of the persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available on https://www.waystone.com/waystone-policies/, a paper copy will be made available free of charge upon request.

A complete list of the UCITS managed by the Management Company is available at: https://www.waystone.com/our-funds/waystone-managed-funds/

For the investment management of the Sub-Funds, the Management Company may, under its control and supervision, appoint one or more investment managers (the "**Investment Manager**") for providing day-to-day management of the assets of certain Sub-Funds. The Investment Manager may further, under the same conditions, appoint sub- investment managers (the "**Sub-Investment Manager**").

In consideration of its services, the Management Company is entitled to receive a fee as indicated in each Sub-Fund specifics (section "Expenses") in Part B of this Prospectus. These fees shall be calculated based on the Net Asset Value of the Sub-Funds and shall be paid quarterly in arrears.

Additional fees may be charged to the relevant Sub-Fund in relation to other ancillary services provided by the Management Company as may be agreed from time to time with the Fund. Moreover, the Management Company shall be entitled to receive from the Fund reimbursement for its reasonable cash disbursements, included but not limited to reasonable out-of-pocket expenses, incurred in the performance of its duties. Where applicable, any value added tax ("**VAT**") associated with the above fees and reimbursements will be charged to the Sub-Fund.

Third parties to whom such functions have been delegated by the Management Company may receive their remunerations directly from the Fund (out of the assets of the relevant Sub-Fund), such remunerations being in such cases not included in the management fee payable to the Management Company. Any such remuneration shall be paid on a monthly or quarterly basis in arrears, depending on the terms and conditions of the relevant agreements.

4. CAPITAL STOCK

The capital of the Fund shall at all times be equal to the value of the assets of all the Sub-Funds of the Fund.

The minimum capital of the Fund must be at least EUR 1,250,000 (one million two hundred fifty thousand Euro) and must be reached within a period of six (6) months following the authorisation of the Fund. For the purpose of determining the capital of the Fund, the assets attributable to each Sub-Fund, if not expressed in Euro, will be converted into Euro at the then prevailing exchange rate in Luxembourg. If the capital of the Fund becomes less than two-thirds of the legal minimum, the Directors must submit the question of the dissolution of the Fund to the general meeting of shareholders. The meeting is held without a quorum, and decisions are taken by simple majority. If the capital becomes less than one quarter of the legal minimum, a decision regarding the dissolution of the Fund may be taken by shareholders representing one quarter of the shares present. Each such meeting must be convened not later than forty (40) days from the day on which it appears that the capital has fallen below two-thirds or one quarter of the minimum capital, as the case may be.

5. INVESTMENT OBJECTIVES AND POLICY

5.1. Investment objectives of the Fund

The investment objective of each Sub-Fund is to provide investors with the opportunity of achieving long term capital growth through investment in assets within each of the Sub-Funds. The Sub-Funds' assets will be invested in conformity with each Sub-Fund's investment objective and policy as described in each Sub-Fund specifics (section "Investment Objectives and Policy") in Part B of this Prospectus.

The investment objective and policy of each Sub-Fund of the Fund is determined by the Directors, after taking into account the political, economic, financial and monetary factors prevailing in the selected markets.

Unless otherwise mentioned in a Sub-Fund specifics in Part B of this Prospectus and always subject to the limits permitted by the "Investment policy and restrictions of the Fund" section in this Part of the Prospectus, the following principles will apply to the Sub-Funds.

5.2. <u>Investment policy and restrictions of the Fund</u>

I. In the case that the Fund comprises more than one Sub-Fund, each Sub-Fund shall be regarded as a separate undertaking in collective investments in transferable securities ("**UCITS**") for the purpose of the investment objectives, policy and restrictions of the Fund.

II. 1. The Fund, for each Sub-Fund, may invest in only one or more of the following:

a) Transferable securities and money market instruments admitted to or dealt in on a regulated market; for these purposes, a regulated market is any market for financial instruments within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004,

b) Transferable securities and money market instruments dealt in on another market in a member state of the European Union and in a contracting party to the agreement on the European Economic Area that is not a member state of the European Union within its limits set forth and related acts ("**Member State**"), which is regulated, operates regularly and is recognised and open to the public;

c) Transferable securities and money market instruments admitted to official listing on a stock exchange in a non-Member State of the European Union or dealt in on another market in a non-Member State of the European Union which is regulated, operates regularly and is recognised and open to the public, and is established in a country in Europe, America, Asia, Africa or Oceania.

d) Recently issued transferable securities and money market instruments, provided that:

- The terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market which operates regularly and is recognised and open to the public or markets as defined in the paragraphs a), b), c) above;
- Provided that such admission is secured within one year of issue.

e) Units of UCITS authorised according to Directive 2009/65/EC and/or other undertakings in collective investments (the "**UCI**") within the meaning of the first and the second indent of Article 1, paragraph (2) points a) and b) of the Directive 2009/65/EC, whether or not established in a Member State, provided that:

- Such other UCIs are authorised under laws which provide that they are subject to supervision considered by the *Commission de Surveillance* du Secteur Financier ("**CSSF**") to be equivalent to that laid down in EU Community law, and that cooperation between authorities is sufficiently ensured,
- The level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of Directive 2009/65/EC,
- The business of such other UCIs is reported in semi-annual and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,

- No more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, be invested in aggregate in units of other UCITS or other UCIs.

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

g) Financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs a), b) and c) above, and/or financial derivative instruments dealt in over-the-counter ("**OTC derivatives**"), provided that:

- The underlying consists of instruments covered by this paragraph II. of section 5.2., financial indices, interest rates, foreign exchange rates or currencies, in which each Sub-Funds may invest according to its investment objectives;

- The counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF, and

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

h) Money market instruments other than those dealt in on a regulated market and which fall under Article 1 of the Investment Fund Law, if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:

- Issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or

- Issued by an undertaking any securities of which are dealt in on regulated markets referred to in subparagraphs a), b) or c) above, or

- Issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU Community law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU Community law, or

- Issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent of this sub-paragraph and provided that the issuer is a Fund whose capital and reserves amount to at least ten million Euro (EUR 10,000,000) and which presents and publishes its annual accounts in accordance with the fourth Directive 78/660/EEC, is an entity which, within a group of companies including one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

2. However:

a) The Fund, for each Sub-Fund, shall not invest more than 10% of its assets in transferable securities or money -market instruments other than those referred to in paragraph 1 of this section 5.II above;

b) The Fund for each Sub-Fund shall not acquire either precious metals or certificates representing them;

III. The Fund for each Sub-Fund may acquire movable and immovable property which is essential for the direct pursuit of its business.

IV. The Fund may hold ancillary liquid assets limited to bank deposits at sight, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets or for a period of time strictly necessary in case of unfavourable market conditions. The holding of such ancillary liquid assets is limited to 20% of the net assets of a Fund for each Sub-Fund. The mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interest of the investors.

V. a) (i) The Fund for each Sub-Fund may invest no more than 10% of the assets of any Sub-Fund in transferable securities or money market instruments issued by the same body.

(ii) The Fund for each Sub-Fund may not invest more than 20% of its assets in deposits made with the same body. The risk exposure to a counterparty of each Sub-Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in paragraph II. f) or 5% of its assets in other cases.

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

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

- Investments in transferable securities or money market instruments issued by that body,
- Deposits made with that body, or

- Exposures arising from OTC derivative transactions undertaken with that body.

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

d) The limit of 10% laid down in sub-paragraph a) (i) may be of a maximum of 25% for covered bonds as defined in Article 3, point 1, of directive (EU) 2019/2162 of the European Parliament and of the Council of 27 November 2019 on the issue of covered bonds and covered bond public supervision (the Covered Bonds Directive), and amending directives 2009/65/EC and 2014/59/EU, and on a transitional basis, for certain bonds when they are issued before 8 July 2022 by a credit institution which has its registered office in a Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of those bonds issued before 8 July 2022 must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

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

e) The transferable securities and money market instruments referred to in paragraphs c) and d) are not included in the calculation of the limit of 40% referred to in paragraph b).

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

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

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

VI. a) Without prejudice to the limits laid down in paragraph VIII., the limits provided in paragraph V. are raised to a maximum of 20% for investments in shares and/or debt securities issued by the same body when, according to the constitutional documents of the Fund, the aim of a Sub-Funds' investment policy is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF on the following basis:

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

b) The limit laid down in paragraph a) is raised to 35% where that proves to be justified by exceptional market conditions, in particular on regulated markets where certain transferable securities or money market instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

VII. Notwithstanding the limits set forth under paragraph V., each Sub-Fund is authorized to invest in accordance with the principle of risk spreading up to 100% of its assets in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a non-Member State of the European Union accepted by the CSSF (being at the date of this Prospectus OECD member states or any member states of the G20 or Singapore) or public international bodies of which one or more Member States of the European Union belong, provided that (i) such securities are part of at least six (6) different issues and (ii) the securities from a single issue shall not account for more than 30% of the total assets of the Sub-Fund.

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

b) Moreover, the Fund may acquire no more than:

- 10% of the non-voting shares of the same issuer;
- 10% of the debt securities of the same issuer;
- 25% of the units of the same UCITS and/or other UCI with the meaning of Article 2 (2) of the Investment Fund Law.
- 10% of the money-market instruments of any single issuer;

These limits laid down under second, third and fourth indents may be disregarded at the time of acquisition, if at that time the gross amount of the bonds or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

c) The provisions of paragraphs (a) and (b) are waived as regards to:

- transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities,
- transferable securities and money market instruments issued or guaranteed by a non-Member State of the European Union, or
- transferable securities and money market instruments issued by public international bodies of which one or more Member States of the European Union are members,
- shares held by the Fund in the capital of a Fund incorporated in a non-Member State of the European Union which invests its assets mainly in the securities of issuing bodies having their registered office in that State, where under the legislation of that State, such a holding represents the only way in which the Fund for each Sub-Fund can invest in the securities of issuing bodies of that State

provided that the investment policy of the Fund from the non-Member State of the European Union complies with the limits laid down in paragraph V., VIII. and IX. Where the limits set in paragraph V and IX are exceeded, paragraph XI a) and b) shall apply mutatis mutandis.

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

IX. a) The Fund may acquire the units of the UCITS and/or other UCIs referred to in paragraph II. e), provided that no more than 20% of a Sub-Fund's assets be invested in the units of a single UCITS or other UCI.

For the purpose of the application of this investment limit, each compartment of an Undertaking for Collective Investment ("UCI") with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

b) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the assets of each Sub-Fund.

When a Sub-Fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in paragraph V.

c) When a Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription or redemption fees on account of the Fund's investment in the units of such other UCITS and/or UCIs.

The Fund for each Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or other UCIs will disclose in this Prospectus the maximum level of the management fees that may be charged both to the UCITS itself and to the other UCITS and/or other UCIs in which it intends to invest.

Unless otherwise specified in the relevant Sub-Fund's specifics, a Sub-fund shall not invest more than 10% of its assets in aggregate, in units of UCITS and/or other UCIs.

The UCITS and/or other UCIs that will be invested into by a Sub-Fund might have different investment strategies or restrictions than the Sub-Fund but the investments in those UCITS and/or other UCIs shall not result in a circumvention of the investment strategies or restrictions applicable to the Sub-Fund.

X. 1. The Management Company will apply a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio. The Management Company monitors each Sub-Fund in accordance with the requirements of CSSF Regulation 10-04 and in particular CSSF circular 11/512 and the "Guidelines on Risk Measurement and the Calculation of Global Exposure and Counterparty Risk for UCITS" by the Committee of European Securities Regulators (CESR/10-788) as well as CSSF circular 13/559. The Central Administration will employ a process for accurate and independent assessment of the value of OTC derivatives.

2. The Fund for each Sub-Fund is also authorised to employ techniques and instruments relating to transferable securities and money-market instruments under the conditions and within the limits laid down by the Investment Fund Law, provided that such techniques and instruments are used for the purpose of efficient portfolio management. When these operations concern the use of derivative instruments, these conditions and limits shall conform to the provisions laid down in the Investment Fund Law.

Under no circumstance shall these operations cause the Fund for each Sub-Fund to diverge from its investment objectives as laid down in this Prospectus.

3. The Fund shall ensure for each Sub-Fund that the global exposure relating to derivative instruments does not exceed the assets of the relevant Sub-Fund.

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

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

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

The global exposure may be calculated through the Value-at-Risk approach ("**VaR Approach**") or the commitment approach ("**Commitment Approach**") as described in each Sub-Fund in Part B of this Prospectus.

The purpose of the VaR Approach is the quantification of the maximum potential loss that could arise over a given time interval under normal market conditions and at a given confidence level. A confidence level of 99% with a time horizon of one month is foreseen by the Investment Fund Law.

The Commitment Approach performs the conversion of the financial derivatives into the equivalent positions in the underlying assets of those derivatives. By calculating global exposure, methodologies for netting and hedging arrangements and the principles may be respected as well as the use of efficient portfolio management techniques.

Unless described differently in each Sub-Fund in Part B, each Sub-Fund will ensure that its global exposure to financial derivative instruments computed on a VaR Approach does not exceed either (i) 200% of the reference portfolio (benchmark/reference rate) or (ii) 20% of the total assets or that the global exposure computed based on a commitment basis does not exceed 100% of its total assets.

To ensure the compliance of the above provisions the Management Company will apply any relevant circular or regulation issued by the CSSF or any European authority authorised to issue related regulation or technical standards.

XI. a) The Fund for each Sub-Fund does not need to comply with the limits laid down in section 5 of the Investment Fund Law when exercising subscription rights attaching to transferable securities or money market instruments which form part of its assets. While ensuring observance of the principle of risk spreading, recently created Sub-Funds may derogate from paragraphs V., VI., VII. and IX. for a period of six (6) months following the date of their authorisation.

b) If the limits referred to in paragraph XI. a) are exceeded for reasons beyond the control of the Fund or as a result of the exercise of subscription rights, it must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interest of its shareholders.

XII. 1. The Management Company on behalf of the Fund may not borrow.

However, the Fund may acquire foreign currency by means of a back-to-back loan for each Sub-Fund.

2. By way of derogation from paragraph XII.1., the Fund may borrow provided that such a borrowing is:

a) On a temporary basis and represents no more than 10% of the assets of a Sub-Fund

b) To enable the acquisition of immovable property essential for the direct pursuit of its business and represents no more than 10% of the assets of a Sub-Fund.

The borrowings under points XII. 2. a) and b) shall not exceed 15% of a Sub-Fund's assets in total.

XIII. A Sub-Fund may, subject to the conditions provided for in the Articles as well as this Prospectus, subscribe, acquire and/or hold securities to be issued or issued by one or more Sub-Funds of the Fund under the condition that:

- The target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund;
- No more than 10% of the assets of the target Sub-Fund whose acquisition is contemplated may, pursuant to the Articles be invested in aggregate in shares/units of other target Sub-Funds of the same fund; and
- Voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and
- In any event, for as long as these securities are held by the Fund, their value will not be taken into consideration of the calculation of the assets of the Fund for the purposes of verifying the minimum threshold of the assets imposed by the Investment Fund Law; and
- There is no duplication of management/subscription or repurchase fees between those at the level of the Sub-Fund of the Fund having invested in the target Sub-Fund, and this target Sub-Fund.

XIV. Benchmark Regulation

To the extent that benchmarks referred by a Sub-Fund or indices comprised in those benchmarks fall under the provisions of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 (the "**Benchmark Regulation**"), the Management Company supported by the Investment Manager may take several actions, including written plans available upon request at the Fund's registered office, to mitigate the potential risks in the event that a benchmark, including any of its constituent indexes, materially changes or ceases to be provided. Where feasible and appropriate, such actions might nominate one or several alternative benchmarks that could be referenced in this Prospectus to substitute a relevant benchmark. Various factors, including external factors beyond the control of the Management Company or the Investment Manager, might result in material changes to, or cessation of a benchmark, including where an administrator of such benchmark is no longer able to determine a reference rate or other figure for whatever reason; as a consequence,

	the Management Company or the Investment Manager shall not be held liable with this regard and will take appropriate actions to safeguard the interest of the Unitholders and the continuity of the affected Sub-Fund's Investment Objectives and Policies. If a benchmark referred by a relevant Sub-Fund falls under the provisions of the Benchmark Regulation, such Sub-Fund's specific will clearly indicate whether the benchmark is provided by an administrator included in the relevant register, held by the European Securities and Markets Authority ("**ESMA**"), referred to into Benchmark Regulations.
XV.	The Luxembourg law of 4th June 2009 transposing the Oslo Convention on Cluster Munitions introduced in Article 3 a prohibition on the financing, with full knowledge, of cluster munitions and explosive sub-munitions. As such the Management Company has adopted a policy designed to comply with the abovementioned Luxembourg law.

5.3. Investments in financial derivative transactions

The Fund will not use any securities financing transactions and/or total return swaps within the meaning of Regulation (EU) 2015/2365 of the European Parliament and of the Council of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) 648/2012. This Prospectus would be amended prior to the use of such instruments and transactions should any Sub-Fund intend to use them.

The risk exposures to a counterparty arising from OTC financial derivative transactions should be combined when calculating the counterparty risk limits of Article 52 of Directive 2009/65/EC.

Where a Sub-Fund enters into OTC financial derivative transactions all collateral used to reduce counterparty risk exposure should comply with the rules of CSSF circulars 08/356, 11/512, 13/559.

The following criteria have to be complied with at all times:

a) Liquidity – any collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received should also comply with the provisions of Article 56 of the Directive 2009/65/EC.

b) Valuation – collateral received should be valued on at least a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place.

c) Issuer credit quality – collateral received should be of high quality.

d) Correlation – the collateral received by the Sub-Fund should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the Sub-Fund receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When the Sub-Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

f) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.

g) Where there is a title transfer, the collateral received should be held by the depositary of the Sub-Fund. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

h) Collateral received should be capable of being fully enforced by the Fund at any time without reference to or approval from the counterparty.

i) Non-cash collateral received should not be sold, re-invested or pledged.

j) Cash collateral received should only be:

- placed on deposit with entities prescribed in Article 50(f) of the Directive 2009/65/EC;
- invested in high-quality government bonds;
- invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds.

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

Collateral may be offset against gross counterparty exposure provided it meets a range of standards, including those for liquidity, valuation, issuer credit quality, correlation and diversification. In offsetting collateral its value is reduced by a percentage (a "haircut") which provides, inter alia, for short term fluctuations in the value of the exposure and of the collateral.

For Sub-Funds which receive collateral for at least 30% of their assets, the associated liquidity risk is assessed.

None of the Sub-Funds uses collateral unless expressly specified in Part B of this Prospectus. If any Sub-Fund uses collateral, the collateral policy (permitted types of collateral, level of collateral required and, in the case of cash collateral, re-investment policy including the risks arising from the re-investment policy) and the haircut policy of the concerned Sub-Fund(s) will be disclosed in the relevant section of Part B of this Prospectus.

5.4. Sustainability factors

The Investment Manager, for each Sub-Fund, may take into consideration the risks stemming from sustainability factors (in the meaning of Regulation (EU) No

2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector – "**SFDR**") when making investment decisions as well as on an ongoing basis during the management of an existing investment. Notwithstanding the above, these factors are non-binding and are not expected to materially impact the portfolio composition of each Sub-Fund.

The investment underlying of each Sub-Fund does not consider the EU criteria for environmentally sustainable economic activities in the meaning of the Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investments ("**Taxonomy Regulation**").

The Investment Manager does not currently consider adverse impacts of investment decisions on sustainability factors as the relevant information and data to determine and weight the adverse sustainability impacts are not yet available in the market to adequately assess them.

The Investment Manager`s policy on the integration of sustainability risks in the investment decision-process will be published on https://www.uk.am.mufg.jp/sustainable-investing/.

For the time being, the Management Company does not consider adverse impacts of investment decisions on sustainability factors. The main reason is the lack of information and data available to adequately assess such principal adverse impacts. When the Management Company will consider the adverse impacts of its investment decisions on sustainability factors, the related disclosures (i) on its website and (ii) in the current Prospectus will be updated accordingly at the next possible time.

The disclosures related to sustainability in accordance with regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability –related disclosures in the financial sector ("**SFDR**") and Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (Taxonomy Regulation) can be found in Part C of this Prospectus.

Enhanced regulation of the OTC derivatives markets

The Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2012 on OTC derivatives, central counterparties and trade repositories, as amended ("**EMIR**") establishes certain requirements for OTC derivatives contracts including mandatory clearing obligations, bilateral risk-management requirements and reporting requirements. Although not all the regulatory technical standards specifying the risk-management procedures, including the levels and type of collateral and segregation arrangements, required to give effect to EMIR have been finalised and it is therefore not possible to be definitive, investors should be aware that certain provisions of EMIR would impose obligations on the Fund in relation to its transactions of OTC derivative contracts.

Similarly, the Dodd-Frank Act includes provisions that comprehensively regulate the OTC derivatives markets for the first time. The Dodd-Frank Act will require that a substantial portion of OTC derivatives must be executed in regulated markets and submitted for clearing to regulate clearing houses. Although the Dodd-Frank Act includes limited exemptions from the clearing and margin requirements for so-called "end-users", the Fund may not be able to rely on such exemptions. In addition, the OTC derivative dealers with which the Fund executes the majority of its OTC derivatives will not be able to rely on the end-user exemptions under the Dodd-Frank Act and therefore such dealers will be subject to clearing and margin requirements notwithstanding whether the Fund is subject to such requirements. Taken together, these regulatory developments will increase the OTC derivative dealers' costs, and these increased costs are expected to be passed through to other market participants in the form of higher upfront and mark-to-market margin, less favourable trade pricing, and possible new or increased fees.

The US Securities and Exchange Commission (the "**SEC**") or the US Commodity Futures Trading Commission (the "**CFTC**") may also require a substantial portion of derivatives transactions that are currently executed on a bilateral basis in the OTC markets to be executed through a regulated securities, futures, or swap exchange or execution facility. Similarly, under EMIR, European regulators may require a substantial proportion of such derivatives transactions to be brought on exchange and/or centrally cleared. Such requirements may make it more difficult and costly for investment funds, including the Fund, to enter into highly tailored or customised transactions. They may also render certain strategies in which the Fund might otherwise engage impossible or so costly that they will no longer be economical to implement. They may also increase the overall costs for OTC derivative dealers, which are likely to be passed along, at least partially, to market participants in the form of higher fees or less advantageous dealer marks. The overall impact of EMIR and the Dodd-Frank Act on the Fund is highly uncertain and it is unclear how the OTC derivatives markets will adapt to these new regulatory regimes.

If percentages set forth in the general part of this Prospectus or Part B of this Prospectus relating to any Sub-Fund are exceeded for reasons beyond the control of the Investment Manager or as a result of the exercise of subscription rights, the Investment Manager must adopt as a priority objective for its sales transactions for the Sub-Fund concerned the remedying of that situation, taking due account of the interests of the relevant Sub-Fund’s shareholders.

6. RISK FACTORS

The investments of each Sub-Fund are subject to market fluctuations and the risks inherent to investments in transferable securities and other eligible assets. There is no guarantee that the investment-return objective will be achieved. The value of investments and the income they generate may go down as well as up and it is possible that investors will not recover their initial investments.

The risks inherent to the different Sub-Funds depend on their investment objective and policy, i.e. among others the markets invested in, the investments held in portfolio, etc.

Investors should be aware of the risks inherent to the following instruments or investment objectives, although this list is in no way exhaustive:

(i) Market risk

Market risk is the general risk attendant to all investments that the value of a particular investment will change in a way detrimental to a portfolio's interest.

Market risk is specifically high on investments in shares (and similar equity instruments). The risk that one or more companies will suffer a downturn or fail to increase their financial profits can have a negative impact on the performance of the overall portfolio at a given moment.

(ii) Interest rate risk

Interest rate risk involves the risk that when interest rates decline, the market value of fixed-income securities tends to increase. Conversely, when interest rates increase, the market value of fixed-income securities tends to decline. Long-term fixed-income securities will normally have more price volatility because of this risk than short-term fixed-income securities. A rise in interest rates generally can be expected to depress the value of the Sub-Funds' investments. The Sub-Fund shall be actively managed to mitigate market risk, but it is not guaranteed to be able to accomplish its objective at any given period.

(iii) Credit risk

Credit risk involves the risk that an issuer of a bond (or similar money-market instruments) held by the Fund may default on its obligations to pay interest and repay principal and the Fund will not recover its investment.

(iv) Currency risk

Currency risk involves the risk that the value of an investment denominated in currencies other than the Base Currency of a Sub-Fund may be effected favourably or unfavourably by fluctuations in currency rates.

(v) Liquidity risk

There is a risk that the Fund will not be able to pay repurchase proceeds within the time period stated in the Prospectus, because of unusual market conditions, an unusually high volume of repurchase requests, or other reasons.

(vi) Financial derivative instruments

The Sub-Funds may engage, within the limits established in their respective investment policy and the legal investment restrictions, in various portfolio strategies involving the use of derivative instruments for hedging or efficient portfolio management purposes.

The use of such derivative instruments may or may not achieve its intended objective and involves additional risks inherent to these instruments and techniques.

In case of a hedging purpose of such transactions, the existence of a direct link between them and the assets to be hedged is necessary, which means in principle that the volume of deals made in a given currency or market cannot exceed the total value of the assets denominated in that currency, invested in this market or the term for which the portfolio assets are held. In principle no additional market risks are inflicted by such operations. The additional risks are therefore limited to the derivative specific risks.

