

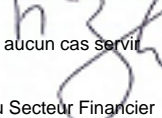
INVESTMENT FUND

European Specialist Investment Funds

Société d'investissement à capital variable (SICAV) under Luxembourg Law

Prospectus
February 2022

VISA 2022/168331-7012-0-PC
L'apposition du visa ne peut en aucun cas servir
d'argument de publicité
Luxembourg, le 2022-02-24
Commission de Surveillance du Secteur Financier



1 Introduction

European Specialist Investment Funds (the “Fund”) is authorised under Part I of the Luxembourg law of December 17, 2010 relating to collective investment undertakings, as amended (*loi concernant les organismes de placement collectif*) (the “Law of 2010”). The Fund qualifies as an Undertaking for Collective Investments in Transferable Securities (“UCITS”) under Article 1, paragraph 2, points a) and b) of the Directive 2009/65/EC of 13 July 2009 of the European Parliament and of the Council (the “Directive 2009/65/EC”), and may therefore be offered for sale in European Union (“EU”) Member-States (subject to registration in countries other than Luxembourg). In addition, applications to register the Fund may be made in other countries.

The Fund has appointed M&G Luxembourg S.A. as its management company.

The registration of the Fund pursuant to Part I of the Law of 2010 constitutes neither approval nor disapproval by any Luxembourg authority as to the adequacy or accuracy of this Prospectus or as to the assets held in the various sub-funds of the Fund (individually, a “Sub-Fund” and collectively, the “Sub-Funds”). Any representations to the contrary are unauthorised and unlawful.

None of the Shares of the Fund have been or will be registered under the United States Securities Act of 1933, as amended (the “1933 Act”) or under the securities laws of any state or political subdivision of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the “United States”), and the Shares may be offered, sold or otherwise transferred only in compliance with the 1933 Act or the securities laws of any state and such other securities laws. Certain restrictions also apply to the subsequent transfer of Shares in the United States or to or for the account of any United States Person (as defined in Regulation S under the 1933 Act) which includes any resident of the United States, or any corporation, partnership or other entity created or organised in or under the laws of the United States (including any estate of any such person created or organised in the United States). The attention of investors is drawn to certain compulsory redemption provisions applicable to United States Persons described under “The Shares – Redemption of Shares” below. The Fund has not been and does not intend to be registered under the United States Investment Company Act of 1940, as amended.

None of the Shares of the Fund have been or will be registered for sale or distribution in Canada. The Fund has not, directly or through its agents, directed any promotion of investments in the Fund at, or sold such investments to, persons, corporations or partnerships (other than the investment in Shares of the Fund by M&G Investment Management Limited, or an affiliate of M&G Investment Management Limited, that is required in order to meet minimum capital requirements) that the Fund knew or ought to have known after reasonable enquiry were resident in Canada, and the Fund does not intend to do so in the future.

The distribution of this Prospectus in other jurisdictions may also be restricted; persons into whose possession this Prospectus comes are required to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer by anyone in any jurisdiction in which such offer is not authorized or to any person to whom it is unlawful to make such offer.

Prospective investors should review this Prospectus carefully and in its entirety, and consult with their legal, tax and financial advisors in relation to (i) the legal and regulatory requirements within their own countries for the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, converting, redeeming or disposing of Shares; and (iv) any other consequences of such activities. A KIID for each available Share Class of each Sub-Fund of the Fund shall be made available to prospective investors free of charge prior to their subscription for Shares. Prospective investors must consult the KIID for the relevant Share Classes and Sub-Fund in which they intend to invest.

Before consent to distribute this Prospectus is granted, certain jurisdictions require that it be translated into an appropriate language. Unless contrary to local law in the jurisdiction concerned, in the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English version shall prevail.

Any information or representation in respect of the Fund given or made by any person which is not contained herein or in any other document which may be available for inspection by the public should be regarded as unauthorized and should accordingly not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares in the Fund shall under any circumstances constitute a representation that the information given in this Prospectus is correct as at any time subsequent to the date hereof.