In case of a trading purpose of such transactions, the assets held in portfolio will not necessarily secure the derivative. In essence the Sub-Fund is therefore exposed to additional market risk in case of option writing or short forward/future positions (i.e. underlying needs to be provided/ purchased at exercise/maturity of contract).

Furthermore the Sub-Fund incurs specific derivative risks amplified by the leverage structure of such products (e.g. volatility of underlying, market liquidity, etc.).

(vii) Counterparty risk

In addition, the Sub-Funds may be exposed to risks relating to the credit standing of its counterparties and to their ability to fulfil the conditions of the contracts it enters into with them.

In the event of a bankruptcy or insolvency of a counterparty, the respective Sub-Fund could experience delays in liquidating the position and significant losses, including declines in the value of its investment during the period in which the fund seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated.

Sub-Funds may participate in transactions on over-the-counter markets and interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. To the extent a Sub-Fund invests in swaps, derivative or synthetic instruments, or other over-the-counter transactions, on these markets, such Sub-Fund may take credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections.

This exposes the respective Sub-Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the sub-fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the fund has concentrated its transactions with a single or small group of counterparties.

In addition, in the case of a default, the respective Sub-Fund could become subject to adverse market movements while replacement transactions are executed. The Sub-Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of their transactions with one counterparty The ability of the Sub-Funds to transact business with any one or number of counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Sub-Funds.

(viii) Emerging market risk

Investors should note that certain Sub-Funds may invest in less developed or emerging markets as described in the Sub-Funds’ specifics in Part B of this Prospectus. Investing in emerging markets may carry a higher risk than investing in developed markets.

The securities markets of less developed or emerging markets are generally smaller, less developed, less liquid and more volatile than the securities markets of developed markets. The risk of significant fluctuations in the Net Asset Value and of the suspension of redemptions in those Sub-Funds may be higher than for Sub-Funds investing in major markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets, which could affect the investments in those countries. The assets of Sub-Funds investing in such markets, as well as the income derived from the Sub-Fund, may also be effected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the Net Asset Value of shares of these Sub-Funds may be subject to significant volatility. Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

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

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

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

(ix) Investment restrictions relating to techniques and instruments aimed at hedging exchange risks

In the context of the management of the investment portfolio, each Sub-Fund may use instruments with a view to hedging against exchange-rate fluctuations. These instruments include sales of forward foreign-exchange contracts, sales of currency futures, purchases of put options on currencies as well as sales of call options on currencies. Such transactions are limited to contracts and options which are traded on a regulated market, which is in continuous operation and which is recognised and open to the public. Furthermore, the Fund may for each Sub-Fund enter into currency swaps in the context of over-the-counter transactions dealing with leading institutions specialised in this type of transaction.

(x) Foreign securities

A Sub-Fund's investment activities relating to foreign securities may involve numerous risks resulting from market and currency fluctuations, future adverse political and economic developments, the possible imposition of restrictions on the repatriation of currency or other governmental law or restrictions, reduced availability of public information concerning issuers and the lack of uniform accounting, auditing and financial reporting standards or other regulatory practices and requirements comparable to those applicable to companies in the investor's domicile. In addition, securities issued by companies or governments in some countries may be illiquid and have higher price volatility and, with respect to certain countries, there is a possibility of expropriation, nationalization, exchange control restrictions, confiscator taxation and limitations on the use or removal of funds or other assets of a Sub-Fund, including withholding of dividends. Certain securities held by a Sub-Fund may be subject to government taxes that could reduce the yield on such securities, and fluctuation in foreign currency exchange rates may affect the price of a Sub-Fund's securities and the appreciation or depreciation of investments. Certain types of investments may result in currency conversion expenses and higher custodial expenses. The ability of a Sub-Fund to invest in securities of companies or governments of certain countries may be limited or, in some cases, prohibited. As a result, larger positions of a Sub-Fund's assets may be invested in those countries where such limitations do not exist. In addition, policies established by the governments of certain countries may adversely affect a Sub-Fund's investments and the ability of a Sub-Fund to achieve its investment objective.

(xi) Currency Risk Hedging

The Fund may engage in currency risk hedging transactions with regards to a certain Class of shares (the "**Hedged Share Class**"). Hedged Share Classes are designed (i) to minimize exchange rate fluctuations between the currency of the Hedged Share Class and the Base Currency of the Sub-Fund or (ii) to reduce exchange rate fluctuations between the currency of the Hedged Share Class and other material currencies within the Sub-Fund's portfolio.

Currency risk hedging at share classes level will be carried out in compliance with the ESMA opinion on share classes of UCITS, issued on 30 January 2017, as amended. In particular, over-hedged positions shall not exceed 105% of the net asset value of the relevant share class, while under-hedged positions of the said share class shall not fall short of 95% of the portion of the net asset value of the share class which is to be hedged against currency risk. Hedged positions will be kept under review on an ongoing basis, at least at the same valuation frequency as the Fund, to ensure that over-hedged or under-hedged positions do not exceed/fall short of the permitted percentage levels stated above.

The hedging will be undertaken to reduce exchange rate fluctuations in case the Base Currency of the Sub-Fund or other material currencies within the Sub-Fund is(are) declining or increasing in value relative to the hedged currency. The hedging strategy employed will seek to reduce as far as possible the exposure of the Hedged Share Classes and no assurance can be given that the hedging objective will be achieved. In the case of a net flow to or from a Hedged Share Class the hedging may not be adjusted and reflected in the net asset value of the Hedged Share Class until the following or a subsequent business day following the Valuation Date on which the instruction was accepted. This risk for holders of any Hedged Share Class may be mitigated by using any of the efficient portfolio management techniques and instruments (including currency options and forward currency exchange contracts, currency futures, written call options and purchased put options on currencies and currency swaps), within the conditions and limits imposed by the Luxembourg financial supervisory authority. Investors should be aware that the hedging strategy may substantially limit shareholders of the relevant Hedged Share Class from benefiting from any potential increase in value of the Class of Shares (as defined below) expressed in the share class currency(ies), if the Hedged Share Class currency falls against the Base Currency. Additionally, shareholders of the Hedged Share Class may be exposed to fluctuations in the net asset value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. The gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Hedged Share Class. Any financial instruments used to implement such hedging strategies with respect to one or more Classes of a Sub-Fund shall be assets and/or liabilities of such Sub-Fund as a whole, but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. However, due to the lack of segregated liabilities between Classes of the same Sub-Fund, costs which are principally attributed to a specific Class may be ultimately charged to the Sub-Fund as a whole. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Sub-Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. No intentional leveraging should result from currency hedging transactions of a Class although hedging may exceed 100% for short periods between redemption instructions and execution of the hedge trade.

(xii) Equity risk

The value of all Sub-Funds that invest in equity and equity related securities will be affected by economic, political, market, and issuer specific changes. Such changes may adversely affect securities, regardless of Fund specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Sub-Fund's value are often exacerbated in the short-term as well. The risk that one or more companies in a Sub-Fund's portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period. Equities can lose value rapidly and involve higher market risks than bonds and money market instruments. If a company goes through bankruptcy or a similar financial restructuring, its equities may lose most or all of their value. Initial public offerings (IPOs) can be highly volatile but IPOs are not hard to value once the stock is listed and there is no lack of public information as the IPO process requires public information.

(xiii) Foreign Currency risk

Since the securities held by a Sub-Fund may be denominated in currencies different from its Base Currency, the Sub-Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such Base Currency and other currencies. Changes in currency exchange rates may influence the value of a Sub-Fund's Shares, and also may affect the value of dividends and interests earned by the Sub-Fund and gains and losses realised by said Sub-Fund. If the currency in which a security is denominated appreciates against the Base Currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security. To the extent that a Sub-Fund or any Class of Shares (as defined below) seeks to use any strategies or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Sub-Fund’s investment policy, there is no requirement that any Sub-Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction. Sub-Funds which use currency management strategies, including the use of cross currency forwards and currency futures contracts, may substantially change the Sub-Fund's exposure to currency exchange rates and could result in losses to the Sub-Fund if the currencies do not perform as the Investment Manager expects.

(xiv) Sustainability risks

The Investment Manager may make investment decisions considering sustainability risks. Sustainability risk is defined in Article 2 SFDR as an environmental, social or governance event or condition that, upon occurrence, could cause an actual or potential material negative impact on the value of the investment.

The sustainability risk can either represent a separate risk category or have a reinforcing effect on other risk categories relevant to the Sub-Funds, such as market risk, liquidity risk, credit risk or operational risk and in this context can substantially contribute to the overall risk of the Sub-Funds.
Insofar as a sustainability risk occurs, or occurs in a manner that is not anticipated by the Investment Manager, there may be a significant impact - up to and including a total loss - on the value and/or return of the relevant investment(s) and may also have a negative impact on the Net Asset Value of the relevant Sub-Fund. Such effects on the asset(s) may negatively influence the overall return of the Sub-Fund.

By taking into consideration the sustainability risks, the Investment Manager aims to identify the occurrence of these risks at an early stage and to take appropriate measures to minimise the impact on the affected asset(s) or the overall portfolio of the Sub-Fund.

The sustainability aspects that may have a negative impact on the return of the Sub-Funds are divided into environmental, social and governance aspects ("ESG"). While environmental aspects can include e.g. climate protection, social aspects can include e.g. compliance with workplace safety requirements. Consideration of compliance with employee rights and data protection are among the components of the governance aspects. In addition, climate change aspects are also considered, including physical climate events or conditions such as heat waves, rising sea levels and global warming.

Key risk indicators can be used by the Investment Manager to assess sustainability risks. The key risk indicators can be of quantitative or qualitative nature in accordance with the relevant ESG aspect.

The Investment Manager draws the investors' attention to the fact that the assessment of sustainability risks is complex and requires subjective judgements, which may be based on data which is difficult to obtain, incomplete or otherwise materially inaccurate. Even when identified, there can be no guarantee that the Investment Manager will correctly assess the impact of sustainability risks on each Sub-Fund's investments.

(xv) Specific risk warnings linked to investments in China

Any reference to "China" or "PRC" or "Mainland China" shall refer to the People's Republic of China (excluding Hong Kong, the Macau Special Administrative Region and Taiwan) and the term "Chinese" shall be construed accordingly.

Any reference to "RMB" shall refer to Renminbi, the official currency of the People's Republic of China, which is used to denote the Chinese currency traded in the onshore and the offshore markets (primarily in the Hong Kong SAR) - to be read as a reference to onshore Renminbi (CNY) and/or offshore Renminbi (CNH) as the context requires.

The following additional risk factors should be taken into consideration when a Sub-Fund is investing in China:

Political, Economic and Social Risks in Mainland China

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

Mainland China Economic Risks

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

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

Legal and Regulatory Risk in Mainland China

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

Single Country Investment / Concentration Risk

As a Sub-Fund may invest substantially in securities related to the growth of the PRC, it might be subject to risks inherent in the China market and additional concentration risks. Such Sub-Fund's portfolio may not be as well diversified in terms of the number of holdings and the number of issuers of securities that it may invest in as a broad-based fund, such as a global equity fund. Shareholders should also be aware that the Sub-Fund is likely to be more volatile than a broadbased fund as it is more susceptible to fluctuations in value resulting from limited number of holdings or from adverse conditions in the respective countries.

Onshore versus offshore Renminbi differences risk

While both onshore Renminbi ("**CNY**") and offshore Renminbi ("**CNH**") are the same currency, they are traded in different and separated markets. CNY and CNH are traded at different rates and their movement may not be in the same direction. Although there has been a growing amount of Renminbi held offshore (i.e. outside the PRC), CNH cannot be freely remitted into the PRC and is subject to certain restrictions, and vice versa. Investors should note that:

(i) subscriptions and redemptions of shares may be converted to/from CNH and the investors will bear the forex expenses associated with such conversion and the risk of a potential difference between the CNY and CNH rates; and

(ii) the liquidity and trading price of the Sub-Fund may also be adversely affected by the rate and liquidity of Renminbi outside the PRC.

China-A Shares Investment Risks

Risks relating to China A-Shares market - The existence of a liquid trading market for China A-Shares may depend on whether there is supply of, and demand for, such China A-Shares. The price at which securities may be purchased or sold by the Sub-Fund and the Net Asset Value of the Sub-Fund may be adversely affected if trading markets for China A-Shares are limited or absent. The China A-Share market may be more volatile and unstable (for example, due to the risk of suspension of a particular stock or government intervention). Market volatility and settlement difficulties in the China A-Share markets may also result in significant fluctuations in the prices of the securities traded on such markets and thereby may affect the value of the Sub-Fund.

Securities exchanges in China typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the Shanghai Stock Exchange, the Shenzhen Stock Exchange and any other stock exchange that may open in the PRC in the future ("PRC Stock Exchanges") on China A-Shares, where trading in any China A-Share security on the relevant PRC Stock Exchange may be suspended if the trading price of the security has increased or decreased to the extent beyond the trading band limit. In addition, it is possible that the PRC government, relevant PRC stock exchanges and/or relevant regulatory authorities may from time to time introduce new measures to control the risk of substantial fluctuations in the China A-Shares market. A suspension will render it impossible for the Sub-Investment Manager to liquidate positions and can thereby expose the Sub-Fund to significant losses. Further, when the suspension is subsequently lifted, it may not be possible for the Sub-Investment Manager to liquidate positions at a favourable price.

PRC Taxation Risk

The Sub-Fund may be subject to withholding income tax ("**WIT**") and other taxes imposed in Mainland China.

1. Corporate Income Tax ("**CIT**")

If the Sub-Fund is considered as a tax resident enterprise of the PRC, it will be subject to CIT at 25% on its worldwide taxable income. If the Sub-Fund is considered as a non-tax resident enterprise with an establishment or place of business ("**PE**") in the PRC, the profits attributable to that PE would be subject to CIT at 25%.

Under the PRC CIT Law effective from 1 January 2008, if the Sub-Fund is a non-PRC resident enterprise without a PE in the PRC, the income derived by it from the investment in PRC securities will generally be subject to a WIT at the rate of 10%, unless exempt or reduced under specific tax circulars or relevant tax treaty.

The Sub-Investment Manager intends to manage and operate the Sub-Fund in such a manner that the Sub-Fund should not be treated as a PRC tax resident enterprise or a non-tax resident enterprise with a PE in the PRC for CIT purposes, although this cannot be guaranteed.

2. Dividend and Interest

Currently, a 10% PRC WIT is payable on interests and dividends derived from PRC securities by a foreign investor which is deemed as a non-tax resident enterprise without a PE in China for PRC CIT purposes. The entity distributing such dividend or interests is required to withhold WIT.

3. Capital gain

Trading of China A-Shares and A-Share Access Products

On 14 November 2014, the Ministry of Finance (the "**MoF**"), the State Administration of Taxation (the "**SAT**") and the China Securities Regulatory Commission (the "**CSRC**") jointly released Caishui [2014] No.81 (the "**Notice 81**") which stipulates that PRC CIT will be temporarily exempted on capital gains derived by foreign investors on the trading of China A-Shares through Shanghai-Hong Kong Stock Connect. PRC CIT on capital gains derived by foreign investors in trading of China A-Shares through Shenzhen-Hong Kong Stock Connect will also be temporarily exempted as stipulated under Caishui [2016] No. 127 (the "**Notice 127**") which was released on 5 November 2016.

4. Value Added Tax ("**VAT**"):

On 23 March 2016, the MoF and SAT issued Caishui [2016] No. 36 (the "**Notice 36**") which shall take effect from 1 May 2016, unless otherwise stipulated therein. The Notice 36 provides that interest income and gains derived from marketable securities in the PRC should be subject to VAT at 6%.

(i) Capital gains

Under the Notice 36 and the Notice 127, gains realised from trading of A-Shares through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect are exempted from VAT.

The VAT regulations do not specifically exempt VAT on the gains realised by foreign investors from trading of China B Shares. However, as a matter of practice the VAT has not been strictly enforced by local tax bureau on capital gains derived by foreign investors from the trading (i.e. both buy and sales) of B-Shares. It is important to note that the actual practice varies according to location.

(ii) Dividend and Interest

Dividend income or profit distributions on equity investment and deposit interest income derived from China are not included in the taxable scope of VAT.

If VAT is applicable, there are also other local surtaxes (including Urban Maintenance and Construction Tax, Education Surcharge, Local Education Surcharge and River Maintenance Surcharge, etc) that could amount to as high as 12% of the VAT payable.

The Sub-Investment Manager's current policy on tax provisions is available upon request.

5. Stamp duty:

Stamp duty under the PRC laws generally applies to the execution and receipt of all taxable documents listed in the PRC's Provisional Rules on Stamp Duty. Stamp duty is levied on the execution or receipt in China of certain documents, including contracts for the sale of China A-Shares and China B Shares traded on the PRC stock exchanges. In the case of contracts for sale of China A-Shares and China B Shares, such stamp duty is currently imposed on the seller but not on the purchaser, at the rate of 0.1%.

Tax Provisioning policy of the Sub-Fund:

In light of the above, the Sub-Investment Manager will at present implement the following PRC tax provisioning policy:

1. The Sub-Fund will not make WIT provision for gross realised and unrealised capital gains from trading of PRC equity investment assets (including China A-Shares).

2. The Sub-Fund will make a provision of 10% on dividend from China A-Shares, dividend from securities investments funds and interest from RMB bank deposits if WIT is not withheld at source.

General:

It should also be noted that the prevailing PRC tax regulations specified that the tax exemption on capital gains derived from the trading of China A-Shares from 17 November 2014 onwards is temporary. There is a possibility of the PRC tax rule, regulations and practice being changed and taxes being applied retrospectively. As such, there are also risks and uncertainties associated with the current PRC tax laws, regulations and practice. As such, there is a risk that any tax provision made by the Sub-Investment Manager in respect of the Sub-Funds may be more than or less than the Sub-Fund's actual tax liabilities. Consequently, investors may be advantaged or disadvantaged depending upon the final outcome of how such capital gains will be taxed, the level of provision and when they subscribed and/or redeemed in/from the Sub-Fund.

If the actual tax levied by the PRC tax authorities is higher than that provided for by the Sub-Investment Manager so that there is a shortfall in the tax provision amount, investors should note that the net asset value of the Sub-Fund may suffer more than the tax provision amount as the Sub-Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new investors will be disadvantaged. On the other hand, if the actual tax levied by the PRC tax authorities is lower than that provided for by the Sub-Investment Manager so that there is an excess in the tax provision amount, investors who have redeemed the shares before the actual tax liability is determined will be disadvantaged as they would have borne the loss from the Sub-Investment Manager's overprovision. In this case, the then existing and new investors may benefit if the difference between the tax provision and the actual tax liability can be returned to the account of the Sub-Fund as assets thereof. Notwithstanding the above provisions, investors who have already redeemed their shares in the Sub-Fund will not be entitled or have any right to claim any part of such overprovision.

Various tax reform policies have been implemented by the PRC government in recent years, and existing tax laws and regulations may be revised or amended in the future. There is a possibility that the current tax laws, regulations and practice in the PRC will be changed with retrospective effect in the future and any such change may have an adverse effect on the asset value of the Sub-Fund. Moreover, there is no assurance that tax incentives currently offered to foreign companies, if any, will not be abolished and the existing tax laws and regulations will not be revised or amended in the future. Any changes in tax policies may reduce the after-tax profits of the companies in the PRC which the Sub-Fund invests in, thereby reducing the income from, and/or value of the shares.

Investors should seek their own tax advice on their tax position with regard to their investment in any Sub-Fund.

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

The Shanghai-Hong Kong Stock Connect is a securities trading and clearing links program developed by Hong Kong Exchanges and Clearing Limited ("**HKEX**"), Shanghai Stock Exchange ("**SSE**") and China Securities Depositary and Clearing Corporation Limited ("**ChinaClear**") and the Shenzhen-Hong Kong Stock Connect is a securities trading and clearing links program developed by HKEX, Shenzhen Stock Exchange ("**SZSE**") and ChinaClear. The aim of Stock Connect is to achieve mutual stock market access between the PRC and Hong Kong.

The Shanghai-Hong Kong Stock Connect comprises a Northbound Shanghai Trading Link and a Southbound Hong Kong Trading Link under Shanghai-Hong Kong Stock Connect. Under the Northbound Shanghai Trading Link, Hong

Kong and overseas investors (including the Sub-Fund), through its Hong Kong broker and a securities trading service company established by SEHK, may be able to trade eligible China A-Shares listed on the SSE by routing orders to SSE. Under the Southbound Hong Kong Trading Link under Shanghai-Hong Kong Stock Connect, investors in the PRC will be able to trade certain stocks listed on the SEHK. Under a joint announcement issued by the SFC and CSRC on 10 November 2014 the Shanghai-Hong Kong Stock Connect commenced trading on 17 November 2014.

Under the Shanghai-Hong Kong Stock Connect, the Sub-Fund, through its Hong Kong broker may trade certain eligible shares listed on the SSE. These include all the constituent stocks from time to time of the SSE 180 Index and SSE 380 Index, and all the SSE-listed China A-Shares that are not included as constituent stocks of the relevant indices but which have corresponding H-Shares listed on SEHK, except the following:

- SSE-listed shares which are not traded in RMB; and
- SSE-listed shares which are included in the "risk alert board".

It is expected that the list of eligible securities will be subject to review.

The trading is subject to rules and regulations issued from time to time. Trading under the Shanghai-Hong Kong Stock Connect is subject to a daily quota ("**Daily Quota**"). Northbound Shanghai Trading Link and Southbound Hong Kong Trading Link under the Shanghai-Hong Kong Stock Connect will be subject to a separate set of Daily Quota. The Daily Quota limits the maximum net buy value of cross-boundary trades under the Shanghai-Hong Kong Stock Connect each day.

The Shenzhen-Hong Kong Stock Connect comprises a Northbound Shenzhen Trading Link and a Southbound Hong Kong Trading Link under Shenzhen-Hong Kong Stock Connect. Under the Northbound Shenzhen Trading Link, Hong Kong and overseas investors (including the Sub-Fund), through their Hong Kong broker and a securities trading service company established by SEHK, may be able to trade eligible China A-Shares listed on the SZSE by routing orders to SZSE. Under the Southbound Hong Kong Trading Link under

Shenzhen-Hong Kong Stock Connect investors in the PRC will be able to trade certain stocks listed on the SEHK. The Shenzhen-Hong Kong Stock Connect has commenced trading on 5 December 2016.

Under the Shenzhen-Hong Kong Stock Connect, the Sub-Fund, through its Hong Kong brokers may trade certain eligible shares listed on the SZSE. These include any constituent stock of the SZSE Component Index and SZSE Small/Mid Cap Innovation Index which has a market capitalisation of RMB6 billion or above and all SZSE-listed shares of companies which have issued both China A-Shares and H Shares. At the initial stage of the Northbound Shenzhen Trading Link, investors eligible to trade shares that are listed on the ChiNext Board of SZSE under the Northbound Shenzhen Trading Link will be limited to institutional professional investors as defined in the relevant Hong Kong rules and regulations.

It is expected that the list of eligible securities will be subject to review.

The trading is subject to rules and regulations issued from time to time. Trading under the Shenzhen-Hong Kong Stock Connect will be subject to a Daily Quota. Northbound Shenzhen Trading Link and Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect will be subject to a separate set of Daily Quota. The Daily Quota limits the maximum net buy value of cross-boundary trades under the Shenzhen-Hong Kong Stock Connect each day.

The Hong Kong Securities Clearing Company Limited ("**HKSCC**"), a wholly-owned subsidiary of HKEX, and ChinaClear will be responsible for the clearing, settlement and the provision of depository, nominee and other related services of the trades executed by their respective market participants and investors. The China A-Shares traded through Stock Connects are issued in scripless form, and investors will not hold any physical China A-Shares.

Although HKSCC does not claim proprietary interests in the SSE and SZSE securities held in its omnibus stock accounts in ChinaClear, ChinaClear as the share registrar for SSE and SZSE listed companies will still treat HKSCC as one of the shareholders when it handles corporate actions in respect of such SSE and SZSE securities.

SSE-/SZSE-listed companies usually announce information regarding their annual general meetings/extraordinary general meetings about two to three weeks before the meeting date. A poll is called on all resolutions for all votes. HKSCC will advise the Hong Kong Central Clearing and Settlement System ("**CCASS**") participants of all general meeting details such as meeting date, time, venue and the number of resolutions.

Under the Stock Connects, Hong Kong and overseas investors will be subject to the fees and levies imposed by SSE, SZSE, ChinaClear, HKSCC or the relevant Mainland Chinese authority when they trade and settle SSE Securities and SZSE securities. Further information about the trading fees and levies is available online at the website: http://www.hkex.com.hk/eng/market/sec_tradinfra/chinaconnect/chinaconnect.htm

In accordance with the UCITS requirements, the Depositary shall provide for the safekeeping of the Sub-Fund's assets in the PRC through its Global Custody Network. Such safekeeping is in accordance with the conditions set down by Ucits V provision and relevant Luxembourg laws and regulations, which provide, among others, that assets of the Sub-Fund are properly segregated and not lost due to insolvency of the third party to whom safekeeping functions are delegated and that assets of the Sub-Fund are not reused by such third party on its own account.

In addition to risks regarding the Chinese market and risks related to investments in RMB, investments through the Stock Connect are subject to the following additional risks:

Quota Limitations

The Stock Connects are subject to quota limitations. In particular, the Stock Connects are subject to a daily quota which does not belong to the Sub-Fund and can only be utilised on a first-come-first-served basis. Once the daily quota is exceeded, buy orders will be rejected (although investors will be permitted to sell their cross-boundary securities regardless of the quota balance). Therefore, quota limitations may restrict the Sub-Fund's ability to invest in China A-Shares through the Stock Connects on a timely basis, and the Sub-Fund may not be able to effectively pursue its investment strategy.

Legal / Beneficial Ownership

The SSE and SZSE shares in respect of the Sub-Fund are held by the Depositary/ sub-custodian in accounts in the CCASS maintained by the HKSCC as central securities depositary in Hong Kong. HKSCC in turn holds the SSE and SZSE shares, as the nominee holder, through an omnibus securities account in its name registered with ChinaClear for each of the Stock Connects. The precise nature and rights of the Sub-Fund as the beneficial owners of the SSE and SZSE shares through HKSCC as nominee is not well defined under PRC law. There is lack of a clear definition of, and distinction between, "legal ownership" and "beneficial ownership" under PRC law and there have been few cases involving a nominee account structure in the PRC courts. Therefore the exact nature and methods of enforcement of the rights and interests of the Sub-Fund under PRC law is uncertain. Because of this uncertainty, in the unlikely event that HKSCC becomes subject to winding up proceedings in Hong Kong it is not clear if the SSE and SZSE shares will be regarded as held for the beneficial ownership of the Sub-Fund or as part of the general assets of HKSCC available for general distribution to its creditors.

Clearing and Settlement Risk

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

As the national central counterparty of the PRC's securities market, ChinaClear operates a comprehensive network of clearing, settlement and stock holding infrastructure. ChinaClear has established a risk management framework and measures that are approved and supervised by the CSRC. The chances of ChinaClear default are considered to be remote. In the remote event of a ChinaClear default, HKSCC's liabilities in SSE and SZSE shares under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC should in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the Sub-Fund may suffer delay in the recovery process or may not fully recover its losses from ChinaClear.

Suspension Risk

Each of the SEHK, SSE and SZSE reserves the right to suspend trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Consent from the relevant regulator would be sought before a suspension is triggered. Where a suspension is effected, the Sub-Fund's ability to access the PRC market will be adversely affected.

Differences in Trading Day

The Stock Connects only operate on days when both the PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the PRC market but the Sub-fund cannot carry out any China A-Shares trading via the Stock Connects. The Sub-Fund may be subject to a risk of price fluctuations in China A-Shares during the time when any of the Stock Connects is not trading as a result.

Restrictions on Selling Imposed by Front-end Monitoring

PRC regulations require that before an investor sells any share, there should be sufficient shares in the account; otherwise the SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China A-Share sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.

If the Sub-Fund intends to sell certain China A-Shares it holds, it must transfer those China A-Shares to the respective accounts of its broker(s) before the market opens on the day of selling ("trading day"). If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Sub-Fund may not be able to dispose of its holdings of China A-Shares in a timely manner.

Operational Risk

The Stock Connects are premised on the functioning of the operational systems of the relevant market participants. Market participants are permitted to participate in this program subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

The securities regimes and legal systems of the two markets differ significantly and market participants may need to address issues arising from the differences on an on-going basis. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in both markets through the program could be disrupted. The Sub-Fund's ability to access the China A-Share market (and hence to pursue its investment strategy) may be adversely affected.

Regulatory Risk

The current regulations relating to Stock Connects are untested and there is no certainty as to how they will be applied. In addition, the current regulations are subject to change which may have potential retrospective effects and there can be no assurance that the Stock Connects will not be abolished. New regulations may be issued from time to time by the regulators / stock exchanges in the PRC and Hong Kong in connection with operations, legal enforcement and cross-border trades under the Stock Connects. The Sub-Fund may be adversely affected as a result of such changes.

Recalling of Eligible Stocks

When a stock is recalled from the scope of eligible stocks for trading via the Stock Connects, the stock can only be sold but restricted from being bought. This may affect the investment portfolio or strategies of the Sub-Fund, for example, if the Sub-Investment Manager wishes to purchase a stock which is recalled from the scope of eligible stocks.

No Protection by Investor Compensation Fund

Investment in SSE and SZSE shares via the Stock Connects is conducted through brokers, and is subject to the risks of default by such brokers' in their obligations. Investments of the Sub-fund are not covered by the Hong Kong's Investor Compensation Fund, which has been established to pay compensation to investors of any nationality who suffer pecuniary losses as a result of default of a licensed intermediary or authorised financial institution in relation to exchange-traded products in Hong Kong. Since default matters in respect of SSE and SZSE shares via Stock Connects do not involve products listed or traded in SEHK or Hong Kong Futures Exchange Limited, they will not be covered by the Investor Compensation Fund. Therefore the Sub-Fund is exposed to the risks of default of the broker(s) it engages in its trading in China A-Shares through the Stock Connects.

Risks associated with the Small and Medium Enterprise board and/or ChiNext market

The Sub-Fund may invest in the Small and Medium Enterprise ("**SME**") board and/or the ChiNext market of the Shenzhen Stock Exchange via the Shenzhen-Hong Kong Stock Connect. Investments in the SME board and/or ChiNext market may result in significant losses for the Sub-Fund and its investors. The following additional risks apply:

Higher fluctuation on stock prices

Listed companies on the SME board and/or ChiNext market are usually of emerging nature with smaller operating scale. Hence, they are subject to higher fluctuation in stock prices and liquidity and have higher risks and turnover ratios than companies listed on the main board of the Shenzhen Stock Exchange.

Over-valuation risk

Stocks listed on the SME board and/or ChiNext may be overvalued and such exceptionally high valuation may not be sustainable. Stock price may be more susceptible to manipulation due to fewer circulating shares.

Differences in regulations

The rules and regulations regarding companies listed on ChiNext market are less stringent in terms of profitability and share capital than those in the main board and SME board.

Delisting risk

It may be more common and faster for companies listed on the SME board and/or ChiNext to delist. This may have an adverse impact on the Sub-Fund if the companies that it invests in are delisted.

7. SHARES OF THE FUND

The Board of Directors is authorised, without limitation and at any time, to issue additional shares at the respective net asset value ("**Net Asset Value**") per share determined in accordance with the provisions of the Fund's Articles, without reserving to existing shareholders a preferential right to subscribe for the shares to be issued.

On issue, all shares have to be fully paid up. The shares do not have any par value. Unless otherwise indicated in the Sub-Fund specifics, each share carries one vote, regardless of its Net Asset Value and of the Sub-Fund to which it relates.

The Board of Directors is authorised to issue Classes of Shares with non-voting rights ("**Non-Voting Shares**"), in line with the Articles of the Fund. Shareholders of Non-Voting Shares have the right: to a dividend in the case of a distribution of profits, to be redeemed and, as the case may be, to the distribution of liquidation proceeds, and to vote at general meetings of shareholders resolving upon a change of the rights attached to the Non-Voting Shares or on the dissolution of the Fund.

Shares are only available in registered form. No share certificates will be issued in respect of registered shares; registered share ownership will be evidenced by confirmation of ownership and registration on the share register of the Fund.

Fractions of shares may be issued up to one ten thousandth of a share. The resultant fractional shares shall have no right to vote but shall have the right to participate pro-rata in distributions and allocation of the proceeds of liquidation in the event of the winding-up of the Fund or in the event of the termination of the Fund.

Under the Articles of the Fund, the Directors have the power to create and issue several different Sub-Funds, whose characteristics may differ from those Sub-Funds then existing.

The Directors shall maintain for each Sub-Fund a separate pool of assets. As between shareholders, each pool of assets shall be invested for the exclusive benefit of the relevant Sub-Fund. With regard to third parties, in particular towards the Fund's creditors, each Sub-Fund shall be exclusively responsible for all liabilities attributable to it.

Under the Articles of the Fund, the Directors have the power to create and issue several different Classes of Shares within each Sub-Fund (hereinafter referred to collectively as the "**Classes**"/"**Classes of Shares**" or individually as the "**Class**"/"**Class of Shares**"), whose characteristics may differ from those Classes then existing.

The differences between the Classes may relate to the initial subscription price per share, the currency of the Class, the types of investors who are eligible to invest, the subscription and repurchase frequency, the charging structure applicable to each of them, the distribution policy or such other features as the Directors may, in their discretion, determine.

Upon creation of a new Sub-Fund and Class, the Prospectus will be updated accordingly.

The Board of Directors has full discretion to determine whether an investor qualifies for investment in a specific Class or not.

The Sub-Funds specifics in Part B of this Prospectus detail the Classes available in each Sub-Fund.

The Board of Directors is empowered to determine - on a case-by-case basis - whether certain investors are or are not to be categorised as Institutional Investors.

The specifics of each Class in relation to fees and expenses payable and the currency of each Class are indicated in each Sub-Fund specifics (section “Expenses”) in Part B of this Prospectus.

The Management Company draws the investors’ attention to the fact that any investor will only be able to fully exercise his/her shareholder rights directly against the Fund, notably the right to participate in general shareholders’ meetings if the investor is registered himself/herself and in his/her own name in the shareholders’ register of the Fund. In cases where an investor invests in the Fund through an intermediary investing into the Fund, (i) it may not always be possible for the investor to exercise certain shareholder rights directly against the Fund and (ii) investors’ rights to indemnification in the event of errors/non-compliance within the meaning of CSSF Circular 24/856 may be impacted. Investors are advised to take advice on their rights.

8. INCOME POLICY

Within each Sub-Fund, the Board of Directors may decide to issue accumulating and/or distributing shares. The dividend policy applicable for each Class of Shares or Sub-Fund is further described in each Sub-Fund’s specific information sheet in Part B of this Prospectus.

If a dividend is declared by the Fund, it will be paid to each shareholder concerned in the currency of the relevant Class.

Dividend payments are restricted by law in that they may not reduce the assets of the Fund below the required minimum capital.

In the event that a dividend is declared and remains unclaimed after a period of five (5) years from the date of declaration, such dividend will be forfeited and will revert to the Class or Sub-Fund in relation to which it was declared.

9. NET ASSET VALUE

The Net Asset Value per share of each Class will be determined on each valuation date (the "**Valuation Date**") as indicated in the Sub-Funds specifics in Part B of this Prospectus and expressed in the currency of the respective Class, by Brown Brothers Harriman (Luxembourg) S.C.A. by dividing the value of the assets of the Sub-Fund properly able to be allocated to such Class less the liabilities of the Sub-Fund properly able to be allocated to such Class by the number of shares then outstanding in the class (the "Net Asset Value per Class") on the relevant Valuation Date. The Net Asset Value per share of each Class may be rounded up or down to the nearest four decimals of the currency of such Class of Shares.

When a Valuation Date falls on a day observed as a holiday on a stock exchange which is the principal market for a significant proportion of the Sub-Funds' investment or is a market for a significant proportion of the Sub-Fund's investment or is holiday elsewhere and impedes the calculation of the fair market value of the investments of the Sub-Funds, the Fund may decide that a Net Asset Value will not be calculated on such Valuation Date.

The calculation of the Net Asset Value of the shares of any Class and the issue, redemption and conversion of the shares of any Sub-Fund may be suspended in the following circumstances:

- During any period (other than ordinary holidays or customary weekend closings) when any market or stock exchange is closed, which is the main market or stock exchange for a significant part of the Sub-Fund's investments, for in which trading therein is restricted or suspended; or

- During any period when an emergency exists as a result of which it is impossible to dispose of investments which constitute a substantial portion of the assets of a Sub-Fund; or it is impossible to transfer monies involved in the acquisition or disposition of investments at normal rates of exchange; or it is impossible for the Fund fairly to determine the value of any assets in a Sub-Fund; or

- During any breakdown in the means of communication normally employed in determining the price of any of the Sub-Fund's investments or of current prices on any stock exchange; or

- When for any reason the prices of any investment owned by the Sub-Fund cannot be reasonable, promptly or accurately ascertained; or

- During the period when remittance of monies which will or may be involved in the purchase or sale of any of the Sub-Fund's investments cannot, in the opinion of the Board of Directors, be carried out at normal rates of exchange; or

- Following a possible decision to liquidate or dissolve the Fund or one or several Sub-Funds; or

- In all other cases in which the Board of Directors considers a suspension to be in the best interest of the shareholders.

The suspension of the calculation of the Net Asset Value and of the issue, redemption and conversion of the shares shall be notified by the Fund to the shareholders in such manner as the Board of Directors deems appropriate.

The value of the assets of each Sub-Fund is determined as follows:

1. Transferable securities and money market instruments admitted to official listing on a stock exchange or dealt with in on another market in a non-EU Member State which is regulated, operates regularly and is recognised and open to the public provided, are valued on the basis of the last known price. If the same security is quoted on different markets, the quotation of the main market for this security will be used. If there is no relevant quotation or if the quotations are not representative of the fair value, the evaluation will be done in good faith by the Board of Directors or its delegate with a view to establish the probable sales price for such securities;

2. Non-listed securities are valued on the basis of their probable sales price as determined in good faith by the Board of Directors and its delegate;

3. Liquid assets are valued at their nominal value plus accrued interest;

4. Derivatives are valued at market value.

Whenever a foreign exchange rate is needed in order to determine the Net Asset Value of a Class, the applicable foreign exchange rate on the respective Valuation Date will be used.

In addition, appropriate provisions will be made to account for the charges and fees charged to the Sub-Funds and Classes as well as accrued income on investments.

In the event it is impossible or incorrect to carry out a valuation in accordance with the above rules owing to particular circumstances, such as hidden credit risk, the Board of Directors is entitled to use other generally recognised valuation principles, which can be examined by an auditor, in order to reach a proper valuation of each Sub-Fund's total assets.

10. ISSUE OF SHARES

Applications may be made in writing by letter or fax addressed to the Transfer Agent, the Distributor, the Depositary, the Nominee or any intermediary situated in a country where the Fund is marketed specifying the number of shares or amount subscribed for, the name of the Sub-Fund and Class, the manner of payment and the personal details of the subscriber. Orders sent directly to the Transfer Agent can also be sent by swift.

A subscription fee may be charged to the investors by the Global Distributor, any appointed sub-distributor, or third party to whom the marketing/distribution activities have been delegated upon the subscription for shares in a Class. Such subscription fee will be charged as a percentage of the amount subscribed in each Class, calculated on the Net Asset Value of the shares, and collected by Brown Brothers Harriman (Luxembourg) S.C.A. Details of the maximum subscription fee payable in respect of each Class of Shares are set out in Part B of this Prospectus (see section "Expenses" in each Sub-Fund specifics). The Global Distributor may, in its absolute discretion, vary or waive the amount of subscription fee payable by investors on any Dealing Day, where applicable.

In accordance with the Investment Fund Law, the subscription of shares shall be prohibited:

(i) during the period where the Fund has no Depositary; and

(ii) where the Depositary is put into liquidation or declared bankrupt or seeks an arrangement with the creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

10.1. Initial Subscription Period

The initial subscription period (which may last one day) and the price of each newly created or activated Sub-Fund will be determined by the Directors and disclosed in the relevant Sub-Fund's specifics in Part B of this Prospectus.

Payments for subscriptions made during the initial subscription period must have been received in the currency of the relevant Class of Shares by the Fund within the time period indicated in the relevant Sub-Fund's specifics in Part B of this Prospectus.

Payments must be received by electronic transfer net of all bank charges.

The Board of Directors may at any time decide the activation of a Class.

Upon activation of a new Class in a Sub-Fund, the price per share in the new Class will, at its inception, correspond to the price per share during the initial subscription period in the relevant Sub-Fund or to the current Net Asset Value per share in an existing Class of the relevant Sub-Fund, upon decision of the Board of Directors.

10.2. <u>Subsequent Subscriptions</u>

Following any initial subscription period, the issue price per share will be the Net Asset Value per share on the applicable Valuation Date.

Subscriptions received by the Registrar and Transfer Agent before the applicable cut-off time on a Valuation Date as specified in the Sub-Funds specifics in Part B of this Prospectus will be dealt with on the basis of the relevant Net Asset Value of that Valuation Date. Subscriptions received by the Registrar and Transfer Agent after such cut-off time on a Valuation Date or on any day which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date. The investor will bear any taxes or other expenses attaching to the application.

All shares will be allotted immediately upon subscription and payment must be received by the Fund within the time period as described in each Sub-Fund in Part B of this Prospectus. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors. Payments should preferably be made by bank transfer and shall be made in the currency of the relevant Class.

Payments must be received by electronic transfer net of all bank charges.

The Board of Directors reserves the right to accept or refuse any subscriptions in whole or in part for any reason.

The issue of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

10.3. Minimum Initial Subscription and Holding

Each Class of Shares may have a minimum subscription and/ or holding amount as indicated in the Sub-Funds' specifics in Part B of the Prospectus. The Fund may in its discretion waive this minimum subscription and/ or holding amount. In particular, this applies for shareholders staggering investments over time, reaching above-mentioned thresholds over time.

If, as a result of redemption, the value of a shareholder's holding in a Class would become less than the relevant minimum holding amount as indicated above, then the Fund may elect to redeem the entire holding of such shareholder in the relevant Class. It is expected that such redemptions will not be implemented if the value of the shareholder's shares falls below the minimum investment limits solely as a result of market conditions. Thirty (30) calendar days prior written notice will be given to shareholders whose shares are being redeemed to allow them to purchase sufficient additional shares so as to avoid such compulsory redemption.

10.4. Stock Exchange listing

Shares of different Sub-Funds and their Classes may at the discretion of the Directors of the Fund be listed on Stock Exchanges, in particular the Luxembourg Stock Exchange.

11. REDEMPTION OF SHARES

A shareholder has the right to request that the Fund redeems its shares at any time. Shares will be redeemed at the respective Net Asset Value of each Class of Shares. Orders sent directly to the Transfer Agent can also be sent by swift.
No redemption fee is charged by the Fund.

Shareholders wishing to have all or any of their shares redeemed at the redemption price on a Valuation Date, should deliver to the Registrar and Transfer Agent before the cut-off time on a Valuation Date as specified in the Sub-Fund specifics in Part B of this Prospectus, an irrevocable written request for redemption in the prescribed form. Redemption requests received by the Registrar and Transfer Agent after such determined cut-off time on a Valuation Date or on any day, which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date.

All requests will be dealt with in strict order in which they are received, and each redemption shall be affected at the Net Asset Value of the said shares.

Redemption proceeds will be paid in the currency of the respective Class. Payment will be effected after receipt of the proper documentation and as specified for each Sub-Fund in part B of this Prospectus.

Investors should note that any redemption of shares by the Fund will take place at a price that may be more or less than the shareholder's original acquisition cost, depending upon the value of the assets of the Sub-Fund at the time of redemption.

The redemption of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

If requests for redemption on any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund’s shares, the Fund reserves the right to postpone redemption of all or part of such shares to the following Valuation Date. On the following Valuation Date such requests will be dealt with in priority to any subsequent requests for redemption.

In accordance with the Investment Fund Law, the redemption of shares shall be prohibited:

(i) during the period where the Fund has no Depositary; and

(ii) where the Depositary is put into liquidation or declared bankrupt or seeks an arrangement with the creditors, a suspension of payment or a controlled management or is the subject of similar proceedings.

12. CONVERSION BETWEEN SUB- FUNDS/CLASSES OF SHARES

Shares of any Class may be converted into shares of any other Class of the same, of another, Sub-Fund, upon written instructions addressed to the registered office of the Fund or the Distributor. No conversion fee will be charged. Shareholders may be requested to bear the difference in subscription fee between the Sub-Fund they leave and the Sub-Fund of which they become shareholders, should the subscription fee of the Sub-Fund into which the shareholders are converting their shares be higher than the fee of the Sub-Fund they leave.

Conversion orders received by the Registrar and Transfer Agent on a Valuation Date before the cut-off time as specified in the Sub-Funds specifics in Part B of this Prospectus will be dealt with on the basis of the relevant Net Asset Value established on that Valuation Date. Conversion requests received by the Registrar and Transfer Agent after such cut-off time on a Valuation Date or on any day, which is not a Valuation Date will be dealt with on the basis of the Net Asset Value of the next Valuation Date. Conversion of shares will only be made on a Valuation Date if the Net Asset Value of both Classes of Shares is calculated on that day.

The Board of Directors will determine the number of shares into which an investor wishes to convert his existing shares in accordance with the following formula:

$$A = \frac{(B \times C)}{E} * EX$$

A = The number of shares in the new Class of Shares to be issued

B = The number of shares in the original Class of Shares

C = The Net Asset Value per share in the original Class of Shares

E = The Net Asset Value per share of the new Class of Shares

EX: being the exchange rate on the conversion day in question between the currency of the Class of Shares to be converted and the currency of the Class of Shares to be assigned. In the case no exchange rate is needed the formula will be multiplied by one (1).

If requests for conversion on any Valuation Date exceed 10% of the Net Asset Value of a Sub-Fund’s shares, the Fund reserves the right to postpone the conversion of all or part of such shares to the following Valuation Date. On the following Valuation Date such requests will be dealt with in priority to any subsequent requests for conversion.

The conversion of shares of any Sub-Fund shall be suspended on any occasion when the calculation of the Net Asset Value thereof is suspended.

13. LATE TRADING/MARKET TIMING POLICY

The Fund takes appropriate measures to assure that subscription, redemption and conversion requests will not be accepted after the time limit set for such requests in this Prospectus.

The Fund does not knowingly allow investments which are associated with market timing or similar practices, as such practices may adversely affect the interests of all shareholders. The Fund reserves the right to reject subscription, redemption and conversion orders from an investor who the Fund suspects of using such practices and to take, if appropriate, other necessary measures to protect the other investors of the Fund.

As set out in the CSSF Circular 04/146, market timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts units or shares of the same fund within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the net asset values.

14. TAXATION IN LUXEMBOURG

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

14.1. Taxation of the Fund

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

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

No stamp duty, capital duty or other tax will be payable in Luxembourg upon the issue of the shares of the Fund.
The Fund is, in principle, subject to a subscription tax (*taxe d'abonnement*) levied at the rate of 0.05% per annum based on its net asset value at the end of the relevant quarter, calculated and paid quarterly.

A reduced subscription tax rate of 0.01% per annum is applicable to:

- any Sub-Fund that is authorised as money market fund in accordance with Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds, hereinafter "Regulation (EU) 2017/1131", without prejudice to Article 175, letter b) of the Investment Fund Law;

- any Sub-Fund or Class of Shares provided that their shares are only held by one or more institutional investor(s) within the meaning of article 174 of the Investment Fund Law (an "Institutional Investor").

As from 1 January 2021, the Fund or its individual Sub-Funds, may benefit from reduced subscription tax rates depending on the value of its net assets invested in economic activities that qualify as environmentally sustainable within the meaning of Article 3 of EU Regulation 2020/852 of 18 June 2020 (the "Qualifying Activities"). The reduced subscription tax rates amount to:

• 0.04% if at least 5% of the total net assets of a Sub-Fund, are invested in Qualifying Activities;
• 0.03% if at least 20% of the total net assets of a Sub-Fund, are invested in Qualifying Activities;
• 0.02% if at least 35% of the total net assets of a Sub-Fund, are invested in - Qualifying Activities; and
• 0.01% if at least 50% of the total net assets of a Sub-Fund, are invested in Qualifying Activities.

The subscription tax rates mentioned above would only apply to the net assets invested in Qualifying Activities.

A subscription tax exemption applies to:

- the portion of any Sub-Fund's assets (*prorata*) invested in a Luxembourg investment fund or any of its sub-funds to the extent it is subject to the subscription tax;
- any Sub-Fund (i) whose securities are only held by Institutional Investor(s), and (ii) that is authorised as short-term money market funds in accordance

with Regulation (EU) 2017/1131, and (iii) that have obtained the highest possible rating from a recognised rating agency. If several Classes of Shares are in issue in the relevant Sub-Fund meeting (ii) to (iii) above, only those Classes of Shares meeting (i) above will benefit from this exemption;

- any Sub-Fund, whose main objective is the investment in microfinance institutions;
- any Sub-Fund (i) whose securities are listed or traded on a stock exchange or another regulated market operating regularly, recognised and open to the public and (ii) whose exclusive object is to replicate the performance of one or more indices. If several Classes of Shares are in issue in the relevant Sub-Fund meeting (ii) above, only those Classes of Shares meeting (i) above will benefit from this exemption; and
- any Sub-Fund whose securities are reserved for (i) institutions for occupational retirement pension or similar investment vehicles, set-up on initiative of one or more employers and (ii) companies of one or more employers investing funds they hold to provide retirement benefits to their employees and (iii) savers in the context of a pan European personal pension product established under Regulation (EU) 2019/1238 of the European Parliament and of the Council of 20 June 2019 on a pan-European personal pension product (PEPP).

14.2. <u>Withholding tax</u>

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

Distributions made by the Fund as well as liquidation proceeds and capital gains derived therefrom are not subject to withholding tax in Luxembourg.

14.3. Taxation of the Shareholders

Luxembourg resident individuals

A Luxembourg resident individual investor is subject to Luxembourg personal income tax levied following a progressive income tax scale, and increased by the solidarity surcharge (*contribution au fonds pour l'emploi*) with respect to income or gains derived from the shares, giving an effective marginal tax rate of 45.78% in 2023.