Unless stated to the contrary, all references herein to times and hours refer to Luxembourg local time and all references herein to dollar amounts refer to US dollars.

2 Directory

REGISTERED OFFICE OF THE FUND

16, boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS OF THE FUND

Mr Laurence Mumford (Chairperson)
Fund Services Director
M&G FA Limited
10 Fenchurch Avenue
London EC3M 5AG
United Kingdom

Mr Phil Robert Jelfs
Global Head of Proposition, Asset Management
M&G FA Limited
10 Fenchurch Avenue
London EC3M 5AG
United Kingdom

Dr Yves Wagner
Independent Director
19, rue de Bitbourg
L-1273 Luxembourg
Grand Duchy of Luxembourg

MANAGEMENT COMPANY

M&G Luxembourg S.A.
16, boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg

BOARD OF DIRECTORS OF THE MANAGEMENT COMPANY

Darren Judge
Director of Operations and Distribution
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Sean Fitzgerald
Director of Financial Planning & Analysis
CFO of M&G Investments
M&G FA Limited
10 Fenchurch Avenue,
London, EC3M 5AG

Micaela Forelli
Director
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Graham Mason
Chief International Officer
M&G FA Limited
10 Fenchurch Avenue,
London, EC3M 5AG

CONDUCTING OFFICERS OF THE MANAGEMENT COMPANY

Elina Vincent
Conducting Officer
responsible for Financial Crime Compliance
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Remi Kamiya
Conducting Officer
responsible for Risk Management
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Forbes Fenton
Conducting Officer
responsible for Portfolio Management
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Darren Judge
Conducting Officer
responsible for Operations and Distribution
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

Bronwyn Salvat-Winter
Conducting Officer
responsible for Compliance
M&G Luxembourg S.A.
16, boulevard Royal,
L-2449 Luxembourg

INVESTMENT MANAGER

M&G Investment Management Limited
10 Fenchurch Avenue
London EC3M 5AG
United Kingdom

DISTRIBUTOR

M&G International Investments S.A.
16, boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg

DEPOSITARY AND PAYING AGENT, ADMINISTRATIVE AGENT, REGISTRAR AND TRANSFER AGENT

State Street Bank International GmbH, Luxembourg Branch
49, Avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

DOMICILIARY AND CORPORATE AGENT

M&G Luxembourg S.A.
16, boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg

AUDITOR

Deloitte Audit S.à r.l.
560, rue de Neudorf
L - 2220 Luxembourg
Grand Duchy of Luxembourg

LEGAL ADVISOR

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

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3 Principal Features and Definitions

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

Administrative Agent	State Street Bank International GmbH, Luxembourg Branch
Annual Meeting	The annual meeting of Shareholders of the Fund.
Appendix	The relevant Appendix of the Prospectus.
Articles of Incorporation	The articles of incorporation of the Fund, as may be amended from time to time.
Base Currency	The base currency of the Fund which is the Euro.
Board of Directors or Directors	The directors of the Fund, as may be appointed from time to time.
Business Day	Any day in which banks in Luxembourg and in London are open for normal banking business (excluding Saturdays, Sundays and 24 December).
Classes	Pursuant to the Articles of Incorporation, the Board of Directors may decide to issue, within each Sub-Fund, separate classes of Shares (the "Class" or "Classes" or "Share Class(es)") whose assets will be commonly invested but where a specific initial sales charge structure, fee structure, minimum subscription amount or distribution policy or such other distinctive feature, as decided from time to time by the Board of Directors, may be applied. Further information on the Classes is set out in Section 5.2 "Class Description, Availability of Shares, Minimum Subscription and Holding Amounts" and the relevant Supplement.
Corporate Agent	M&G Luxembourg S.A.
Currency Hedged Share Class	Means a Share Class which seeks to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency. For Sub-Funds which seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, these will be denoted with the suffix "(Currency Hedged)". For Sub-Funds which do not seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, these will be denoted with the suffix "(NAV Hedged)". For the avoidance of doubt, it should be noted that a Sub-Fund can offer either "Currency Hedged" or "NAV Hedged" Share Classes but not both.
Depositary	State Street Bank International GmbH, Luxembourg Branch
Distributor	M&G International Investments S.A.
Domiciliary Agent	M&G Luxembourg S.A.