Capital gains realised on the sale of the shares by a Luxembourg resident individual investor who acts in the course of the management of his/her private wealth are not subject to Luxembourg income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation:

i) speculative gains are subject to progressive income tax at ordinary rates if the shares are sold within six (6) months from their subscription or purchase; (or if their disposal precedes their acquisition);
ii) Capital gains realized on a substantial participation more than 6 months after the acquisition thereof are taxed at half the average combined tax rate (maximum 22.89%). A participation is considered as substantial when a resident individual investor holds or has held, alone or with his/her spouse or partner and/or underage children, either directly or indirectly at any time during the five years preceding the disposal, more than 10% of the capital of the Fund in which she/he hold the substantial participation.

A Shareholder is also deemed to alienate a substantial participation if she/he acquired free of charge, within the five (5) years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period).

Luxembourg resident corporate

A fully taxable Luxembourg resident corporate investors will in principle be subject to corporate income tax and municipal business tax (including the employment fund surcharge) at an aggregate rate of 24.94% (as from 2019) for a corporate investor established in Luxembourg City ("**Corporation Taxes**"), in respect of income or gain derived from the shares.

Luxembourg-resident corporate investors who benefit from a special tax regime, such as, for example, (i) a UCI subject to the Investment Fund Law, (ii) a specialised investment fund subject to Law of 13 February 2007 on specialised investment funds, as amended, (iii) a reserved alternative investment funds subject to the Law of 23 July 2016 on reserved alternative investment funds (to the extent they have not opted to be subject to general corporation taxes), or (iv) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended, are exempt from Corporation Taxes in Luxembourg, but are instead subject to an annual subscription tax (*taxe d'abonnement*).

The shares shall be part of the taxable net wealth of the Luxembourg resident corporate investors except if the holder of the shares is (i) a UCI subject to the Investment Fund Law, (ii) a vehicle governed by the Law of 22 March 2004 on securitisation, as amended, (iii) an investment company in risk capital subject to the Law of 15 June 2004 on the investment company in risk capital, as amended, (iv) a specialised investment fund subject to the Law of 13 February 2007 on specialised investment funds, as amended, (v) a reserved alternative investment fund subject to the Law of 23 July 2016 on reserved alternative investment funds, (vi) a family wealth management company subject to the Law of 11 May 2007 related to family wealth management companies, as amended, or (vii) professional pension institutions governed by the law of 13 July 2005 on institutions for occupational retirement provision in the form of pension savings companies with variable capital and pension savings associations are exempt from net wealth tax.

The taxable net wealth is subject to tax levied on a yearly basis at the rate of 0.5%. A reduced rate of 0.05% is due for the portion of the net wealth exceeding EUR 500 million.

Luxembourg corporate resident investors which benefit from a special tax regime, such as, for exemple, those listed above are exempt from net wealth tax.

Non-Luxembourg residents

Shareholders not domiciled, resident or not having a permanent establishment or permanent representative in Luxembourg for taxation purposes are not liable to any corporation, income, transfer, capital or other taxes on holding, sale, purchase or repurchase of shares in the Fund. The tax consequences for non-resident Shareholders wishing to purchase, subscribe, acquire, hold, convert, sell, redeem or dispose shares will depend on the relevant laws of any jurisdiction to which the Shareholder is subject.

A non-resident Shareholder which has a permanent establishment, a permanent representative or a fixed place of business in Luxembourg to which the shares are attributable, will be subject to Corporation Taxes or net wealth tax in Luxembourg as set forth above for a Luxembourg resident corporate investor.

14.4. Automatic Exchange of Information

The Organisation for Economic Co-operation and Development ("**OECD**") has developed a common reporting standard ("**CRS**") to achieve a comprehensive and multilateral automatic exchange of information (AEOI) on a global basis. On 29 October 2014, Luxembourg signed the OECD's multilateral competent authority agreement ("**Multilateral Agreement**") to automatically exchange information under the CRS. The Multilateral Agreement aims to implement the CRS among non-Member States; it requires agreements on a country-by-country basis. On 9 December 2014, Council Directive 2014/107/EU amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation (the "**Euro-CRS Directive**") was adopted in order to implement the CRS among the Member States. The CRS and the Euro-CRS Directive were implemented into Luxembourg law by the Law of 18 December 2015 on the automatic exchange of financial account information in the field of taxation ("**CRS Law**"). The CRS Law requires Luxembourg financial institutions to identify financial account holders (including certain entities and their controlling persons) and establish if they are resident for tax purposes in (i) an EU Member State other than Luxembourg or (ii) a jurisdiction which has signed the Multilateral Agreement and which is identified in the list of reportable jurisdictions published by Grand Ducal Decree ("**CRS Reportable Accounts**"). The first official list of CRS reportable jurisdictions was published on 24

March 2017 and is updated from time to time. Luxembourg financial institutions will then report the information on such CRS Reportable Accounts to the Luxembourg tax authorities (*Administration des Contributions Directes*), which will thereafter automatically transfer this information to the competent foreign tax authorities on a yearly basis.

Accordingly, the Fund may require its investors to provide information or documentation in relation to the identity and residence for tax purposes of financial account holders (including certain entities and their controlling persons) in order to ascertain their CRS status. Information regarding an investor and his/her/its account holding in the Fund will be reported to the Luxembourg tax authorities (*Administration des Contributions Directes*), if such an account is deemed a CRS reportable account under the CRS Law.

By investing in the Fund, the Shareholders acknowledge that (i) the Fund is responsible for the treatment of the personal data provided for in the CRS Law (ii) the personal data will inter alia be used for the purposes of the CRS Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) and to the tax authorities of CRS reportable jurisdictions; (iv) responding to CRS-related questions is mandatory; and (v) the Shareholders have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

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

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

15. FATCA

The Foreign Account Tax Compliance Act ("**FATCA**") requires financial institutions outside the US ("foreign financial institutions" or "**FFIs**") to pass information about

“Financial Accounts” held by “Specified US Persons”, directly or indirectly, to the US tax authorities, the Internal Revenue Service (“**IRS**”) on an annual basis. A 30% withholding tax is imposed on certain US source income of any FFI that fails to comply with this requirement. On 28 March 2014, the Grand Duchy of Luxembourg entered into a Model 1 Intergovernmental Agreement (“**Luxembourg IGA**”) with the United States of America and a memorandum of understanding in respect thereof. The Fund therefore needs to comply with this Luxembourg IGA as implemented into Luxembourg law by the Law of 24 July 2015 relating to FATCA (the “**FATCA Law**”) in order to comply with the provisions of FATCA rather than directly complying with the US Treasury Regulations implementing FATCA. Under the FATCA Law and the Luxembourg IGA, the Fund may be required to collect information aiming to identify its financial account holders (including certain entities and their controlling persons) that are Specified US Persons for FATCA purposes (“**FATCA reportable accounts**”). Any such information on FATCA reportable accounts provided to the Fund will be shared with the Luxembourg tax authorities *(Administration des Contributions Directes)* which will exchange that information on an automatic basis with the IRS. The Fund intends to comply with the provisions of the FATCA Law and the Luxembourg IGA to be deemed compliant with FATCA and will thus not be subject to the 30% withholding tax with respect to its share of any such payments attributable to actual and deemed U.S. investments of the Fund. The Fund will continually assess the extent of the requirements that FATCA, and notably the FATCA Law, place upon it.

To ensure the Fund's compliance with FATCA, the FATCA Law and the Luxembourg IGA in accordance with the foregoing, the Fund, if applicable, may:

a) request information or documentation, including W-9 or W-8 tax forms, a Global Intermediary Identification Number, if applicable, or any other valid evidence of Shareholder’s FATCA registration with the IRS or a corresponding exemption, in order to ascertain that Shareholder's FATCA status;
b) report information concerning investor Shareholder and his/her/its account holding in the Fund to the Luxembourg tax authorities *(Administration des Contributions Directes)* if such account is deemed a FATCA reportable account under the FATCA Law and the Luxembourg IGA;

c) report information to the Luxembourg tax authorities (*Administration des Contributions Directes*) concerning payments to investors with FATCA status of a non-participating foreign financial institution;
d) deduct applicable US withholding taxes from certain payments made to a Shareholder by or on behalf of the Fund in accordance with FATCA, the FATCA Law and the Luxembourg IGA; and
e) divulge any such personal information to any immediate payer of certain U.S. source income as may be required for withholding and reporting to occur with respect to the payment of such income.

By investing in the Fund, the Shareholders acknowledge that (i) the Fund is responsible for the treatment of the personal data provided for in the FATCA Law; (ii) the personal data will inter alia be used for the purposes of the FATCA Law; (iii) the personal data may be communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*) and to the IRS; (iv) responding to FATCA-related questions is mandatory; and (v) the Shareholders have a right of access to and rectification of the data communicated to the Luxembourg tax authorities (*Administration des Contributions Directes*).

Prospective investors should consult their professional advisor on the individual impact of FATCA.

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

16. DAC 6

On 25 May 2018, the EU Council adopted a directive (2018/822 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation) that imposes a reporting obligation on parties involved in transactions that may be associated with aggressive tax planning ("**DAC6**"). DAC6 has been implemented in Luxembourg by the law of 25 March 2020 (the "**DAC6 Law**").

More specifically, the reporting obligation will apply to cross-border arrangements that, among others, meet one or more “hallmarks” provided for in the DAC6 Law that is coupled in certain cases, with the main benefit test (the “**Reportable Arrangements**”).

17. INVESTMENT MANAGER

The Management Company, which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Asset Management (UK) Ltd. as Investment Manager of the Fund by an Investment Management Agreement dated 01 June 2021. The Investment Management Agreement may be terminated by either party giving three (3) months’ notice.

The Investment Manager was incorporated in England on 20 August 1984, under the Companies Acts 1948 to 2012, as amended, as a private limited company and is authorised and regulated by the Financial Conduct Authority in the conduct of financial services and investment management activities.

The Investment Manager is owned by Mitsubishi UFJ Trust and Banking Corporation (70.0%) and Mitsubishi UFJ Asset Management (30.0%). As at 31 December 2023, the Investment Manager had assets under management of USD 5 billion. The Investment Manager specialises in the provision of fund management and advisory services on a range of products to corporates, financials, insurance companies, and pension funds in the UK, Europe and Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

18. SUB-INVESTMENT MANAGERS

The Investment Manager may appoint sub-investment managers (the “**Sub-Investment Manager(s)**”). Information on Sub-Investment Managers can be found in the relevant Sub-Fund’s specifics in Part B of this Prospectus.

19. DEPOSITARY AND CENTRAL ADMINISTRATION, TRANSFER, REGISTRAR & PAYING AGENT

The Management Company and the Fund have entered into a Depositary and Fund Administration Services Agreement with Brown Brothers Harriman (Luxembourg) S.C.A, on 28 March 2022 for an indefinite period of time. This Agreement may be terminated by either party with ninety (90) calendar days prior written notice.

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

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

a) ensuring that the sale, issue, repurchase, redemption and cancellation of the Shares are carried out in accordance with the Articles of Incorporation and applicable Luxembourg law, rules and regulations;

b) ensuring that the value of the Shares is calculated in accordance with the Articles of Incorporation and the Investment Fund Law;

c) ensuring that in transactions involving the Fund's assets any consideration is remitted to the Fund within the usual time limits;

d) ensuring that the Fund's income is applied in accordance with the Articles of Incorporation and the Investment Fund Law; and

e) carrying out the instructions of the Fund whilst ensuring they did not conflict with the Articles of Incorporation or the Investment Fund Law.

In carrying out its functions, the Depositary shall act honestly, fairly, professionally, independently and solely in the interests of the Company and the Shareholders of the Fund.

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

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

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

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

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

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

The Depositary shall take all reasonable steps to identify and mitigate potential conflicts of interest. This includes implementing its conflicts of interest policies that are appropriate for the scale, complexity and nature of its business. This policy identifies the circumstances that give rise or may give rise to a conflict of interest and includes the procedures to be followed and measures to be adopted in order to manage conflicts of interest. A conflicts of interest register is maintained and monitored by the Depositary.

Brown Brothers Harriman (Luxembourg) S.C.A. also acts as administrative agent and/or registrar and transfer agent (the "**Administrator**") pursuant to the terms of the administration agreement between Brown Brothers Harriman (Luxembourg) S.C.A., the Management Company and the Fund. As such, the Administrator is responsible for the functions of central administration of UCIs in accordance with applicable Luxembourg laws and regulations and in particular for calculating the net asset value of shares of different categories and Classes, the transfer agent and registrar functions, processing the subscription, redemption and conversion of shares, the maintenance of accounting records and all other administrative functions, including contractually agreed shareholder communications, as more fully described in the admnistration agreement.

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

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

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

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

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

The Depositary or the Fund may, at any time, and subject to a written prior notice of at least three (3) months from either party to the other, terminate the appointment of the Depositary, provided however that the termination of the Depositary's appointment is subject to the condition that another depositary assumes the functions and responsibilities of a depositary. Upon termination of the Depositary Agreement, the Fund shall be obliged to appoint a new depositary which shall assume the functions and responsibilities of a depositary in accordance with the Articles of Incorporation and the Investment Fund Law, provided that, as from the expiry date of the notice until the date of the appointment of a new depositary by the Fund, the Depositary's only duties shall be to take such steps as are necessary to protect the interests of Shareholders.

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

In addition, UCITS V imposes new requirements on depositary banks in relation to conflicts of interest.

The Depositary makes every effort to avoid conflicts of interest in the conduct of its business to comply with its regulatory obligations by putting in place appropriate measures to identify, prevent, monitor, manage and mitigate every potential conflict of interest that may occur between the Depositary (or one or more entities belonging to the Bank) and its clients, in particular collective investment schemes ("**Funds**") and the Fund's shareholders ("**Shareholders**").

CRITERIA FOR IDENTIFICATION OF CONFLICTS OF INTEREST

When identifying situations in which a conflict of interest may arise, the Depositary shall take into consideration the interests of the Shareholder, the interests of the Fund and the duty of the Depositary towards the Fund and its Shareholder.

For the purposes of identifying the types of conflicts of interest which may arise, the Depositary will consider whether:

(i) the Depositary,

(ii) a Director or Managing Director of the Depositary,

(iii) an employee of the Depositary, as well as any other natural person whose services are placed at the disposal and under the control of the Depositary and who is involved in the provision by the Depositary of central administration / depositary services,

(iv) a natural person who is directly involved in the provision of services to the Depositary under a delegation arrangement to third parties for the purposes of the provision by the Depositary of central administration / depositary services,

(v) a person directly or indirectly linked by way of control to the Depositary, is in any of the following situations, whether as a result of providing central administration / depositary services or otherwise:

(a) is likely to make a financial gain, or avoid a financial loss, at the expense of the Depositary;

(b) has an interest in the outcome or a service or an activity provided to the Depositary or of a transaction carried out on behalf of the Depositary, which is distinct from the Depositary;

(c) has a financial or other incentive to favor the interest of someone else over the interest of the Depositary;

(d) carries on the same activities for the Depositary and for another client or clients which are not the Depositary;

(e) receives or will receive from a person other than the Depositary an inducement in relation to central administration / depositary activities provided by the Depositary, in the form of monies, goods or services, other than the standard commission or fee for that service.

In order to identify all possible types of conflict of interest arising from the combined provision of central administration / depositary and/or ancillary services and other activities, a list of the potential situations of conflict of interest which the Depositary could face has been developed as a result of its activities or the services it provides under the different regulations.

MAIN POTENTIAL CONFLICT OF INTEREST IDENTIFIED BY THE DEPOSITARY

Here below are the main potential conflicts of interest identified by the Depositary:

- Potential conflicts of interest between the Depositary and affiliated companies: the Depositary must compensate an affiliated company fairly for all products or services. The Depositary must never oblige the affiliated company to bear expenses, which are due to the Depositary.
- Potential conflicts of interest related to a link or a group link between the Management Company or the Board of Directors and the Depositary: where a link or group link exists between them, the Management Company or the Board of Directors and the Depositary, shall put in place policies and procedures ensuring that they identify all conflicts of interest arising from that link and they take all reasonable steps to avoid those conflicts of interest.
- Potential conflict of interest related to the independence of management boards and supervisory functions where a group link exists between them, the Management Company or the Board of Directors and the Depositary.

MEASURES TO BE ADOPTED IN ORDER TO MANAGE SUCH CONFLICTS

The procedures to be followed and measures to be adopted shall include the following where necessary and appropriate for the Depositary to ensure the requisite degree of independence.

(i) effective procedures to prevent or control the exchange of information between relevant persons engaged in collective portfolio management activities involving a risk of a conflict of interest where the exchange of information may harm the interests of one or more Funds;

(ii) the removal of any direct link between the remuneration of relevant persons principally engaged in one activity and the remuneration of, or revenues generated by, different relevant persons principally engaged in another activity, where a conflict of interest may arise in relation to those activities;

(iii) measures to prevent or limit any person from exercising inappropriate influence over the way in which a relevant person carries out collective portfolio management activities;

(iv) measures to prevent or control the simultaneous or sequential involvement of a relevant person in separate collective management activities where such involvement may impair the proper management of conflicts of interest.

Where the adoption or the practice of one or more of these measures and procedures does not ensure the requisite degree of independence, the Depositary will adopt such alternative or additional measures and procedures as are necessary and appropriate for those purposes on a case by case basis.

In addition, the Depositary acting as depositary shall ensure that while carrying out its functions of depositary, acts honestly, fairly, professionally and independently, solely in the interest of the Shareholders.

RECORDKEEPING AND REPORTING REQUIREMENTS

The Depositary will maintain and regularly update a record of the types of central administration / depositary activities undertaken by or on its behalf in which a conflict of interest involving a material risk of damage to the interests of one or more of the Funds / unitholders has arisen.

In the event that any of the procedures and/or measures applied by the Management Company to manage any actual or potential conflicts of interest are not sufficient to ensure, with reasonable confidence, that risks of damage to the interest of the relevant Funds or its unitholders will be prevented, the designated person nominated by the Depositary as responsible for compliance must be promptly informed in order for the Depositary to take any necessary decision to ensure that the Depositary acts in the best interests of the relevant Funds and of the unitholders.

The Depositary shall report those situations referred to in the preceding paragraph to investors by an appropriate durable medium and give reasons for its decision.

Where the central administration / Depositary cannot ensure that the conflicts of interest procedures in place are sufficient to avoid damage to the Funds or its unitholders, the central administration / Depositary is obliged to report such cases to the designated person within the Depositary responsible for compliance and ensure that any decision taken by the senior management of the central administration / Depositary (made in conjunction with the designated person responsible for compliance within the Depositary), will ensure that it acts in the best interests of the Funds/Fund and of its unitholders / Shareholders. Any such instances must be reported to the Shareholders in accordance with the requirements outlined above.

Up-to-date information regarding the Depositary, its delegates and sub-delegates will be made available to investors on request.

The Depositary shall also act as paying agent for the Fund in connection with the receipt of payments in respect of the issue of shares, the payment of monies in respect of the repurchase of the shares and if applicable the payment of dividends.

In consideration of its services as Depositary, Brown Brothers Harriman (Luxembourg) S.C.A., will receive a depositary fee out of the assets of the Fund as specified in the Sub-Funds' specifics in Part B of the Prospectus.

20. DISTRIBUTORS

The Management Company has appointed Mitsubishi UFJ Asset Management (UK) Ltd as a global distributor (the "**Global Distributor**"). The Global Distributor may appoint further sub- distributors, subject to the same requirements.

The distributors' fee shall be paid from investment management fee.

A Mutual Fund Electronic Platform is accessible for distribution purposes.

Distributors or other intermediaries which offer, recommend or sell shares in the Fund must comply with all laws, regulations and regulatory requirements as may be applicable to them and determine appropriate distribution channels. They must consider such information about the Fund as is made available by the Global Distributor for the purposes of the EU's product governance regime, including, without limitation, target market information. Such information is available upon request to the Global Distributor.

21. CONFLICTS OF INTEREST

The Management Company has established and implemented an effective conflicts of interest policy, and the Fund shall generally rely on the principles contained in such policy, it being understood that the Board of Directors has the overall responsibility to ensure, with the overall support of the Management Company, a balanced and proportionate process is in place to identify, detect and manage any potential or actual conflict. This policy identifies in particular the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of the Fund, taking also into account the relationships with other service providers of the Fund. This policy also includes procedures to be followed and measures to be adopted in order to manage such conflicts of interest. An extract of the conflicts of interest policy of the Management Company is available on its website.

22. MONEY LAUNDERING PREVENTION

Any Shareholder will have to establish its identity to the Fund, the Central Administration or to the intermediary which collects the Subscription, provided that the intermediary is regulated and located in a country that imposes an identification obligation equivalent to that required under Luxembourg law. Such identification shall be evidenced when subscribing for shares as follows:
In order to appropriately identify the beneficial owners of the funds invested in the Fund and to contribute to the fight against money laundering and financing of terrorism, subscription requests to the Fund by investors must include:

- In the case of natural persons: a certified and valid copy of the investor ’s identity card or passport (certification by one of the following authorities: embassy, consulate, notary, high commission of the country of issue, Police commissioner, Bank domiciled in a country that imposes an identification obligation equivalent to that required under Luxembourg law or any other competent authority);

- For corporate entities: an original or a certified and valid copy of the Articles of incorporation, an extract of the register of commerce the list of Shareholders of the Fund and the identification documents of those holding more than 25% of the assets of the Fund (certification by one of the following authorities: embassy, consulate, notary, high commission of the country of issue, Police commissioner, Bank domiciled in a country that imposes an identification obligation equivalent to that required under Luxembourg law or any other competent authority);

This identification obligation applies in the following cases:

- Direct subscriptions to the Fund;

- Subscription via an intermediary which is domiciled in a country in which it is not legally obliged to use an identification procedure equivalent to the one required by Luxembourg law in the fight against money laundering and terrorist financing, (including foreign subsidiaries or branches of which the parent Fund is subject to an identification procedure equivalent to the one required by Luxembourg law if the law applicable to the parent Fund does not oblige the parent Fund to ensure the application of these measures by its subsidiaries or branches).

Subscriptions may be temporarily suspended until identification of the investors has been appropriately performed. Failure to provide sufficient or additional information may result in an application not being processed or an investor being rejected or a delay in the payout of the proceeds of the redemption of shares by the relevant investor.

The Central Administration of the Fund may require at any time additional documentation relating to an application for shares. If this information is not provided in a timely manner, the application may be delayed of rejected.

23. NOMINEE FOR SHAREHOLDERS

The Fund may enter into nominee agreements.

In such case, the nominee shall, in its name but as Nominee for the investor, purchase, request the conversion or request the redemption of shares for the investor and request registration of such operations in the Fund's books. However, the investor:

a) may invest directly in the Fund without using the Nominee service;

b) has a direct claim on its shares subscribed in the Fund;

c) may terminate the mandate at any time with prior written notice.

The provisions under a), b) and c) are not applicable to Shareholders solicited in countries where the use of the service of a nominee is necessary or compulsory for legal, regulatory or compelling practical reasons.

The Fund will ensure that the nominee presents sufficient guarantees for the proper execution of its obligations toward the investors who utilise its services. In particular, the Fund will ensure that the nominee is a professional duly authorised to render nominee services and domiciled in a country in which it is legally obliged to use an identification procedure equivalent to the one required by Luxembourg law in the fight against money laundering and terrorist financing.

The Central Administration will apply an enhanced due diligence on the nominees, in accordance with applicable laws and regulations.

24. EXPENSES

The Fund shall bear the following expenses:

- All fees to be paid to the Management Company, the Central Administration, the Investment Manager(s), the Sub-Investment Manager(s), the Investment Advisor(s) (if any), the Depositary and any other agents that may be employed from time to time;

- All taxes which may be payable on the assets, income and expenses chargeable to the Fund;

- Standard brokerage and bank charges incurred on the Fund's business transactions;

- All fees due to the Auditor and the Legal Advisors to the Fund;

- All expenses connected with publications and supply of information to Shareholders, in particular and where applicable, the cost of drafting, printing and distributing the annual and semi-annual reports, as well as any prospectuses;

- All expenses involved in registering and maintaining the Fund registered with all governmental agencies and stock exchanges;

- All expenses related to the maintenance, production, printing, translation, distribution, despatch, storage and archiving of the KIIDs;

- All other fees and expenses incurred in connection with its operation, administration, its management and distribution;
- All expenses related to FATCA and CRS, EMIR oversight, UCITS Risk Reporting, RC services, and any other services provided by the Management Company and/or other providers as agreed from time to time;

- All expenses related to the compliance with the SFDR and any other applicable legislation of regulations related to the EU Action Plan, including costs and expenses of collecting and calculating data and the preparation of policies, disclosures and reports in addition to other matters that relate solely to marketing and regulatory matters.

All recurring expenses will be charged first against current income, then should this not be sufficient, against realised capital gains, and, if need be, against assets.

Each Sub-Fund can amortise its own expenses of establishment over a period of five (5) years as of the date of its creation. The expenses of first establishment will be exclusively charged to the Sub-Funds opened at the incorporation of the Fund and shall be amortised over a period not exceeding five (5) years.

Any costs, which are not attributable to a specific Sub-Fund, incurred by the Fund will be charged to all Sub-Funds in proportion to their average Net Asset Value. Each Sub-Fund will be charged with all costs or expenses directly attributable to it.

The different Sub-Funds of the Fund have a common generic denomination and one or several investment advisors and/or investment managers which determine their investment policy and its application to the different Sub-Funds in question via a single Board of Directors of the Fund. Under Luxembourg law, the Fund including all its Sub-Funds is regarded as a single legal entity. However, pursuant to Article 181 of the Investment Fund Law, as amended, each Sub-Fund shall be liable for its own debts and obligations. In addition, each Sub-Fund will be deemed to be a separate entity having its own contributions, capital gains, losses, charges and expenses.

25. SHAREHOLDERS’ INFORMATION

Notices to Shareholders are available at the Fund's registered office. If required by law, they will be published on RESA and a newspaper in Luxembourg and in other newspapers circulating in jurisdictions in which the Fund is registered as the Directors may determine.

The Net Asset Value of each Sub-Fund and the issue and redemption prices thereof will be available at all times at the Fund's registered office.

Audited annual reports will be made available at the registered office of the Fund no later than four (4) months after the end of the financial year and unaudited semi-annual reports will be made available two (2) months after the end of such period.

All reports will be available at the Fund's registered office.

Shareholders have the right to complain free of charge in the official language or one of the official languages of the relevant country of distribution.

Shareholders have the possibility to lodge their complaints at the registered office of the Fund and/or directly with their local distributors and/or paying agents of the relevant country of distribution. Upon receipt of any complaint, the Fund will handle or channel to the relevant party any enquiries or complaints from investors and revert to the investors accordingly.

26. LIQUIDATION OF THE FUND, TERMINATION OF THE SUB-FUNDS AND CLASSES OF SHARES, MERGER

26.1. Liquidation of the Fund

In the event of the liquidation of the Fund, liquidation shall be carried out by one or several liquidators appointed by the meeting of the Shareholders deciding such dissolution and which shall determine such dissolution and which shall determine their powers and their compensation. The liquidators shall realise the Fund's assets in the best interest of the Shareholders and shall distribute the net liquidation proceeds (after deduction of liquidation charges and expenses, including liquidator's fees) to the Shareholder in proportion to their share in the Fund. Any amounts not claimed promptly by the Shareholders will be deposited at the close of liquidation in escrow with *the Caisse de Consignation*. Amounts not claimed from escrow within the statute of limitations will be forfeited according to the provisions of Luxembourg law.

26.2. Termination of a Sub-Fund or a Class of Shares

A Sub-Fund or Class may be terminated by resolution of the Board of Directors of the Fund if the Net Asset Value of a Sub-Fund or of a Class is below an amount as determined by the Board of Directors from time to time, or if a change in the economic or political situation relating to the Sub-Fund or Class concerned would justify such liquidation or if necessary in the interests of the Shareholders or the Fund. In such event, the assets of the Sub-Fund or Class will be realised, the liabilities discharged and the net proceeds of realisation distributed to Shareholders in proportion to their holding of shares in that Sub-Fund or Class. Notice of the termination of the Sub-Fund or Class will be given in accordance with Luxembourg Law.

In accordance with the provisions of the Investment Fund Law, only the liquidation of the last remaining Sub-Fund of the Fund will result in the liquidation of the Fund as referred to in Article 145 of the Investment Fund Law. In this case, and as from the event given rise to the liquidation of the Fund, and under penalty of nullity, the issue of shares shall be prohibited except for the purpose of liquidation.

Any amounts not claimed by any Shareholder shall be deposited at the close of liquidation with the Depositary during a period of six (6) months; at the expiry of the six (6) months' period, any outstanding amount will be the deposited in escrow with the *Caisse de Consignation*.

Unless otherwise decided in the interest of, or in order to ensure equal treatment between Shareholders, the Shareholders of the relevant Sub-Fund or Class may continue to request the redemption of their shares or the conversion of their shares, free of any redemption and conversion charges (except disinvestment costs) prior the effective date of the liquidation. Such redemption or conversion will then be executed by taking into account the liquidation costs and expenses related thereto.

26.3. Merger

The Board of Directors of the Fund shall be competent to decide on the effective date of any merger of the Fund, any Sub-Fund or any class of shares with another UCITS, sub-fund of a UCITS or class of shares of a UCITS. The Shareholders will be notified of such merger in accordance with Luxembourg law and shall have at least thirty (30) days as of the date of notification to request the repurchase or conversion of their shares free of charge.

Where the merger results in the cessation of the Fund, a general meeting of Shareholders shall decide by simple majority of the votes cast by the Shareholders present or represented at such meeting on the effective date of such merger.

27. DILUTION ADJUSTMENT

In calculating the Net Asset Value per Share, the Fund may, at its discretion, on any Dealing Day when there are net subscriptions or net redemptions levy a fee dilution adjustment to cover actual dealing costs such as trading costs, sub- custodian fees and taxes which occur when subscriptions and redemptions taken place, to preserve the value of the underlying assets of the relevant Sub Fund. The purpose of the dilution adjustment is to protect existing Shareholders from bearing the costs of subscriptions, redemptions or conversions and it is not operated with the intention of deriving a profit for the Fund, the Investment Manager or any other party. The specifics of the dilution adjustment are indicated in each Sub-Fund in Part B of this Prospectus.

28. DATA PROTECTION

Investors are informed that their personal information (i.e. any information relating to an identified or identifiable natural person, "**Personal Data**") or Personal Data of their representatives (such as employees, managers, board members, signatories, beneficial owners, etc) provided in connection with an investment in the Fund will be processed by the Fund (as data controller, the "**Controller**") and its service providers as listed in this Prospectus (the "**Processors**") as data processor in accordance with Regulation (EU) 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC, as amended from time to time (the "**General Data Protection Regulation**", "**GDPR**", as well as any applicable law or regulation relating to the protection of personal data (together the "**Data Protection Law**").

The Controller and Processors collect and use Personal Data for the purposes of providing investment services, managing customer relations and complaints, managing, testing, securing and optimising their systems and compliance with legal or regulatory obligations (including tax reporting), based either on the necessity for the provision of the services, legal obligations or their legitimate interests.

The Controller and Processors may also use personal data for marketing purposes (such as market research or in connection with investments), based on their legitimate interests or as required, based on consent.

Personal Data processed includes mainly identification details, including professional details, financial and tax information necessary for the provision of the services and legal reporting and KYC/AML related information and is kept for a period of up to ten (10) years after the liquidation of the Fund.

Personal Data may be shared by the Controllers and Processors with affiliates, service providers and third parties (including authorities), some of which are not located within the European Economic Area ("**EEA**"), in countries that may not provide the same level of personal data protection than the EEA. In such cases, appropriate safeguards are put in place.

The Fund's Privacy Notice annexed to the subscription form includes the details of the purposes of data processing, types of data processed, of individuals concerned, disclosures made, transfers of data abroad and individual's rights in relation to their Personal Data as well as the contact details as to where further requests and complaints may be made.

29. DOCUMENTS

The following documents may be consulted and obtained at the Fund's registered office and the Depositary:

- The Fund's full Prospectus;
- The Fund's KIID;
- The Fund's Articles of Incorporation;

- The Management Company Services Agreement between the Fund and Waystone Management Company (Lux) S.A.;

- The Investment Management Agreement between the Management Company, the Fund and Mitsubishi UFJ Asset Management (UK) Ltd.;

- The Sub-Investment Management Agreement between Mitsubishi UFJ Asset Management (UK) Ltd. and Mitsubishi UFJ Trust and Banking;

- The Fund Administration Services Agreement between the Management Company, the Fund and Brown Brothers Harriman (Luxembourg) S.C.A.;

- The Depositary, Domiciliary and Paying Agent Services Agreement between the Fund, Brown Brothers Harriman (Luxembourg) S.C.A., and the Management Company; and

- The Fund's annual and semi-annual financial report.

The KIIDs are also available on the website https://www.waystone.com/our-funds/waystone-managed-funds/

PART B: THE SUB-FUNDS

MUFG Japan Equity Small Cap Fund

SUB-FUND SPECIFICS

1. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is the Japanese Yen ("**JPY**").

2. Investment Objective and Policy

The Sub-Fund invests mainly in marketable equity securities listed in Japan, including stock index futures, it being understood that investments in stock index futures will always be made in compliance with the provisions of article 9 of the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Investment Fund Law.

The Sub-Fund may also invest into recently issued transferable securities and into not listed transferable securities, in compliance with, respectively, the provisions of Article 41, (1), d) and Article 41, (2) a) of the Investment Fund Law.

The Sub-Fund applies the investment strategy developed by the Investment Manager based on a stock bottom-up selection approach with a mid-long term view, typically over a three to five year horizon and beyond.

The Sub-Investment Manager focuses on idiosyncratic Japanese stocks with pioneering business models and long-term growth potential through economic cycles. Companies with sustainable growth potential are often smaller companies in a new industry or with a dominant technology in a niche area. The Sub-Investment manager tries to identify attractive Japanese small-cap companies, which are overlooked by other market participants, based on rigorous bottom-up research.

Secondarily, the Sub-Fund may hold up to 20% of its NAV in ancillary liquid assets (i.e. cash and deposits at sight). Under exceptionally unfavourable market conditions, and if justified in the interest of the investors, the Sub-Fund may temporarily hold up to 100% of its NAV in ancillary liquid assets and other liquid instruments. The

Sub-Fund will invest less than 15% of its NAV in interest-bearing securities, such as cash equivalents and short-term fixed income securities.

The reference rate of the Sub-Fund is MSCI Japan Small Cap (Gross), denominated in JPY. The reference rate is indicated for information purposes only, and the Sub-Investment Manager does not intend to track it. The Sub-Fund is managed actively and uses certain indices for performance comparison purpose only. The deviation of the portfolio composition of the Sub-Fund compared to the reference rate is significant. The reference rate is used for reference purposes only and the Sub-Fund is not constrained by any benchmark.

The Sub-Fund may enter into currency financial derivative instruments for efficient portfolio management and hedging purposes only.

The Sub-Fund may hedge positions in currencies other than the Base Currency of the Sub-Fund. Where such hedging is undertaken, the Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies.

The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

The Sub-Fund qualifies as an Article 6 SFDR fund.

3. Risk Profile

The risk factors specific to this Sub-Fund are mostly market and currency risks.

Sustainability risks may be relevant for the Sub-Fund as it mainly invests in Japanese stocks with a mid - to - long term investment horizon. Therefore, sustainability risks may have higher negative impacts on the returns of the Sub-Fund than if it would have compared to a short-term investment horizon.

Given the concentration of the portfolio in Japanese small-cap companies, the sustainability risks (such as climate change, health and safety, companies with breach issues such as serious criminal penalties, etc.) may be relevant and may be considered in the investment management process.

Market risks, currency risks and sustainability risks are further described in the section "Risk Factors" of Part A of this Prospectus.

The global exposure of the Sub-Fund will be calculated on the basis of the Commitment Approach.

4. Profile of the Typical Investor

This Sub-Fund may be appropriate for investors who seek capital appreciation over the long-term. The Sub-Fund will mainly invest its assets in equities and a remaining smaller portion of its assets will be invested in cash, cash equivalents and short-term fixed income securities. Although history has shown that shares have the potential to give better long-term returns than cash equivalents or bonds, they also proved to be more volatile. This Sub-Fund is suitable for investors being comfortable with levels of high risks.

Investors must thus be aware that they may not recover their initial investments. Investors should consider their long-term investment goals and financial needs when making an investment decision about this Sub-Fund.

5. Valuation Date

The Valuation Date shall be every full bank business day in Luxembourg, Japan and the UK (the "**Bank Business Day**").

In the case, that the last day of a month (excluding Saturday and Sunday) is not Bank Business Day, the NAV as of that day would be calculated upon prior request from Shareholder (the "**Reference NAV**"). The Reference NAV will not apply to any subsequent subscription or redemption.

In the case as described above, no additional fees will be charged for the calculation of the Reference NAV upon Shareholder's request.

6. Valuation Point

The Valuation Point shall be after 4pm Tokyo time on the Valuation Date. However, the Valuation Point for the currency rate at which Classes denominated in other currencies are converted into the Base Currency, shall be as displayed by WM/Reuters at 4pm in London on the Valuation Date.

7. Launch date

The launch date for the Sub-Fund was March 20, 2015.

8. Subscription

8.1. Initial subscription

During the initial subscription period shares have been offered at a price of EUR 100.00 per share for Classes "EURO A", "EURO B", "EURO I" and "EURO I 2", a price of GBP 100.00 for Classes "GBP A", "GBP B" and "GBP I" and a price of USD 100.00 for Classes "USD A", "USD B", "USD I" and "USD I 2". The shares of the Classes "JPY A", "JPY B", "JPY I" and "JPY Z" are offered at a price of JPY 10,000.00 per share.
The initial subscription period for each Class of Share will be determined by the Board of Directors of the Fund. The initial subscription period may be one single day only.

8.2. Subsequent subscription / cut-off time

Shares are available for subsequent subscriptions on each Valuation Date. Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until 4pm Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8.3. Subscription – value date

Payment must be received within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors.

9. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Redemption payments will be paid within two (2) bank business days, in Luxembourg, Japan, UK and United States, of the applicable Valuation Date.

10. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

11. Classes available and income policy

The Classes available in this Sub-Fund are "EURO A", "GBP A", "USD A", "JPY A", "EURO I", "EURO I 2", "GBP I", "USD I", "USD I 2", "JPY I", "EURO B", "GBP B", "USD B", "JPY B" and "JPY Z". The specific fees applicable to them are listed in the table in section "Expenses" below. The currency of the Class is also available in the second column of this table. Currently, all Classes of Shares are accumulating share classes according to information in the section "Income Policy" in Part A of this Prospectus.

Class A share is accessible to all investors which are not considered as retail investors in their jurisdiction and in Luxembourg. Class B, I and I 2 shares are only accessible to Institutional Investors. Investors for B shares (EUR, GBP, and USD only) may be requested a separate fee agreement with the Investment Manager in order to be entitled to invest. JPY Class B shares are only accessible to Institutional Investors who are resident in Japan. JPY Class Z shares are only accessible to Mitsubishi UFJ Trust and Banking Corporation, the initiator of the Fund, directly or indirectly through its wholly-owned subsidiary Lux J1 Fund, a Luxembourg Specialised Investment Fund qualifying as an Alternative Investment Fund, for injection of seed money.

Class I 2 shares will be hedged, at share class level and prior to investment in the Sub-Fund, against the Base Currency of the Sub-Fund. The Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies as described above under 2. The Sub-Fund intends in normal circumstances to hedge not less than 95% and not more than 105% of such currency exposure. Whenever changes in the value of such assets or in the level of subscriptions for, or redemptions of, Class I 2 shares may cause the hedging coverage to fall below 95% or exceed 105% of such assets, the Sub-Fund intends to engage in transactions in order to bring the hedging coverage back within those limits. For a description of the risks linked to Hedged Share Classes, please refer to Section 6. "Risk Factors", paragraph xii "Currency Risk Hedging".

"EURO A", "EURO B", "EURO I" and "EURO I 2" Classes are denominated in euro (EUR).

"GBP A", "GBP B" and "GBP I" Classes are denominated in pounds sterling (GBP).

"USD A", "USD B", "USD I" and "USD I 2" Classes are denominated in United States dollars (USD).

"JPY A", "JPY B", "JPY I", "JPY B" and "JPY Z" Classes are denominated in Japanese Yen (JPY).

12. Minimum Subscription/ Holding, Redemption Amount

The following minimum initial subscription/ holding amounts apply:

EURO A: 500 EUR

EURO B:	50,000,000 EUR
EURO I:	100,000 EUR
EURO I 2:	100,000 EUR
GBP A:	500 GBP
GBP B:	50,000,000 GBP
GBP I:	100,000 GBP
USD A:	500 USD
USD B:	50,000,000 USD
USD I:	100,000 USD
USD I 2:	100,000 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	10,000,000 JPY
JPY Z:	10,000,000 JPY

The following minimum subsequent subscription/ redemption amounts apply:

EURO A:	500 EUR
EURO B:	250,000 EUR
EURO I:	500 EUR
EURO I 2:	500 EUR
GBP A:	500 GBP
GBP B:	250,000 GBP
GBP I:	500 GBP
USD A:	500 USD
USD B:	250,000 USD
USD I:	500 USD
USD I 2:	500 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	50,000 JPY
JPY Z:	50,000 JPY

The Board of Directors of the Fund may in its discretion waive this minimum subscription and/or holding amount. In such latter case, the Fund will ensure that concerned investors are equally treated.

13. Expenses

Name of Classes	Currency of the Classes	Subscription Fee	Management Company Fee*	Investment Management Fee	Central Administration Fee**	Depositary Fee ***	Annual Tax
EURO A	EUR	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
EURO B	EUR	Up to 3%	Up to 6bp	0bps	Up to 3bps	Up to 3bps	1bps
EURO I	EUR	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
EURO I 2	EUR	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
GBP A	GBP	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
GBP B	GBP	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
GBP I	GBP	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
USD A	USD	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
USD B	USD	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
USD I	USD	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
USD I 2	USD	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
JPY A	JPY	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
JPY B	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
JPY I	JPY	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
JPY Z ****	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps

* A minimum Management Fee of EUR 12,500 per annum will apply per Sub-Fund.

** The Central Administration Fee represents the combination of the fund administration services fee and accounting services fee. A minimum Fund

Administration Fee of USD 15,000 per annum and a minimum Fund Accounting Fee of USD 15,000 will apply per Sub-Fund. The Fund administrator will also be entitled to registrar and transfer agency fees at standard rates per shareholders movement, subject to a minimum of USD 12,000 per annum.
Further fees may be payable to the Administrator in consideration of ancillary services rendered to the Fund and relating to the core services of the Administrator.
*** The Depositary Fee represents the combination of the depositary services fee and custody services fee, excluding transaction fees. The Depositary Fee of up to 3bps per annum includes the Custody Fee of up to 2bps applied to the market value of securities held in the Sub-Fund. These fees are based only on Japanese equities, as the sub-fund will only invest in the Japanese market. A minimum Depositary Fee of USD 27,000 per annum, including a minimum Custody Fee of USD 15,000, will apply per Sub-Fund.
Further fees may be payable to the Depositary in consideration of ancillary services rendered to the Fund and relating to the core services of the Depositary.
****Non-voting Shares

No dilution adjustment will be imposed.

In addition, the Classes shall bear other expenses such as banking, brokerage and transaction based fees, auditors' fees, legal fees and taxes.

An investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by said paying agents in the jurisdictions in which shares are offered.

Total Expense Ratio ("**TER**") Cap Rate:
Each Class of Share will have a set TER Cap Rate, as indicated below, including sub-custodian fee and the annual tax as defined in Section 14.1 of Part A of this Prospectus, but excluding all the other taxes (such as withholding tax, capital gain tax, VAT etc.). The expenses over the TER Cap Rate will be covered by Mitsubishi UFJ Trust and Banking Corporation, Japan.

EURO A, GBP A, USD A and JPY A: 200 bps
EURO B, GBP B, USD B and JPY B: 60bps
EURO I, EURO I 2, GBP I, USD I, USD I 2 and JPY I: 135 bps

JPY Z: Not applied

14. Sub-Investment Manager

The Investment Manager, Mitsubishi UFJ Asset Management (UK) Ltd., which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Trust and Banking Corporation, Japan, as Sub-Investment Manager of the Fund by a Sub-Investment Management Agreement dated 20 November 2013 as amended from time to time. The Sub-Investment Management Agreement may be terminated by either party giving three (3) months' notice.

The Sub-Investment Manager is a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc., a company registered in Japan. The Sub-Investment Manager has assets under management of 371 billion USD (as of December, 2023). The Sub-Investment Manager specialises in the provision of fund management and advisory services on a range of products to authorities and pension funds in Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

15. Foreign exchange transactions

15.1. <u>Foreign exchange transactions with proprietary account</u>

As a financial institution authorized under Article 1, Clause 1 of the Act on the Provision of Trust Business (Japanese law) by Financial Institutions, in addition to carrying out investment management as a registered financial institution under the Financial Instruments and Exchange Act (Japanese law), the Sub-Investment Manager also handles foreign exchange under the Banking Act (Japanese law). Foreign exchange with the Sub-Investment Manager's proprietary account means that where managing foreign currency denominated securities as an asset manager, the Sub-Investment Manager carries out foreign exchange transactions for the purpose of trading such securities or exchanging interest or dividend payments into the Base Currency of the Sub-Fund, with the Sub-Investment Manager's banking account.

15.2. Scope of transactions

Foreign exchange transactions and forward foreign exchange contracts.

15.3. Fair foreign exchange transactions

When carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, transaction terms and record keeping will be set out in the Sub-Investment Manager’s internal guidelines, and these transactions will be carried out according to these rules. Also, when carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, an independent division of the Sub-Investment Manager will check that these transactions are carried out under fair terms.

MUFG Japan Equity Focus Growth Fund

SUB-FUND SPECIFICS

1. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is the Japanese Yen ("**JPY**").

2. Investment Objective and Policy

The Sub-Fund mainly invests in marketable equity securities listed in Japan, including stock index futures, it being understood that investments in stock index futures will always be made in compliance with the provisions of Article 9 of the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Investment Fund Law.

The Sub-Fund may also invest into recently issued transferable securities and into not listed transferable securities, in compliance with, respectively, the provisions of Article 41, (1), d) and Article 41, (2) a) of the Investment Fund Law.

The Sub-Fund applies the investment strategy developed by the Investment Manager based on a bottom-up stock picking approach with a mid-to-long term view, typically over a three to five year horizon and beyond.

The Sub-Investment Manager focuses on Japanese stocks with consistent growth potential in profitability over the mid-to-long term, based on meetings with the management of, due diligence, fundamental research and analysis on, the companies issuing such stocks. The manager meets regularly and has a dialogue/engagement with the management of the companies issuing the stocks targeted by the Sub-Fund to gain real insight and understanding into the companies and on the criteria of management, their strategy, their competitive advantage in the market, also taking into account sustainability factors to monitor the sustainability risks.

Secondarily, the Sub-Fund may holdup to 20% of its NAV in ancillary liquid assets (i.e. cash and deposits at sight). Under exceptionally unfavourable market conditions, and if justified in the interest of the investors, the Sub-Fund may temporarily hold up to 100% of its NAV in ancillary liquid assets and other liquid instruments. The Sub-Fund will invest less than 15% of its NAV in interest-bearing securities, such as cash equivalents and short-term fixed income securities.

The reference rate of the Sub-Fund is TOPIX Total Index, denominated in JPY. The reference rate is indicated for information purposes only and the Sub-Investment Manager does not intend to track it. The Sub-Fund is managed actively and uses the indices for performance comparison purpose only. The deviation of the portfolio composition of the Sub-Fund compared to the reference rate is significant. The reference rate is used for reference purposes only and the Sub-Fund is not constrained by any benchmark.

The Sub-Fund may enter into currency financial derivative instruments for efficient portfolio management and hedging purposes only.

The Sub-Fund may hedge positions in currencies other than the Base Currency of the Sub-Fund. Where such hedging is undertaken, the Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies.

The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

The Sub- Fund qualifies as an Article 6 SFDR fund.

3. Risk Profile

The risk factors specific to this Sub-Fund are mostly market and currency risks.

Sustainability risks may be relevant for the Sub-Fund as it mainly invests in Japanese stocks with a mid-to-long term investment horizon. Therefore, sustainability risks may have higher negative impacts on the returns of the Sub-Fund than if it would have compared to a short-term investment horizon.

Given the concentration of the portfolio in Japanese equities without sectorial restrictions, the sustainability risks (such as climate change, health and safety, companies with breach issues such as serious criminal penalties, etc.) may be relevant and may be considered in the investment management process.

Market risks, currency risks and sustainability risks are further described in the section "Risk Factors" of Part A of this Prospectus.

The global exposure of the Sub-Fund will be calculated on the basis of the Commitment Approach.

4. Profile of the Typical Investor

This Sub-Fund may be appropriate for investors who seek capital appreciation over the long-term. The Sub-Fund will mainly invest its assets in equities and a remaining smaller portion of its assets will be invested in cash, cash equivalents and short-term fixed income securities. Although history has shown that shares have the potential to give better long-term returns than cash equivalents or bonds, they also proved to be more volatile. This Sub-Fund is suitable for investors being comfortable with levels of high risks.

Investors must thus be aware that they may not recover their initial investments. Investors should consider their long-term investment goals and financial needs when making an investment decision about this Sub-Fund.

5. Valuation Date

The Valuation Date shall be every full bank business day in Luxembourg, Japan and the UK (the "**Bank Business Day**").

In the case, that the last day of a month (excluding Saturday and Sunday) is not Bank Business Day, the NAV as of that day would be calculated, at the discretion of the Board of Directors of the Fund, upon prior request from Shareholder (the "**Reference NAV**"). The Reference NAV will not apply to any subsequent subscription or redemption.

In the case as described above, no additional fees will be charged for the calculation of the Reference NAV upon Shareholder's request.

6. Valuation Point

The Valuation Point shall be after 4pm Tokyo time on the Valuation Date. However, the Valuation Point for the currency rate at which Classes denominated in other currencies are converted into the Base Currency, shall be as displayed by WM/Reuters at 4pm in London on the Valuation Date.

7. Launch date

The launch date for the Sub-Fund was June 7, 2018.