ESG Factors

ESG factors are non-financial considerations that may impact the risk, volatility and long-term return of securities, as well as markets. Investments can have both a positive and negative impact on society and the environment.

- Environmental covers themes such as climate risks, natural resources scarcity, pollution, waste and environmental opportunities;
- Social covers themes such as data security, health and safety, working conditions;
- Governance covers themes such as diversity amongst directors and workforce, business ethics, accounting practices, board independence.

In certain contexts, ESG factors may be referred to as sustainability factors.

EU

The European Union.

Euro Interbank Offered Rate (EURIBOR)

A reference rate based on the average interest rate at which Eurozone banks offer to lend unsecured short-term lending to other banks on the interbank market. It was reformed in 2019 and is administered by the European Money Markets Institute (EMMI).

Fund

European Specialist Investment Funds; the Fund is an investment company organized under Luxembourg law as a société anonyme qualifying as a société d'investissement à capital variable (SICAV). The Fund is set up as a multi-compartment structure and may therefore comprise several Sub-Funds. Each Sub-Fund may have one or more Classes. The Fund is authorised under Part I of the Law of 2010 as an Undertaking for Collective Investments in Transferable Securities ("UCITS") under Article 1, paragraph 2, points a) and b) of Directive 2009/65/EC.

GDPR

Means (i) the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016) and any consequential data protection legislation applicable in Luxembourg and (ii) any guidance and/or codes of practice issued by the Luxembourg Data Protection Authority (CNPD) or other relevant supervisory authority, including without limitation the European Data Protection Board.

Grand-Ducal Regulation:

Grand-Ducal Regulation of 8 February 2008 relating to certain definitions of the amended law of 20 December 2002 on undertakings for collective investment and implementing Commission Directive 2007/16/EC of 19 March 2007 implementing Council Directive 85/611/EEC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the clarification of certain definitions.

Group of Companies	All companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 2013/34/EU or in accordance with recognised international accounting rules.
Investment Grade	Means securities which, at the time of investment, are rated at least BBB- or equivalent by a recognised rating agency, such as Standard & Poor's, Fitch or Moody's, or in the case of unrated securities, securities which are deemed to be of comparable credit quality by the Investment Manager.
Institutional Investors	As defined from time to time by the Luxembourg supervisory authority within the context of Luxembourg law on undertakings for collective investment.
Intermediate Shareholder	A firm whose name is entered in the Company's register of shareholders, or which holds Shares indirectly through a third party acting as a nominee, and which: (a) is not the beneficial owner of the relevant Share; and (b) does not manage investments on behalf of the relevant beneficial owner of the Share; or (c) does not act as a depositary of a collective investment scheme or on behalf of such a depositary in connection with its role in holding property subject to the scheme."
Investment Manager	M&G Investment Management Limited.
KIIDs	Means Key Investor Information Documents, as defined in the Law of 2010
Law of 2010	The Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as amended.
Management Company	M&G Luxembourg S.A
Management Company Agreement	The management agreement dated 13 July 2020 pursuant to which the Management Company is appointed by the Fund.
Member State	A member state of the EU.
MiFID II	Directive 2014/65/EU on markets in financial instruments, Regulation (EU) No 600/2014 on markets in financial instruments, and any secondary legislation, rules, regulations and procedures made pursuant thereto.
Money Market Instruments	Financial instruments normally dealt with on the money market which are liquid and have a value which can be accurately determined at any time.
NAV	Means the net asset value.
Other Regulated Market	A market which is not a Regulated Market and which is regulated, operates regularly and is recognized and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information

in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); (ii) on which the securities are dealt in at a certain fixed frequency; (iii) which is recognized by a State or by a public authority which has been delegated by that State or by another entity which is recognized by that State or by that public authority, such as a professional association; and (iv) on which the securities dealt are accessible to the public.