8. Subscription

8.1. Initial subscription

During the initial subscription period shares have been offered at a price of EUR 100.00 per share for Classes "EURO A", "EURO B", "EURO I" and "EURO I 2", a price of GBP 100.00 for Classes "GBP A", "GBP B" and "GBP I" and a price of USD 100.00 for Classes "USD A", "USD B", "USD I" and "USD I 2". The shares of the Classes "JPY A", "JPY B", "JPY I" and "JPY Z" are offered at a price of JPY 10,000.00 per share.

The initial subscription period for each Class of Share will be determined by the Board of Directors of the Fund. The initial subscription period may be one single day only.

8.2. Subsequent subscription / cut-off time

Shares are available for subsequent subscriptions on each Valuation Date. Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until 4pm Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8.3. Subscription – value date

Payment must be received within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors.

9. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Redemption payments will be made within two (2) bank business days, in Luxembourg, Japan, UK and United States, of the applicable Valuation Date.

10. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

11. Classes available and income policy

The Classes available in this Sub-Fund are "EURO A", "GBP A", "USD A", "JPY A", "EURO I", "EURO I 2", "GBP I", "USD I", "USD I 2", "JPY I", "EURO B", "GBP B", "USD B", "JPY B" and "JPY Z". The specific fees applicable to them are listed in the table in section "Expenses" below. The currency of the Class is also available in the second column of this table.

Currently, all Classes of Shares are accumulating share classes according to information in the section "Income Policy" in Part A of this Prospectus.

Class A share is accessible to all investors which are not considered as retail investors in their jurisdiction and in Luxembourg. Class B, I and I 2 shares are only accessible to Institutional Investors. Investors for B shares (EUR, GBP, and USD only) may be requested a separate fee agreement with the Investment Manager in order to be entitled to invest. JPY Class B shares are only accessible to Institutional Investors who are resident in Japan. JPY Class Z shares are only accessible to Mitsubishi UFJ Trust and Banking Corporation, the initiator of the Fund, directly or indirectly through its wholly-owned subsidiary Lux J1 Fund, a Luxembourg Specialised Investment Fund qualifying as an Alternative Investment Fund, for injection of seed money.

Class I 2 shares will be hedged, at share class level and prior to investment in the Sub-Fund, against the Base Currency of the Sub-Fund. The Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies as described above under 2. For a description of the risks linked to Hedged Share Classes, please refer to Section 6. "Risk Factors", paragraph xii "Currency Risk Hedging".

"EURO A", "EURO B", "EURO I" and "EURO I 2" Classes are denominated in euro (EUR).

"GBP A", "GBP B" and "GBP I" Classes are denominated in pounds sterling (GBP).

"USD A", "USD B", "USD I" and "USD I 2" Classes are denominated in United States dollars (USD).

"JPY A", "JPY B", "JPY I" and "JPY Z" Classes are denominated in Japanese Yen (JPY).

12. Minimum Subscription/ Holding, Redemption Amount

The following minimum initial subscription/ holding amounts apply:

EURO A: 500 EUR
EURO B: 50,000,000 EUR

EURO I:	100,000 EUR
EURO I 2:	100,000 EUR
GBP A:	500 GBP
GBP B:	50,000,000 GBP
GBP I:	100,000 GBP
USD A:	500 USD
USD B:	50,000,000 USD
USD I:	100,000 USD
USD I 2:	100,000 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	10,000,000 JPY
JPY Z:	10,000,000 JPY

The following minimum subsequent subscription/ redemption amounts apply:

EURO A:	500 EUR
EURO B:	250,000 EUR
EURO I:	500 EUR
EURO I 2:	500 EUR
GBP A:	500 GBP
GBP B:	250,000 GBP
GBP I:	500 GBP
USD A:	500 USD
USD B:	250,000 USD
USD I:	500 USD
USD I 2:	500 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	50,000 JPY
JPY Z:	50,000 JPY

The Board of Directors of the Fund may in its discretion waive this minimum subscription and/or holding amount. In such latter case, the Fund will ensure that concerned investors are equally treated.

13. Expenses

Name of Classes	Currency of the Classes	Subscription Fee	Management Company Fee*	Investment Management Fee	Central Administration Fee **	Depo-sitary Fee ***	Annual Tax
EURO A	EUR	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
EURO B	EUR	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
EURO I	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
EURO I 2	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
GBP A	GBP	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
GBP B	GBP	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
GBP I	GBP	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD A	USD	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
USD B	USD	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
USD I	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD I 2	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY A	JPY	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
JPY B	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
JPY I	JPY	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY Z ****	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps

* A minimum Management Fee of EUR 12,500 per annum will apply per Sub-Fund.

** The Central Administration Fee represents the combination of the fund administration services fee and accounting services fee. A minimum Fund

Administration Fee of USD 15,000 per annum and a minimum Fund Accounting Fee of USD 15,000 will apply per Sub-Fund. The Fund administrator will also be entitled to registrar and transfer agency fees at standard rates per shareholders movement, subject to a minimum of USD 12,000 per annum.
Further fees may be payable to the Administrator in consideration of ancillary services rendered to the Fund and relating to the core services of the Administrator.
*** The Depositary Fee represents the combination of the depositary services fee and custody services fee, excluding transaction fees. The Depositary Fee of up to 3bps per annum includes the Custody Fee of up to 2bps applied to the market value of securities held in the Sub-Fund. These fees are based only on Japanese equities, as the sub-fund will only invest in the Japanese market. A minimum Depositary Fee of USD 27,000 per annum, including a minimum Custody Fee of USD 15,000, will apply per Sub-Fund.
Further fees may be payable to the Depositary in consideration of ancillary services rendered to the Fund and relating to the core services of the Depositary.
****Non-voting Shares

No dilution adjustment will be imposed.

In addition, the Classes shall bear other expenses such as banking, brokerage and transaction based fees, auditors’ fees, legal fees and taxes.

An investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by said paying agents in the jurisdictions in which shares are offered.

Total Expense Ratio (“**TER**”) Cap Rate:

Each Class of Share will have a set TER Cap Rate, as indicated below, including sub-custodian fee and the annual tax as defined in Section 14.1 of Part A of this Prospectus, but excluding all the other taxes (such as withholding tax, capital gain tax, VAT etc.). The expenses over the TER Cap Rate will be covered by Mitsubishi UFJ Trust and Banking Corporation, Japan.

EURO A, GBP A, USD A and JPY A: 200 bps
EURO B, GBP B, JPY B and USD B: 60bps

EURO I, EURO I 2, GBP I, USD I, USD I 2 and JPY I: 130 bps
JPY Z: Not applied

14. Sub-Investment Manager

The Investment Manager, Mitsubishi UFJ Asset Management (UK) Ltd., which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Trust and Banking Corporation, Japan, as Sub-Investment Manager of the Fund by a Sub-Investment Management Agreement dated 20 November 2013 as amended from time to time. The Sub-Investment Management Agreement may be terminated by either party giving three (3) months notice.

The Sub-Investment Manager is a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc., a company registered in Japan. The Sub-Investment Manager has assets under management of 371 billion USD (as of December, 2023). The Sub-Investment Manager specialises in the provision of fund management and advisory services on a range of products to authorities and pension funds in Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

15. Foreign exchange transactions

15.1. Foreign exchange transactions with proprietary account

As a financial institution authorized under Article 1, Clause 1 of the Act on the Provision of Trust Business (Japanese law) by Financial Institutions, in addition to carrying out investment management as a registered financial institution under the Financial Instruments and Exchange Act (Japanese law), the Sub-Investment Manager also handles foreign exchange under the Banking Act (Japanese law).

Foreign exchange with the Sub-Investment Manager's proprietary account means that where managing foreign currency denominated securities as an asset manager, the Sub-Investment Manager carries out foreign exchange transactions for the purpose of trading such securities or exchanging interest or dividend payments into the Base Currency of the Sub-Fund, with the Sub-Investment Manager's banking account.

15.2. Scope of transactions

Foreign exchange transactions and forward foreign exchange contracts.

15.3. Fair foreign exchange transactions

When carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, transaction terms and record keeping will be set out in the Sub-Investment Manager’s internal guidelines, and these transactions will be carried out according to these rules. Also, when carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, an independent division of the Sub-Investment Manager will check that these transactions are carried out under fair terms.

MUFG Japan Equity Small & Mid Cap Fund

SUB-FUND SPECIFICS

1. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is the Japanese Yen ("**JPY**").

2. Investment Objective and Policy

The Sub-Fund mainly invests in marketable equity securities listed in Japan, including stock index futures, it being understood that investments in stock index futures will always be made in compliance with the provisions of Article 9 of the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Investment Fund Law.

The Sub-Fund may also invest into recently issued transferable securities and into not listed transferable securities, in compliance with, respectively, the provisions of Article 41, (1), d) and Article 41, (2) a) of the Investment Fund Law.

The Sub-Fund applies the investment strategy developed by the Investment Manager based on a stock bottom-up selection approach with a mid-long term view, typically over a three to five year horizon and beyond.

The Sub-Investment Manager focuses on idiosyncratic Japanese stocks with pioneering business models and long-term growth potential through economic cycles. Companies with sustainable growth potential are often smaller companies in a new industry or with a dominant technology in a niche area. The Sub-Investment manager tries to identify attractive Japanese small-cap and/or mid-cap companies, which are overlooked by other market participants, based on rigorous bottom-up research.

Secondarily, the Sub-Fund may hold up to 20% of its NAV in ancillary liquid assets (i.e. cash and deposits at sight). Under exceptionally unfavourable market conditions, and if justified in the interest of the investors, the Sub-Fund may temporarily hold up to 100% of its NAV in ancillary liquid assets and other liquid instruments. The

Sub-Fund will invest less than 15% of its NAV in interest-bearing securities, such as cash equivalents and short-term fixed income securities.

The reference rate of the Sub-Fund is MSCI Japan Small Cap (Gross), denominated in JPY. The reference rate is indicated for information purposes only and the Sub-Investment Manager does not intend to track it. The Sub-Fund is managed actively and uses indices for performance comparison purpose only. The deviation of the portfolio composition of the Sub-Fund compared to the reference rate is significant. The reference rate is used for reference purposes only and the Sub-Fund is not constrained by any benchmark.

The Sub-Fund may enter into currency financial derivative instruments for efficient portfolio management and hedging purposes only.

The Sub-Fund may hedge positions in currencies other than the Base Currency of the Sub-Fund. Where such hedging is undertaken, the Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies.

The investments underlying this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

The Sub-Fund qualifies as an Article 6 SFDR fund.

3. Risk Profile

The risk factors specific to this Sub-Fund are mostly market and currency risks.

Sustainability risks may be relevant for the Sub-Fund as it mainly invests in Japanese stocks with a mid-to-long term investment horizon. Therefore, sustainability risks may have higher negative impacts on the returns of the Sub-Fund than if it would have compared to a short-term investment horizon.

Given the concentration of the portfolio in Japanese small-cap and/or mid-cap companies, the sustainability risks (such as climate change, health and safety, companies with breach issues such as serious criminal penalties etc) may be relevant and may be considered in the investment management process.

Market risks, currency risks and sustainability risks are further described in the section "Risk Factors" of Part A of this Prospectus.

The global exposure of the Sub-Fund will be calculated on the basis of the Commitment Approach.

4. Profile of the Typical Investor

This Sub-Fund may be appropriate for investors who seek capital appreciation over the long-term. The Sub-Fund will mainly invest its assets in equities and a remaining smaller portion of its assets will be invested in cash, cash equivalents and short-term fixed income securities. Although history has shown that shares have the potential to give better long-term returns than cash equivalents or bonds, they also proved to be more volatile. This Sub-Fund is suitable for investors being comfortable with levels of high risks.

Investors must thus be aware that they may not recover their initial investments. Investors should consider their long-term investment goals and financial needs when making an investment decision about this Sub-Fund.

5. Valuation Date

The Valuation Date shall be every full bank business day in Luxembourg, Japan and the UK (the "**Bank Business Day**").

In the case, that the last day of a month (excluding Saturday and Sunday) is not Bank Business Day, the NAV as of that day would be calculated upon prior request from Shareholder (the "**Reference NAV**"). The Reference NAV will not apply to any subsequent subscriptions or redemptions.

In the case as described above, no additional fees will be charged for the calculation of the Reference NAV upon Shareholder's request.

6. Valuation Point

The Valuation Point shall be after 4pm Tokyo time on the Valuation Date. However, the Valuation Point for the currency rate at which Classes denominated in other currencies are converted into the Base Currency, shall be as displayed by WM/Reuters at 4pm in London on the Valuation Date.

7. Launch date

The launch date for the Sub-Fund was March 12, 2019.

8. Subscription

8.1. Initial subscription

During the initial subscription period shares will be offered at a price of EUR 100.00 per share for Classes "EURO A", "EURO B", "EURO I" and "EURO I 2", a price of GBP 100.00 for Classes "GBP A", "GBP B" and "GBP I" and a price of USD 100.00 for Classes "USD A", "USD B", "USD I" and "USD I 2". The shares of the Classes "JPY A", "JPY B", "JPY I" and "JPY Z" will be offered at a price of JPY 10,000.00 per share.

The initial subscription period for each Class of Share will be determined by the Board of Directors of the Fund. The initial subscription period may be one single day only.

8.2. Subsequent subscription / cut-off time

Shares are available for subsequent subscriptions on each Valuation Date. Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until 4pm Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8.3. Subscription – value date

Payment must be received within two (2) bank business day, in Luxembourg, Japan, the UK and the United States, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors.

9. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Redemption payments will be paid within two (2) bank business days, in Luxembourg, Japan, UK and United States, from the applicable Valuation Date.

10. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

11. Classes available and income policy

The Classes available in this Sub-Fund are "EURO A", "GBP A", "USD A", "JPY A", "EURO I", "EURO I 2", "GBP I", "USD I", "USD I 2", "JPY I", "EURO B", "GBP B", "USD B", "JPY B" and "JPY Z". The specific fees applicable to them are listed in the table under the section "Expenses" below. The currency of the Class is also available in the second column of that table. Currently, all Classes of Shares are accumulating share classes according to information in the section "Income Policy" in Part A of this Prospectus.

Class A share is accessible to all investors which are not considered as retail investors in their jurisdiction and in Luxembourg. Class B, I and I 2 shares are only accessible to Institutional Investors. Investors for B shares (EUR, GBP and USD only) may be requested a separate fee agreement with the Investment Manager in order to be entitled to invest. JPY Class B shares are only accessible to Institutional Investors who are resident in Japan. JPY Class Z shares are only accessible to Mitsubishi UFJ Trust and Banking Corporation, the initiator of the Fund, directly or indirectly through its wholly-owned subsidiary Lux J1 Fund, a Luxembourg Specialised Investment Fund qualifying as an Alternative Investment Fund, for injection of seed money.

Class I 2 shares will be hedged, at share class level and prior to investment in the Sub-Fund, against the Base Currency of the Sub-Fund. The Sub-Fund may use currency spot and forward contracts, futures, options and options on futures on currencies as described above under section 2. The Sub-Fund intends in normal circumstances to hedge not less than 95% and not more than 105% of such currency exposure. Whenever changes in the value of such assets or in the level of subscriptions for, or redemptions of, Class I 2 shares may cause the hedging coverage to fall below 95% or exceed 105% of such assets, the Sub-Fund intends to engage in transactions in order to bring the hedging coverage back within those limits. For a description of the risks linked to Hedged Share Classes, please refer to section 6. "Risk Factors", paragraph xii "Currency Risk Hedging".

"EURO A", "EURO B", "EURO I" and "EURO I 2" Classes are denominated in euro (EUR).

"GBP A", "GBP B" and "GBP I" Classes are denominated in pounds sterling (GBP).

"USD A", "USD B", "USD I" and "USD I 2" Classes are denominated in United States dollars (USD).

"JPY A", "JPY B", "JPY I" and "JPY Z" Classes are denominated in Japanese Yen (JPY).

12. Minimum Subscription/ Holding, Redemption Amount

The following minimum initial subscription/ holding amounts apply:

EURO A:	500 EUR
EURO B:	50,000,000 EUR
EURO I:	100,000 EUR
EURO I 2:	100,000 EUR
GBP A:	500 GBP
GBP B:	50,000,000 GBP
GBP I:	100,000 GBP
USD A:	500 USD
USD B:	50,000,000 USD
USD I:	100,000 USD
USD I 2:	100,000 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	10,000,000 JPY
JPY Z:	10,000,000 JPY

The following minimum subsequent subscription/ redemption amounts apply:

EURO A:	500 EUR
EURO B:	250,000 EUR
EURO I:	500 EUR
EURO I 2:	500 EUR
GBP A:	500 GBP
GBP B:	250,000 GBP
GBP I:	500 GBP
USD A:	500 USD
USD B:	250,000 USD
USD I:	500 USD
USD I 2:	500 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	50,000 JPY

JPY Z: 50,000 JPY

The Board of Directors of the Fund may in its discretion waive this minimum subscription and/or holding amount. In such latter case, the Fund will ensure that concerned investors are equally treated.

13. Expenses

Name of Classes	Currency of the Classes	Subscription Fee	Management Company Fee*	Investment Management Fee	Central Administration Fee **	Depo-sitary Fee ***	Annual Tax
EURO A	EUR	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
EURO B	EUR	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
EURO I	EUR	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
EURO I 2	EUR	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
GBP A	GBP	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
GBP B	GBP	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
GBP I	GBP	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
USD A	USD	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
USD B	USD	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
USD I	USD	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
USD I 2	USD	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps
JPY A	JPY	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
JPY B	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
JPY I	JPY	Up to 3%	Up to 6bps	75bps	Up to 3bps	Up to 3bps	1bps

JPY Z ****	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps

* A minimum Management Fee of EUR 12,500 per annum will apply per Sub-Fund.
** The Central Administration Fee represents the combination of the fund administration services fee and accounting services fee. A minimum Fund Administration Fee of USD 15,000 per annum and a minimum Fund Accounting Fee of USD 15,000 will apply per Sub-Fund. The Fund administrator will also be entitled to registrar and transfer agency fees at standard rates per shareholders movement, subject to a minimum of USD 12,000 per annum.
Further fees may be payable to the Administrator in consideration of ancillary services rendered to the Fund and relating to the core services of the Administrator.
*** The Depositary Fee represents the combination of the depositary services fee and custody services fee, excluding transaction fees. The Depositary Fee of up to 3bps per annum includes the Custody Fee of up to 2bps applied to the market value of securities held in the Sub-Fund. These fees are based only on Japanese equities, as the sub-fund will only invest in the Japanese market. A minimum Depositary Fee of USD 27,000 per annum, including a minimum Custody Fee of USD 15,000, will apply per Sub-Fund.
Further fees may be payable to the Depositary in consideration of ancillary services rendered to the Fund and relating to the core services of the Depositary.
****Non-voting Shares

No dilution adjustment will be imposed.

In addition, the Classes shall bear other expenses such as banking, brokerage and transaction based fees, auditors' fees, legal fees and taxes.

An investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by said paying agents in the jurisdictions in which shares are offered.

Total Expense Ratio ("**TER**") Cap Rate:

Each Class of Share will have a set TER Cap Rate, as indicated below, including sub-custodian fee and the annual tax as defined in Section 14.1 of Part A of this

Prospectus, but excluding all the other taxes (such as withholding tax, capital gain tax, VAT etc.). The expenses over the TER Cap Rate will be covered by Mitsubishi UFJ Trust and Banking Corporation, Japan.

EURO A, GBP A, USD A and JPY A: 200 bps
EURO B, GBP B, USD B and JPY B: 60bps
EURO I, EURO I 2, GBP I, USD I, USD I 2 and JPY I: 135 bps
JPY Z: Not applied

14. Sub-Investment Manager

The Investment Manager, Mitsubishi UFJ Asset Management (UK) Ltd., which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Trust and Banking Corporation, Japan, as Sub-Investment Manager of the Fund by a Sub-Investment Management Agreement dated 20 November 2013 as amended from time to time. The Sub-Investment Management Agreement may be terminated by either party giving three (3) months' notice.

The Sub-Investment Manager is a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc., a company registered in Japan. The Sub-Investment Manager has assets under management of 371 billion USD (as of December, 2023). The Sub-Investment Manager specialises in the provision of fund management and advisory services on a range of products to authorities and pension funds in Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

15. Foreign exchange transactions

15.1. <u>Foreign exchange transactions with proprietary account</u>

As a financial institution authorized under Article 1, Clause 1 of the Act on the Provision of Trust Business (Japanese law) by Financial Institutions, in addition to carrying out investment management as a registered financial institution under the Financial Instruments and Exchange Act (Japanese law), the Sub-Investment Manager also handles foreign exchange under the Banking Act (Japanese law). Foreign exchange with the Sub-Investment Manager's proprietary account means that where managing foreign currency denominated securities as an asset manager, the Sub-Investment Manager carries out foreign exchange transactions for the purpose of trading such securities or exchanging interest or dividend payments into the Base Currency of the Sub-Fund, with the Sub-Investment Manager's banking account.

15.2. Scope of transactions

Foreign exchange transactions and forward foreign exchange contracts.

15.3. Fair foreign exchange transactions

When carrying out foreign exchange transactions with the Sub-Investment Manager's proprietary account, transaction terms and record keeping will be set out in the Sub-Investment Manager's internal guidelines, and these transactions will be carried out according to these rules. Also, when carrying out foreign exchange transactions with the Sub-Investment Manager's proprietary account, an independent division of the Sub-Investment Manager will check that these transactions are carried out under fair terms.

MUFG Japan All-Cap Positive Leaders Fund

SUB-FUND SPECIFICS

1. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is the Japanese Yen ("**JPY**").

2. Investment Objective and Policy

The Sub-Fund mainly invests in marketable equity securities listed in Japan, including stock index futures, it being understood that investments in stock index futures will always be made in compliance with the provisions of Article 9 of the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Investment Fund Law.

The Sub-Fund may also invest into recently issued transferable securities and into not listed transferable securities, in compliance with, respectively, the provisions of Article 41, (1), d) and Article 41, (2) a) of the Investment Fund Law.

The Sub-Fund applies the investment strategy developed by the Investment Manager based on a bottom-up stock picking approach with a mid-to-long term view, typically over a three to five year horizon and beyond.

The Sub-Investment Manager focuses on Japanese stocks with consistent growth potential in profitability over the mid-to-long term, based on meetings with the management of, due diligence, fundamental research and analysis on, the companies issuing such stocks. The manager meets regularly and has a dialogue/engagement with the management of the companies issuing the stocks targeted by the Sub-Fund to gain real insight and understanding into the companies and on the criteria of management, their strategy, their competitive advantage in the market, also taking into account sustainability factors to monitor the sustainability risks.

Secondarily, the Sub-Fund may hold up to 20% of its NAV in ancillary liquid assets (i.e. cash and deposits at sight). Under exceptionally unfavourable market conditions, and if justified in the interest of the investors, the Sub-Fund may temporarily hold up to 100% of its NAV in ancillary liquid assets and other liquid instruments. The Sub-Fund will invest less than 15% of its NAV in interest-bearing securities, such as cash equivalents and short-term fixed income securities.

The reference rate of the Sub-Fund is TOPIX Total Index, denominated in JPY. The reference rate is indicated for information purposes only and the Sub-Investment Manager does not intend to track it. The Sub-Fund is managed actively and uses the indices for performance comparison purpose only. The deviation of the portfolio composition of the Sub-Fund compared to the reference rate is significant. The reference rate is used for reference purposes only and the Sub-Fund is not constrained by any benchmark.

The Sub-Fund may enter into currency financial derivative instruments for efficient portfolio management and hedging purposes only.

The Sub-Fund may hedge positions in currencies other than the Base Currency of the Sub-Fund. Where such hedging is undertaken, the Sub-Fund may use currency spot and forward contracts, and futures, options and options on futures on currencies.

The Sub-Fund qualifies as an Article 8 SFDR fund and promotes certain environmental and/or social characteristics as set out in detail in PART C.

3. Risk Profile

The risk factors specific to this Sub-Fund are mostly market and currency risks.

Sustainability risks may be relevant for the Sub-Fund as it mainly invests in Japanese stocks with a mid-to-long term investment horizon. Therefore, sustainability risks may have higher negative impacts on the returns of the Sub-Fund than if it would have compared to a short-term investment horizon.

Given the concentration of the portfolio in Japanese equities without sectorial restrictions, the sustainability risks (such as climate change, health and safety, companies with breach issues such as serious criminal penalties, etc.) may be relevant and may be considered in the investment management process.

Market risks, currency risks and sustainability risks are further described in the section "Risk Factors" of Part A of this Prospectus.

The global exposure of the Sub-Fund will be calculated on the basis of the Commitment Approach.

4. Profile of the Typical Investor

This Sub-Fund may be appropriate for investors who seek capital appreciation over the long-term. The Sub-Fund will mainly invest its assets in equities and a remaining smaller portion of its assets will be invested in cash, cash equivalents and short-term fixed income securities. Although history has shown that shares have the potential to give better long-term returns than cash equivalents or bonds, they also proved to be more volatile. This Sub-Fund is suitable for investors being comfortable with levels of high risks.

Investors must thus be aware that they may not recover their initial investments. Investors should consider their long-term investment goals and financial needs when making an investment decision about this Sub-Fund.

5. Valuation Date

The Valuation Date shall be every full bank business day in Luxembourg, Japan and the UK (the "**Bank Business Day**").

In the case, that the last day of a month (excluding Saturday and Sunday) is not Bank Business Day, the NAV as of that day would be calculated, at the discretion of the Board of Directors of the Fund, upon prior request from Shareholder (the "**Reference NAV**"). The Reference NAV will not apply to any subsequent subscription or redemption.

In the case as described above, no additional fees will be charged for the calculation of the Reference NAV upon Shareholder's request.

6. Valuation Point

The Valuation Point shall be after 4pm Tokyo time on the Valuation Date. However, the Valuation Point for the currency rate at which Classes denominated in other currencies are converted into the Base Currency, shall be as displayed by WM/Reuters at 4pm in London on the Valuation Date.

7. Launch date

The launch date for the Sub-Fund was 13 September 2022.

8. Subscription

8.1. Initial subscription

During the initial subscription period shares have been offered at a price of EUR 100.00 per share for Classes "EURO A", "EURO B", "EURO I" and "EURO I 2", a price of GBP 100.00 for Classes "GBP A", "GBP B" and "GBP I" and a price of USD 100.00 for Classes "USD A", "USD B", "USD F","USD F 2", "USD I" and "USD I 2". The shares of the Classes "JPY A", "JPY B", "JPY I" and "JPY Z" are offered at a price of JPY 10,000.00 per share.

The initial subscription period for each Class of Share will be determined by the Board of Directors of the Fund. The initial subscription period may be one single day only.

8.2. Subsequent subscription / cut-off time

Shares are available for subsequent subscriptions on each Valuation Date. Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until 4pm Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8.3. Subscription – value date

Payment must be received within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors.

9. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Redemption payments will be made within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, of the applicable Valuation Date.

10. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

11. Classes available and income policy

The Classes available in this Sub-Fund are "EURO A", "GBP A", "USD A", "JPY A", "EURO I", "EURO I 2", "GBP I", "USD I", "USD I 2", "JPY I", "EURO B", "GBP B", "USD B", "JPY B", "USD F", "USD F 2", and "JPY Z". The specific fees applicable to them are listed in the table in section "Expenses" below. The currency of the Class is also available in the second column of this table.

Currently, all Classes of Shares are accumulating share classes according to information in the section "Income Policy" in Part A of this Prospectus.

Class A share is accessible to all investors which are not considered as retail investors in their jurisdiction and in Luxembourg. Class B, F, F2, I and I 2 shares are only accessible to Institutional Investors. Investors for B shares (EUR, GBP, and USD only) may be requested a separate fee agreement with the Investment Manager in order to be entitled to invest. JPY Class B shares are only accessible to Institutional Investors who are resident in Japan. JPY Class Z shares are only accessible to Mitsubishi UFJ Trust and Banking Corporation, the initiator of the Fund, directly or indirectly through its wholly-owned subsidiary Lux J1 Fund, a Luxembourg Specialised Investment Fund qualifying as an Alternative Investment Fund, for injection of seed money.

Class F and F 2 Shares are only available for subscription until the date on which the Net Asset Value of the Sub-Fund has reached 10,000,000,000 Yen. The Class of Shares will be closed for new subscriptions and conversions after such date. This does however not apply to existing shareholders of the Class who may continue to subscribe additional Class F and F 2 Shares provided they are still invested in the Class at the time of the additional subscription. After the closure of the Class, the Board may decide to re-open the Class of Shares for subscriptions or conversions of new investors at its discretion.

Class F 2 and I 2 shares will be hedged, at share class level and prior to investment in the Sub-Fund, against the Base Currency of the Sub-Fund. The Sub-Fund may use currency spot and forward contracts, and futures, and options on futures on currencies as described above under 2. For a description of the risks linked to Hedged Share Classes, please refer to Section 6. "Risk Factors", paragraph xii "Currency Risk Hedging".

"EURO A", "EURO B", "EURO I" and "EURO I 2" Classes are denominated in euro (EUR).

"GBP A", "GBP B" and "GBP I" Classes are denominated in pounds sterling (GBP).

“USD A”, “USD B”, “USD F”, “USD F 2”, “USD I” and “USD I 2” Classes are denominated in United States dollars (USD).

“JPY A”, “JPY B”, “JPY I” and “JPY Z” Classes are denominated in Japanese yen (JPY).

12. Minimum Subscription/ Holding, Redemption Amount

The following minimum initial subscription/ holding amounts apply:

EURO A:	500 EUR
EURO B:	50,000,000 EUR
EURO I:	100,000 EUR
EURO I 2:	100,000 EUR
GBP A:	500 GBP
GBP B:	50,000,000 GBP
GBP I:	100,000 GBP
USD A:	500 USD
USD B:	50,000,000 USD
USD F:	10,000,000 USD
USD F 2:	10,000,000 USD
USD I:	100,000 USD
USD I 2:	100,000 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	10,000,000 JPY
JPY Z:	10,000,000 JPY

The following minimum subsequent subscription/ redemption amounts apply:

EURO A:	500 EUR
EURO B:	250,000 EUR
EURO I:	500 EUR
EURO I 2:	500 EUR
GBP A:	500 GBP
GBP B:	250,000 GBP
GBP I:	500 GBP

USD A: 500 USD

USD B: 250,000 USD

USD F: 500 USD

USD F 2: 500 USD

USD I: 500 USD

USD I 2: 500 USD

JPY A: 50,000 JPY

JPY B: 1 JPY

JPY I: 50,000 JPY

JPY Z: 50,000 JPY

The Board of Directors of the Fund may in its discretion waive this minimum subscription and/or holding amount. In such latter case, the Fund will ensure that concerned investors are equally treated.

13. Expenses

Name of Classes	Currency of the Classes	Subscription Fee	Management Company Fee*	Investment Management Fee	Central Administration Fee **	Depo-sitary Fee ***	Annual Tax
EURO A	EUR	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
EURO B	EUR	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
EURO I	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
EURO I 2	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
GBP A	GBP	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
GBP B	GBP	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
GBP I	GBP	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD A	USD	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps

USD B	USD	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
USD F	USD	Up to 3%	Up to 6bps	35bps	Up to 3bps	Up to 3bps	1bps
USD F 2	USD	Up to 3%	Up to 6bps	35bps	Up to 3bps	Up to 3bps	1bps
USD I	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD I 2	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY A	JPY	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
JPY B	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
JPY I	JPY	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY Z ****	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps

* A minimum Management Fee of EUR 12,500 per annum will apply per Sub-Fund.

** The Central Administration Fee represents the combination of the fund administration services fee and accounting services fee. A minimum Fund Administration Fee of USD 15,000 per annum and a minimum Fund Accounting Fee of USD 15,000 will apply per Sub-Fund. The Fund administrator will also be entitled to registrar and transfer agency fees at standard rates per shareholders movement, subject to a minimum of USD 12,000 per annum.

Further fees may be payable to the Administrator in consideration of ancillary services rendered to the Fund and relating to the core services of the Administrator.

*** The Depositary Fee represents the combination of the depositary services fee and custody services fee, excluding transaction fees. The Depositary Fee of up to 3bps per annum includes the Custody Fee of up to 2bps applied to the market value of securities held in the Sub-Fund. These fees are based only on Japanese equities, as the sub-fund will only invest in the Japanese market. A minimum Depositary Fee of USD 27,000 per annum, including a minimum Custody Fee of USD 15,000, will apply per Sub-Fund.

Further fees may be payable to the Depositary in consideration of ancillary services rendered to the Fund and relating to the core services of the Depositary.

****Non-voting Shares

No dilution adjustment will be imposed.

In addition, the Classes shall bear other expenses such as banking, brokerage and transaction based fees, auditors' fees, legal fees and taxes.

An investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by said paying agents in the jurisdictions in which shares are offered.

Total Expense Ratio ("**TER**") Cap Rate:
Each Class of Share will have a set TER Cap Rate, as indicated below, including sub-custodian fee and the annual tax as defined in Section 14.1 of Part A of this Prospectus, but excluding all the other taxes (such as withholding tax, capital gain tax, VAT etc.). The expenses over the TER Cap Rate will be covered by Mitsubishi UFJ Trust and Banking Corporation, Japan.

EURO A, GBP A, USD A and JPY A: 200 bps
EURO B, GBP B, USD B and JPY B: 60bps
USD F and USD F2: 95bps
EURO I, EURO I 2, GBP I, USD I, USD I 2 and JPY I: 130 bps
JPY Z: Not applied

14. Sub-Investment Manager

The Investment Manager, Mitsubishi UFJ Asset Management (UK) Ltd., which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Trust and Banking Corporation, Japan, as Sub-Investment Manager of the Fund by a Sub-Investment Management Agreement dated 20 November 2013 as amended from time to time. The Sub-Investment Management Agreement may be terminated by either party giving three (3) months notice.

The Sub-Investment Manager is a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc., a company registered in Japan. The Sub-Investment Manager has assets under management of 371 billion USD (as of December, 2023). The Sub-Investment Manager specialises in the provision of fund management and advisory services on a range of products to authorities and pension funds in Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

15. Foreign exchange transactions

15.1. Foreign exchange transactions with proprietary account

As a financial institution authorized under Article 1, Clause 1 of the Act on the Provision of Trust Business (Japanese law) by Financial Institutions, in addition to carrying out investment management as a registered financial institution under the Financial Instruments and Exchange Act (Japanese law), the Sub-Investment Manager also handles foreign exchange under the Banking Act (Japanese law).

Foreign exchange with the Sub-Investment Manager’s proprietary account means that where managing foreign currency denominated securities as an asset manager, the Sub-Investment Manager carries out foreign exchange transactions for the purpose of trading such securities or exchanging interest or dividend payments into the Base Currency of the Sub-Fund, with the Sub-Investment Manager’s banking account.

15.2. Scope of transactions

Foreign exchange transactions and forward foreign exchange contracts.

15.3. Fair foreign exchange transactions

When carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, transaction terms and record keeping will be set out in the Sub-Investment Manager’s internal guidelines, and these transactions will be carried out according to these rules. Also, when carrying out foreign exchange transactions with the Sub-Investment Manager’s proprietary account, an independent division of the Sub-Investment Manager will check that these transactions are carried out under fair terms.

MUFG Japan Equity Value Creation Fund

SUB-FUND SPECIFICS

1. Base Currency of the Sub-Fund

The Base Currency of the Sub-Fund is the Japanese Yen ("JPY").

2. Investment Objective and Policy

The Sub-Fund mainly invests in marketable equity securities listed in Japan, including stock index futures, it being understood that investments in stock index futures will always be made in compliance with the provisions of Article 9 of the Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the Investment Fund Law.

The Sub-Fund may also invest into recently issued transferable securities and into not listed transferable securities, in compliance with, respectively, the provisions of Article 41, (1), d) and Article 41, (2), a) of the Investment Fund Law.

The Sub-Fund applies the investment strategy developed by the Investment Manager based on a bottom-up stock picking approach and engagement with a mid-to-long term view, typically over a three (3) year-investment horizon.

The Sub-Investment Manager focuses on undervalued Japanese stocks with solid balance sheets, sustainable earnings, and potential for corporate actions, based on meetings with the management, due diligence, and fundamental research analysis. The Sub-Investment Manager meets regularly and has a dialogue/engagement with the management of the companies issuing the stocks targeted by the Sub-Fund to gain in-depth insight and understanding into the companies and on the criteria of management, their strategy, their competitive advantage in the market, also taking into account sustainability factors to monitor the sustainability risks.

Secondarily, the Sub-Fund may invest up to 20% of its NAV in ancillary liquid assets (i.e., cash and deposits at sight). Under exceptionally unfavourable market conditions, and if justified in the interest of the investors, the Sub-Fund may temporarily invest up to 100% of its NAV in ancillary liquid assets and other liquid instruments.

The Sub-Fund will invest less than 15% of its NAV in interest-bearing securities, such as cash equivalents and short-term fixed income securities.

The reference rate of the Sub-Fund is TOPIX Total Index, denominated in JPY. The reference rate is indicated for information purposes only and the Sub-Investment Manager does not intend to track it. The Sub-Fund is managed actively and uses indices for performance comparison purpose only. The deviation of the portfolio composition of the Sub-Fund compared to the reference rate is significant. The reference rate is used for reference purposes only and the Sub-Fund is not constrained by any benchmark.

The Sub-Fund may enter into currency financial derivative instruments for efficient portfolio management and hedging purposes only.

The Sub-Fund may hedge positions in currencies other than the Base Currency of the Sub-Fund. Where such hedging is undertaken, the Sub-Fund may use currency spot and forward contracts, and futures, options, and options on futures on currencies.

The Sub-Fund qualifies as an Article 8 SFDR fund and promotes certain environmental and/or social characteristics as set out in detail in PART C.

3. Risk Profile

The risk factors specific to this Sub-Fund are mostly market and currency risks.

Sustainability risks may be relevant for the Sub-Fund as it mainly invests in Japanese stocks with a mid-to-long-term investment horizon, over a three (3) year-investment horizon. Therefore, sustainability risks may have relatively higher negative impacts on the returns of the Sub-Fund than if it would have compared to a short-term investment horizon.

Given the concentration of the portfolio in Japanese equities without sector weight restrictions, the sustainability risks (such as climate change, health and safety, companies with breach issues such as serious criminal penalties, etc.) may be relevant and may be considered in the investment management process.

Market risks, currency risks and sustainability risks are further described in the section "Risk Factors" of Part A of this Prospectus.

The global exposure of the Sub-Fund will be calculated on the basis of the Commitment Approach.

4. Profile of the Typical Investor

This Sub-Fund may be appropriate for investors who seek capital appreciation over the mid-to-long term. The Sub-Fund will mainly invest its assets in equities and a remaining smaller portion of its assets will be invested in cash, cash equivalents and short-term fixed income securities. Although history has shown that shares have the potential to give better long-term returns than cash equivalents or bonds, they also proved to be more volatile. This Sub-Fund is suitable for investors being comfortable with levels of high risks.

Investors must thus be aware that they may not recover their initial investments.
Investors should consider their mid-to-long-term investment goals and financial needs when making an investment decision about this Sub-Fund.

5. Valuation Date

The Valuation Date shall be every full bank business day in Luxembourg, Japan and the UK (the "**Bank Business Day**").

In the case that the last day of a month (excluding Saturday and Sunday) is not Bank Business Day, the NAV as of that day would be calculated, at the discretion of the Board of Directors of the Fund, upon prior request from Shareholder (the "**Reference NAV**"). The Reference NAV will not apply to any subsequent subscriptions or redemptions.

In the case as described above, no additional fees will be charged for the calculation of the Reference NAV upon Shareholder's request.

6. Valuation Point

The Valuation Point shall be after 4pm Tokyo time on the Valuation Date. However, the Valuation Point for the currency rate at which Classes denominated in other currencies are converted into the Base Currency, shall be as displayed by WM/Reuters at 4pm in London on the Valuation Date.

7. Launch date

The launch date for the Sub-Fund will be determined by the Board of Directors of the Fund.

8. Subscription

8.1 Initial subscription

During the initial subscription period shares will be offered at a price of EUR 100.00 per share for Classes "EURO A", "EURO B", "EURO I" and "EURO I 2", a price of GBP 100.00 for Classes "GBP A", "GBP B" and "GBP I" and a price of USD 100.00 for Classes "USD A", "USD B", "USD F","USD F 2", "USD I" and "USD I 2". The shares of the Classes "JPY A", "JPY B", "JPY I" and "JPY Z" will be offered at a price of JPY 10,000.00 per share.

The initial subscription period for each Class of Share will be determined by the Board of Directors of the Fund. The initial subscription period may be one single day only.

8.2 Subsequent subscription / cut-off time

Shares are available for subsequent subscriptions on each Valuation Date. Applications for shares must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day before the Valuation Date until 4pm Luxembourg time to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for shares received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

8.3 Subscription – value date

Payment must be received within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, from the applicable Valuation Date. If payment is not received, the relevant allotment of shares may be cancelled at the risk and cost of the investor. Alternatively, overdraft costs may be charged to the investors.

9. Redemption / cut-off time

Shareholders are entitled to redeem their shares on each Valuation Date. Applications for redemptions must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for redemptions received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

Redemption payments will be made within two (2) bank business days, in Luxembourg, Japan, the UK and the United States, of the applicable Valuation Date.

10. Conversion /cut-off time

Applications for conversion must be received by the Registrar and Transfer Agent at the latest one (1) Bank Business Day until 4pm in Luxembourg before the relevant Valuation Date to be dealt with on the basis of the Net Asset Value per share applicable on that Valuation Date. Applications for conversion received by the Registrar and Transfer Agent after that cut-off time will be dealt with on the next Valuation Date.

11. Classes available and income policy

The Classes available in this Sub-Fund are "EURO A", "GBP A", "USD A", "JPY A", "EURO I", "EURO I 2", "GBP I", "USD I", "USD I 2", "JPY I", "EURO B", "GBP B", "USD B", "JPY B", "USD F", "USD F 2", and "JPY Z". The specific fees applicable to them are listed in the table in section "Expenses" below. The currency of the Class is also available in the second column of this table.
Currently, all Classes of Shares are accumulating share classes according to information in the section "Income Policy" in Part A of this Prospectus.

Class A share is accessible to all investors which are not considered as retail investors in their jurisdiction and in Luxembourg. Class B, F, F2, I and I 2 shares are only accessible to Institutional Investors. Investors for B shares (EUR, GBP, and USD only) may be requested a separate fee agreement with the Investment Manager in order to be entitled to invest. JPY Class B shares are only accessible to Institutional Investors who are resident in Japan. JPY Class Z shares are only accessible to Mitsubishi UFJ Trust and Banking Corporation, the initiator of the Fund, directly or indirectly through its wholly-owned subsidiary Lux J1 Fund, a Luxembourg Specialised Investment Fund qualifying as an Alternative Investment Fund, for injection of seed money.

Class F and F 2 Shares are only available for subscription until the date on which the Net Asset Value of the Sub-Fund has reached 10,000,000,000 Yen. The Class of Shares will be closed for new subscriptions and conversions after such date. This does however not apply to existing shareholders of the Class who may continue to subscribe additional Class F and F 2 Shares provided they are still invested in the Class at the time of the additional subscription. After the closure of the Class, the Board of Directors may decide to re-open the Class of Shares for subscriptions or conversions of new investors at its discretion.

Class F 2 and I 2 shares will be hedged, at share class level and prior to investment in the Sub-Fund, against the Base Currency of the Sub-Fund. The Sub-Fund may use currency spot and forward contracts, futures and options as described above under 2. For a description of the risks linked to Hedged Share Classes, please refer to Section 6. "Risk Factors", paragraph xii "Currency Risk Hedging".

"EURO A", "EURO B", "EURO I" and "EURO I 2" Classes are denominated in euro (EUR).

"GBP A", "GBP B" and "GBP I" Classes are denominated in pounds sterling (GBP).

"USD A", "USD B", "USD F", "USD F 2", "USD I" and "USD I 2" Classes are denominated in United States dollars (USD).
"JPY A", "JPY B", "JPY I" and "JPY Z" Classes are denominated in Japanese Yen (JPY).

12. Minimum Subscription/ Holding, Redemption Amount

The following minimum initial subscription/ holding amounts apply:

EURO A:	500 EUR
EURO B:	50,000,000 EUR
EURO I:	100,000 EUR
EURO I 2:	100,000 EUR
GBP A:	500 GBP
GBP B:	50,000,000 GBP
GBP I:	100,000 GBP
USD A:	500 USD
USD B:	50,000,000 USD
USD F:	10,000,000 USD
USD F 2:	10,000,000 USD
USD I:	100,000 USD
USD I 2:	100,000 USD
JPY A:	50,000 JPY
JPY B:	1 JPY
JPY I:	10,000,000 JPY
JPY Z:	10,000,000 JPY

The following minimum subsequent subscription/ redemption amounts apply:

EURO A:	500 EUR
EURO B:	250,000 EUR
EURO I:	500 EUR
EURO I 2:	500 EUR
GBP A:	500 GBP
GBP B:	250,000 GBP
GBP I:	500 GBP
USD A:	500 USD
USD B:	250,000 USD
USD F:	500 USD
USD F 2:	500 USD
USD I:	500 USD

USD I 2: 500 USD

JPY A: 50,000 JPY

JPY B: 1 JPY

JPY I: 50,000 JPY

JPY Z: 50,000 JPY

The Board of Directors of the Fund may in its discretion waive this minimum subscription and/or holding amount. In such latter case, the Fund will ensure that concerned investors are equally treated.

13. Expenses

Name of Classes	Currency of the Classes	Subscription Fee	Management Company Fee*	Investment Management Fee	Central Administration Fee **	Depo-sitary Fee ***	Annual Tax
EURO A	EUR	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
EURO B	EUR	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
EURO I	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
EURO I 2	EUR	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
GBP A	GBP	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
GBP B	GBP	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
GBP I	GBP	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD A	USD	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
USD B	USD	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
USD F	USD	Up to 3%	Up to 6bps	35bps	Up to 3bps	Up to 3bps	1bps
USD F 2	USD	Up to 3%	Up to 6bps	35bps	Up to 3bps	Up to 3bps	1bps

USD I	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
USD I 2	USD	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY A	JPY	Up to 3%	Up to 6bps	140bps	Up to 3bps	Up to 3bps	5bps
JPY B	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps
JPY I	JPY	Up to 3%	Up to 6bps	70bps	Up to 3bps	Up to 3bps	1bps
JPY Z ****	JPY	Up to 3%	Up to 6bps	0bps	Up to 3bps	Up to 3bps	1bps

* A minimum Management Fee of EUR 12,500 per annum will apply per Sub-Fund.

** The Central Administration Fee represents the combination of the fund administration services fee and accounting services fee. A minimum Fund Administration Fee of USD 15,000 per annum and a minimum Fund Accounting Fee of USD 15,000 will apply per Sub-Fund. The Fund administrator will also be entitled to registrar and transfer agency fees at standard rates per shareholders movement, subject to a minimum of USD 12,000 per annum.

Further fees may be payable to the Administrator in consideration of ancillary services rendered to the Fund and relating to the core services of the Administrator.

*** The Depositary Fee represents the combination of the depositary services fee and custody services fee, excluding transaction fees. The Depositary Fee of up to 3bps per annum includes the Custody Fee of up to 2bps applied to the market value of securities held in the Sub-Fund. These fees are based only on Japanese equities, as the sub-fund will only invest in the Japanese market. A minimum Depositary Fee of USD 27,000 per annum, including a minimum Custody Fee of USD 15,000, will apply per Sub-Fund.

Further fees may be payable to the Depositary in consideration of ancillary services rendered to the Fund and relating to the core services of the Depositary.

****Non-voting Shares

No dilution adjustment will be imposed.

In addition, the Classes shall bear other expenses such as banking, brokerage and transaction based fees, auditors' fees, legal fees and taxes.

An investor who subscribes converts or redeems shares through paying agents may be required to pay fees connected to the transactions processed by said paying agents in the jurisdictions in which shares are offered.

Total Expense Ratio ("**TER**") Cap Rate:
Each Class of Share will have a set TER Cap Rate, as indicated below, including sub-custodian fee and the annual tax as defined in Section 14.1 of Part A of this Prospectus, but excluding all the other taxes (such as withholding tax, capital gain tax, VAT etc.). The expenses over the TER Cap Rate will be covered by Mitsubishi UFJ Trust and Banking Corporation, Japan.

EURO A, GBP A, USD A and JPY A: 200 bps
EURO B, GBP B, USD B and JPY B: 60bps
USD F and USD F2: 95bps
EURO I, EURO I 2, GBP I, USD I, USD I 2 and JPY I: 130 bps
JPY Z: Not applied

14. Sub-Investment Manager

The Investment Manager, Mitsubishi UFJ Asset Management (UK) Ltd., which is responsible for the collective portfolio management of the Fund, has appointed Mitsubishi UFJ Trust and Banking Corporation, Japan, as Sub-Investment Manager of the Fund by a Sub-Investment Management Agreement dated 20 November 2013 as amended from time to time. The Sub-Investment Management Agreement may be terminated by either party giving three (3) months notice.

The Sub-Investment Manager is a wholly owned subsidiary of Mitsubishi UFJ Financial Group, Inc., a company registered in Japan. The Sub-Investment Manager specialises in the provision of fund management and advisory services on a range of products to authorities and pension funds in Japan. Its ultimate parent, Mitsubishi UFJ Financial Group, Inc., is a global financial institution involved in commercial banking, trust banking, credit card and personal finance operations.

15. Foreign exchange transactions

15.1 Foreign exchange transactions with proprietary account

As a financial institution authorized under Article 1, Clause 1 of the Act on the Provision of Trust Business (Japanese law) by Financial Institutions, in addition to carrying out investment management as a registered financial institution under the Financial Instruments and Exchange Act (Japanese law), the Sub-Investment Manager also handles foreign exchange under the Banking Act (Japanese law).

Foreign exchange with the Sub-Investment Manager's proprietary account means that where managing foreign currency denominated securities as an asset manager, the Sub-Investment Manager carries out foreign exchange transactions for the purpose of trading such securities or exchanging interest or dividend payments into the Base Currency of the Sub-Fund, with the Sub-Investment Manager's banking account.

15.2 Scope of transactions

Foreign exchange transactions and forward foreign exchange contracts.

15.3 Fair foreign exchange transactions

When carrying out foreign exchange transactions with the Sub-Investment Manager's proprietary account, transaction terms and record keeping will be set out in the Sub-Investment Manager's internal guidelines, and these transactions will be carried out according to these rules. Also, when carrying out foreign exchange transactions with the Sub-Investment Manager's proprietary account, an independent division of the Sub-Investment Manager will check that these transactions are carried out under fair terms.

PART C: PRE-CONTRACTUAL DISCLOSURES FOR THE FINANCIAL PRODUCTS REFERRED TO IN ARTICLE 8, PARAGRAPHS 1, 2 AND 2A, OF REGULATION (EU) 2019/2088 AND ARTICLE 6, FIRST PARAGRAPH, OF REGULATION (EU) 2020/852

Pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MUFG Japan All-Cap Positive Leaders Fund (the "**Sub-Fund**")
Legal entity identifier: 549300MI7RLJHY9NJQ52

Sustainable investment means an investment in an economic activity environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities.** That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐**Yes**	☒**No**
☐It will make a minimum of **sustainable investments with an environmental objective: ____%** ☐in economic activities that qualify as environmentally sustainable under the EU Taxonomy ☐in economic activities that do not qualify as sustainable under the EU Taxonomy	☐It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments ☐with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy ☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under EU Taxonomy ☐with a social objective
☐It will make a minimum of **sustainable investments with a social objective: ____%**	☒It promotes E/S characteristics, but **will** not **not make any sustainable investments**

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

What environmental and/or social characteristics are promoted by this financial product?

The investment philosophy of the Sub-Fund is that the resolution of environmental, social and governance issues is compatible with sustainable earnings growth, and that companies which contribute to solving ESG issues are also suitable investments to maximize returns.
The Sub-Fund intends to invest in listed Japanese equities among the selected investment universe that have been ranked in upper tier according to our proprietary binding ESG scoring methodology, beyond showing a great potential for financial returns. ESG scoring allows to give an overview of the investments' non-financial performance and to integrate the evaluation of how companies manage environmental, social and governance issues under a single metric.
The investment team of the Sub-Investment Manager (the "**Investment Team**") uses ESG score as a first screening. The scoring methodology of the Sub-Fund factors in ESG data supplied by multiple external data providers, to assess and score equities among the selected investment universe. The team adjusts each score accordingly to the size of the company (in number of employees) to eliminate tilt towards large-cap companies and incorporate small-caps adopting better information disclosure practices.
By investing in companies which display highly ranked ESG scores after adjusting companies' size bias, the Sub-Fund aims at holding investments that contribute to a sustainable society through their environmental and social performance as well as their related policies and management systems. The ESG scores are monitored and updated regularly.

The main Environmental, Social and Governance characteristics which are promoted by the Sub-Fund are as follows.

1) Environmental characteristics:
   - Policy & management system.
   - Climate change.
   - Circular economy / natural capital / pollution.

2) Social characteristics:
   - Health and safety.
   - Human rights and diversity.
   - Supply chain.
   - Human capital.

3) Governance:
   - ESG governance and board diversity.
   - Misconduct & corruption.
   - Data risk management.
   - ESG disclosures and reporting.

The Sub-Fund has not designated a reference benchmark for the attainment of the environmental and social characteristics promoted by the Sub-Fund.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

With regards to environmental and social characteristics, the first screening is the essential part to ensure the investee companies are highly ranked in ESG score after adjusting companies' size bias.
The Sub-Fund's proprietary ESG score encompasses a series of sustainability indicators. Below is a table with a non-exhaustive list of sustainability indicators, grouped per material topics.

The Sub-Fund does not follow any sustainability market indicator as defined by the SFDR to measure the attainment of the environmental and social characteristics it promotes. As a substitute, the Investment Team has adopted the proprietary ESG scoring methodology that allows the Sub-Fund to invest in stocks with highly ranked ESG scores.

Category	**Materiality**	**Indicator / Evaluation item**
Environment	Policy & management system	Environmental policy
		Environmental management system
	Climate change	Climate-related risks and opportunities influenced organization's strategy and/or financial planning
		GHG reduction programme
	Circular economy / natural capital / pollution	Water management programmes
		Waste generated per sales
Social	Health & safety	Lost time incident rate (LTIR) trend
		Occupational health and safety management system
	Human rights & diversity	Freedom of association policy
		Collective bargaining agreements
	Supply chain	Policy against child labor
		Human rights due diligence programme
	Human capital	Human capital development
Governance	Governance system	ESG governance
		Board diversity
	Misconduct & corruption	Bribery & corruption policy
		Whistle-blower programmes
	Risk management	Consumer privacy data protection policy
	Disclosure	Verification of ESG reporting

Note: This set of indicators is intended to represent a high-level overview of indicators that may be relevant to certain investments in certain industry sectors and is provided for general illustrative purposes only. Actual reporting will differ based on the facts and circumstances relevant to each specific investment, and there can be no assurance that all indicators included in the example above will be relevant to all or any investments

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**
  N/A

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

  N/A

How have the indicators for adverse impacts on sustainability factors been taken into account?

N/A

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:
N/A

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.

Does this financial product consider principal adverse impacts on sustainability factors?

☐**Yes,** ______

☒**No**

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

What investment strategy does this financial product follow?

The investment strategy followed by the Investment Team aims to invest in stocks of companies which can contribute to solving social and environmental issues.

The Investment Team should combine financial analysis with an assessment of binding ESG criteria to select investments among listed Japanese equities. After identifying potential investments based on financial criteria, the Investment Team follows a process to ensure that the best candidates are identified in terms of financial, organizational and ESG criteria. The below assessment is applied for the selection of potential stocks to invest in.

1) The Investment Team should follow the screening process described in the above section on environmental and social characteristics promoted by the Sub-Fund to narrow down the investment universe to the top 200-250 highest proprietary ESG scored companies out of 800 universe stocks, after adjusting the companies' size bias.

2) Further field work research is then conducted on the investment candidates from the ESG research universe by the Investment Team and sector analysts to identify companies which can achieve earnings growth through resolution of ESG issues through the assessment of their Business model, Business sustainability, Resolution of ESG issues, and Corporate governance. This contributes to identifying companies that can achieve earnings growth through the resolution of ESG issues and narrows down the list of investment candidates to a hundred companies.

3) Lastly, the Investment Team engages with the management teams of companies in the final pool of investment candidates to qualitatively assess ESG management & approach, Growth strategy, Financial strategy, Corporate governance, and Disclosure policy. The Investment Team then selects 30-40 stocks from the hundred companies which are superior in terms of ESG scores, a score of 50 or higher in most cases, and/or high convictions for long-term earnings growth compared to the potential investment universe. However the Investment team may partially select and hold stocks with a score below 50. In case one of the investee companies drops significantly after its score has been updated, or/and investee companies with a score below 50, the Investment Team engages with the company to promote the improvement of the items which affected the score. The Investment Team expects responsiveness from its investees, and if no further action is taken by the company or if no improvement is registered in its score after a series of engagements, Investment Team will consider divestment.

The Investment Team will proceed to the reassessment of the ESG scores on a quarterly basis.

- **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

To measure the attainment of the Sub-Fund's environmental and social characteristics described above, the Investment Team monitors the proprietary scoring of each investee company. Responsibility for the maintenance of high scored investees in the Sub-Fund portfolio lies with the Investment Team who regularly reviews the scores of investee companies to ensure that the investee companies contribute to the strategy of the product. To meet this ambition, the Investment Team monitors the proportion of investments that score higher than 50 out of 100, according to Sub-Investment Manager's proprietary ESG scoring method. The Investment Team also monitors the median ESG score across all investments made by the Sub-Fund and tracks the score of the lowest-scored investment. These indicators allow the Investment Team to continuously redirect investments towards companies with high ESG scores assessed through the proprietary scoring methodology.
Finally, the Investment Team tracks the number of corrective actions taken by the investee company by the Sub-Fund whose ESG score drops significantly. Any compliance breach identified may trigger an appropriate corrective action in the investment-decision process. Sub-Investment Manager automatically engages with the company to promote the improvement of the items which affected the score.

The Sub-Fund's investment strategy is consistent with the Responsible Investment Policy of the Investment Team with the aims of building a better society for future generations by focusing on the medium to long-term impacts of investments on the environment and society, instead of pursuing short-term profits.

The Sub-Fund does not invest in companies which are involved in the manufacturing and distribution of anti-personnel landmines, cluster munitions and biological and chemical weapons from our scope of investments. Also, the Sub-Fund does not invest in companies that generate more than 10% of their revenues from alcohol, tobacco, pornography, gambling industries.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

N/A

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

- **What is the policy to assess good governance practices of the investee companies?**

The Investment Team is responsible for determining that invested companies are engaged in good governance practices. In support of this, the Investment Team is completing a good governance practices assessment of investee candidates throughout the portfolio construction of the Sub-Fund. The below list is non-exhaustive and is mentioned for information only:

- Sound management structures - the following non-exhaustive indicators are considered: ESG governance, Board leadership, Board independence, Board experience, Board diversity, Audit committee structure, Independent nomination committee under the board, Independent remuneration committee under the Board, Boards with more than one third independent directors, Cross-shareholdings, and Anti-takeover measures:

- Employee relations - the following non-exhaustive indicators are considered: Lost time incident rate (LTIR) trend, Monthly overtime hours, Employee turnover rate, Occupational health and safety management system, and Conducting employee satisfaction surveys

- Remuneration policies - the following non-exhaustive indicators are considered: Freedom of association policies, Collective bargaining agreements, Discrimination policies, and the Independent remuneration committee under the Board.

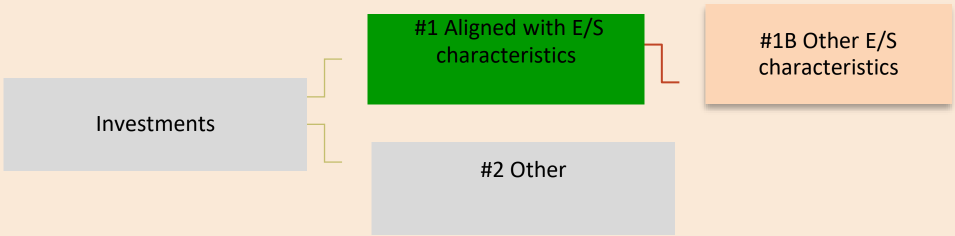
- Tax compliance: Tax compliance matters are monitored by the investment team through accounting and taxation indicators in the ESG controversies from sustainalytics.

What is the asset allocation planned for this financial product?

Asset allocation describes the share of investments in specific assets.

The Investment Manager shall ensure that a minimum 80% of the assets of the Sub-Fund will be aligned with the environmental or social characteristics promoted by the Sub-Fund (#1 Aligned with E/S characteristics). The remaining portion of the investment in "#2 Other" consist of securities which are not aligned with environmental and social characteristics, cash or financial derivative instruments.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

- **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

  N/A

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For nuclear energy, the criteria include comprehensive safety and waste management rules.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Fund does not intend to make any taxonomy-aligned sustainable investments and the minimum extent of such investments has therefore been assessed to be 0%.

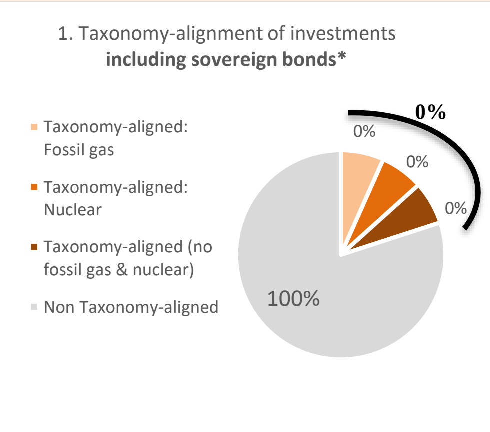
- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy1?**

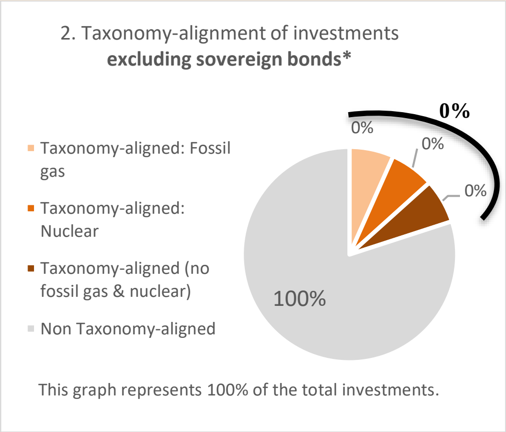
☐**Yes**:

☐ In fossil gas ☐ In nuclear energy

☒ No

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

- **What is the minimum share of investments in transitional and enabling activities?**

N/A

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

N/A

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

What is the minimum share of socially sustainable investments?

N/A

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The investments included under "#2 Other" may represent (i) ancillary liquid assets (i.e. cash and deposits at sight); (ii) financial derivative instruments used for efficient portfolio management and hedging purposes; (iii) positions in currencies other than the Base Currency of the Sub-Fund (i.e. currency spot and forward contracts, futures and options); and (iv) securities for which relevant data is not available, or those with ESG scores of below 50, which therefore are not satisfactorily considered as promoting environmental and social characteristics.

These instruments may not be aligned with E/S characteristics, and neither environmental nor social safeguards have been considered for their inclusion.

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

N/A

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**

  N/A

- **How does the designated index differ from a relevant broad market index?**

  N/A

- **Where can the methodology used for the calculation of the designated index be found?**

  N/A

- **Where can I find more product specific information online?**

More product-specific information can be found on the website: https://www.uk.am.mufg.jp/funds-and-literature/.

Pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MUFG Japan Equity Value Creation Fund (the "**Sub-Fund**")
Legal entity identifier: 636700CJ6E21Q6CL4A54

Sustainable investment means an investment in an economic activity environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities.** That Regulation does not lay down a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐Yes	☒No
☐It will make a minimum of **sustainable investments with an environmental objective: ___%**	☐It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of ___% of sustainable investments
☐in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐in economic activities that do not qualify as sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☐with a social objective
☐It will make a minimum of **sustainable investments with a social objective: ___%**	☒It promotes E/S characteristics, but **will** not **not make any sustainable investments**

What environmental and/or social characteristics are promoted by this financial product?

The Sub-Fund aims to construct a portfolio which primarily consists of companies that demonstrate high levels of contribution to Environmental, Social, and Governance characteristics and as set out in the list below. This assessment will be conducted quantitatively using the proprietary ESG scoring methodology, as explained in the section below.

The main Environmental, Social and Governance characteristics which are promoted by the Sub-Fund are as follows.

1) Environmental characteristics:
   - The management of environmental / climate change risk and opportunities.
   - The reduction of greenhouse gas (GHG) emissions.
   - Circular economy, waste and pollution management.

2) Social characteristics:
   - Health and safety.
   - Human rights and diversity.
   - Supply chain.
   - Human capital.

3) Governance
   - ESG governance and board diversity.
   - Misconduct & corruption.
   - Data risk management.
   - ESG disclosures and reporting.

The investment team of the Sub-Investment Manager (the "Investment Team") has adopted a proprietary ESG scoring methodology which enables the Sub-Fund to primarily invest in companies that demonstrate high levels of contribution to the above promoted characteristics.

The proprietary ESG scoring methodology enables the Investment Team to grasp the ESG risks of investee companies in an effective and objective manner and consider them in the investment decisions. The database combines the proprietary research information, sector analysts' insights, and external data to evaluate the ESG scores of investee companies using both quantitative and qualitative approaches.

The Sub-Fund has not designated a reference benchmark for the attainment of the environmental and social characteristics promoted by the Sub-Fund.

Sustainability indicators measure how the environmental or social characteristics promoted by the financial product are attained.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The Sub-Fund's proprietary ESG score encompasses a series of sustainability indicators. Below is a table with a non-exhaustive list of sustainability indicators, grouped per material topics.

The indicators are set for each of the Environmental, Social and Governance aspects. These criteria are reviewed once a year, aligning with external environmental and corporate trends related to ESG, as well as the Sub-Investment Manager's own "material ESG issues".

Category	Materiality	Indicator / Evaluation item
Environment	Policy & management system	Environmental policy
		Environmental management system
	Climate change	Climate-related risks and opportunities influenced organization's strategy and/or financial planning
		GHG reduction programme
	Circular economy / natural capital / pollution	Water management programmes
		Waste generated per sales
Social	Health & safety	Lost time incident rate (LTIR) trend
		Occupational health and safety management system
	Human rights & diversity	Freedom of association policy
		Collective bargaining agreements
	Supply chain	Policy against child labor
		Human rights due diligence programme
	Human capital	Human capital development
Governance	Governance system	ESG governance
		Board diversity
	Misconduct & corruption	Bribery & corruption policy
		Whistle-blower programmes
	Risk management	Consumer privacy data protection policy
	Disclosure	Verification of ESG reporting

Note: This set of indicators is intended to represent a high-level overview of indicators that may be relevant to certain investments in certain industry sectors and is provided for general illustrative purposes only. Actual reporting will differ based on the facts and circumstances relevant to each specific investment, and there can be no assurance that all indicators included in the example above will be relevant to all or any investments.

- **What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?**
  N/A

- **How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?**

  N/A

How have the indicators for adverse impacts on sustainability factors been taken into account?

N/A

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

N/A

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.

Does this financial product consider principal adverse impacts on sustainability factors?

☐ **Yes, ______**

☒ **N o**

What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The investment strategy focuses on undervalued Japanese stocks with solid balance sheets, sustainable earnings, and potential for corporate actions, based on meetings with the management, due diligence, and fundamental research analysis. The Sub-Investment Manager meets regularly and has a dialogue/engagement with the management of the companies issuing the stocks targeted by the Sub-Fund. The portfolio consists of around thirty (30) companies from the investment universe that have room for improving their balance sheet and business portfolios, and the Investment Team aims to unlock investee companies' corporate value and capital growth through dialogue/engagement with top management.

The Investment Team conducts evaluations that combine financial analysis and non-financial analysis, including ESG. In a model that analyses the gap in capital costs, the Investment Team calculates discount factors relative to the sector and market average based on the financial elements that have a high correlation with equity value (equity capital cost), and non-financial elements, including ESG. Non-financial elements also includes information from the proprietary ESG scoring methodology. The Investment Team identifies the discounted factors and sets a target price based on the equity value with the discount eliminated.

ESG scoring methodology
Based on the sustainability indicator, the Investment Team looks at environmental, social and governance aspects of the candidate stocks and provides a grade for each of these aspects. Grades for each component are added up to obtain the total score out of 100. The weight of each component of the grade depends on the materiality of the aspect assessed.

The ESG score is given to each of the 2000 companies listed on the Tokyo Stock Exchange First Section (the TOPIX component stocks). These scores are updated every quarter. For investment candidates the Investment Team considers the latest score before investing.

Ultimately, the Investment Team will construct the portfolio applying the proprietary ESG scoring methodology with a minimum of 50% of assets invested in companies with the proprietary ESG score of 50 or higher out of 100, which adhere to high standards of environmental, social, and governance criteria.

The Investment Team encourages all companies that the Sub-Fund invests in to take initiatives through engagement to eliminate the above-mentioned discount factors and reach the target price.

As part of its engagement, the Investment Team considers ESG information such as the proprietary ESG scoring methodology, publicly available information such as integrated reports, and ESG information obtained through dialogue with companies. The Investment Team identifies and monitors ESG risks in the investee companies and encourages company's ESG initiatives.

- **What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?**

(1) Exclusions
The Sub-Fund does not invest in companies which are involved in the manufacturing and distribution of anti-personnel landmines, cluster munitions, biological and chemical weapons, and pornography.

(2) ESG scoring
The Investment Team will construct the portfolio applying the proprietary ESG scoring methodology with a minimum of 50% of assets invested in companies with the proprietary ESG score of 50 or higher out of 100, which adhere to high standards of environmental, social, and governance criteria.

The percentage of the binding element is calculated on the Sub-Fund's net asset value and monitored on a quarterly basis.

- **What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?**

N/A

- **What is the policy to assess good governance practices of the investee companies?**

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

The Investment Team is responsible for determining that invested companies are engaged in good governance practices. In support of this, the Investment Team is completing a good governance practices assessment of investee candidates throughout the portfolio construction of the Sub-Fund. The below list is non-exhaustive and is mentioned for information only:

- Sound management structures - the following non-exhaustive indicators are considered: ESG governance, Board leadership, Board independence, Board experience, Board diversity, Audit committee structure, Independent nomination committee under the board, Independent remuneration committee under the Board, Boards with more than one third independent directors, Cross-shareholdings, and Anti-takeover measures.

- Employee relations - the following non-exhaustive indicators are considered: Lost time incident rate (LTIR) trend, Monthly overtime hours, Employee turnover rate, Occupational health and safety management system, and Conducting employee satisfaction surveys.

- Remuneration policies - the following non-exhaustive indicators are considered: Freedom of association policies, Collective bargaining agreements, Discrimination policies, and the Independent remuneration committee under the Board.

- Tax compliance: Tax compliance matters are monitored by the Investment Team through accounting and taxation indicators in the ESG controversies from Sustainalytics.

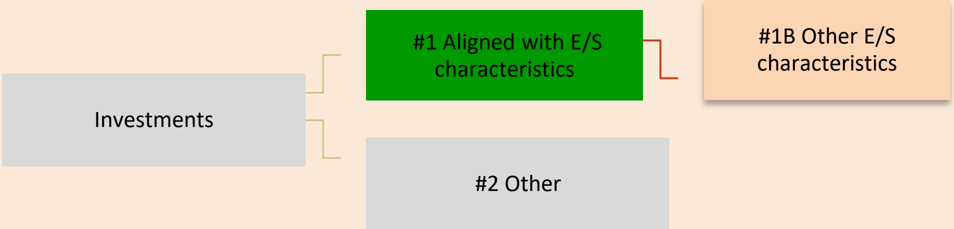
Asset allocation describes the share of investments in specific assets.

What is the asset allocation planned for this financial product?

The Investment Manager shall ensure that a minimum 50% of the assets of the Sub-Fund will be aligned with the environmental or social characteristics promoted by the Sub-Fund (#1 Aligned with E/S characteristics).

The remaining portion of the investment in "#2 Other" consists of investment which are not aligned with environmental and social characteristics, investment for which relevant data is not available, cash or financial derivative instruments.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

- **How does the use of derivatives attain the environmental or social characteristics promoted by the financial product?**

  N/A

To comply with the EU Taxonomy, the criteria for fossil gas include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For nuclear energy, the criteria include comprehensive safety and waste management rules.

Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.

Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Sub-Fund does not intend to make any taxonomy-aligned sustainable investments and the minimum extent of such investments has therefore been assessed to be 0%.

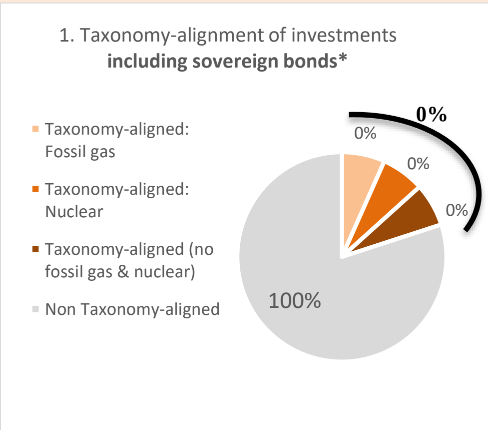
- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy?**

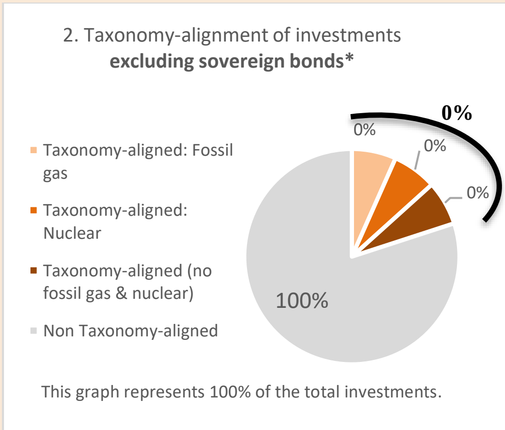
☐ **Yes:**

☐ In fossil gas ☐ In nuclear energy

☒ No

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.





* *For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*

- **What is the minimum share of investments in transitional and enabling activities?**

  N/A

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

N/A

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

What is the minimum share of socially sustainable investments?

N/A

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The investments included under "#2 Other" may represent (i) ancillary liquid assets (i.e. cash and deposits at sight); (ii) financial derivative instruments used for efficient portfolio management and hedging purposes; (iii) positions in currencies other than the Base Currency of the Sub-Fund (i.e. currency spot and forward contracts, futures and options); and (iv) securities for which relevant data is not available and which therefore do not promote environmental and social characteristics.

These instruments may not be aligned with E/S characteristics, and neither environmental nor social safeguards have been considered for their inclusion.

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

N/A

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

- **How is the reference benchmark continuously aligned with each of the environmental or social characteristics promoted by the financial product?**
  N/A

- **How is the alignment of the investment strategy with the methodology of the index ensured on a continuous basis?**
  N/A

- **How does the designated index differ from a relevant broad market index?**
  N/A

- **Where can the methodology used for the calculation of the designated index be found?**
  N/A

- **Where can I find more product specific information online?**

  More product-specific information can be found on the website: https://www.uk.am.mufg.jp/funds-and-literature/.