Other State	Any state of Europe which is not a Member State, and any state of the Americas, Africa, Asia and Oceania.
Paying Agent	State Street Bank International GmbH, Luxembourg Branch
Personal Data	Has the same meaning as set out in Article 4(1) of the GDPR.
Prospectus	The Prospectus of the Fund.
Registrar and Transfer Agent	State Street Bank International GmbH, Luxembourg Branch
Regulated Market	A market defined in MiFID II.
Regulatory Authority:	The Luxembourg authority or its successor in charge of the supervision of the undertakings for collective investment in the Grand Duchy of Luxembourg
Secured Overnight Financing Rate (SOFR):	<p>A reference rate for US dollar-denominated derivatives and loans</p> <p>Administered by the Federal Reserve Bank of New York. It is a rate which is based on actual transactions and reflects the average of the interest rates that banks pay to borrow US dollars cash overnight from other financial institutions and institutional investors while posting US Treasury bonds as collateral.</p>
Securitisation	Shall have the meaning ascribed thereto in the Securitisation Regulation
Securitisation Regulation	Means the Regulation (EU) 2017/2402 of the European Parliament and of the Council of 12 December 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised securitisation
SFTR	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) No 648/2012
Shares	Shares of each Sub-Fund are offered in registered form and are issued without certificates. Fractions of Shares are rounded down to three decimal places. All Shares must be fully paid for.
Share Class Reference Currency	The reference currency in which a Class is denominated. The details of the reference currency of

	a relevant Class are described in the relevant Sub-Fund Supplement.
Shareholder	A holder of Shares of the Fund.
Sterling Overnight Index Average (SONIA):	A reference rate for sterling markets, administered by the Bank of England. It is a rate which is based on actual transactions and reflects the average of the interest rates that banks pay to borrow unsecured sterling overnight from other financial institutions and other institutional investors.
Stockholm Interbank Offered Rate (STIBOR)	A reference rate that shows an average of the interest rates at which a number of banks active on the Swedish krona money market ("the Stibor banks") are willing to lend to one another without collateral at different maturities. It is administered by the Swedish Financial Benchmark Facility.
Sub-Funds	The Fund offers investors, within the same investment vehicle, a choice of investment in one or more Sub-Funds, which are distinguished mainly by their specific investment objective and policy and/or by the currency in which they are denominated. The specifications of each Sub-Fund are described in the relevant Supplement to this Prospectus. The Board of Directors may, at any time, decide to create additional Sub-Funds and, in such case, this Prospectus will be updated by adding corresponding Supplements.
Sub-Fund Reference Currency	The reference currency in which a Sub-Fund is denominated. The details of the reference currency of a relevant Sub-Fund are described in the relevant Sub-Fund Supplement.
Supplement	The relevant Supplement of the Prospectus
Sustainability Risk	Has the meaning given in Section 11 "Risk Factors"
Swiss Average Rate Overnight (SARON):	A reference rate of the secured money market for Swiss francs administered by SIX Swiss Exchange. It is based on transactions and quotes posted in the repurchase agreement (repo) market.
Tokyo Overnight Average Rate (TONA or TONAR):	A reference rate which measures the cost of borrowing in the Japanese Yen unsecured overnight money market. It is administered by the Bank of Japan and is sometimes referred to as "TONAR".
Transferable Securities	One of the following: <ul style="list-style-type: none"> • shares and other securities equivalent to shares; • bonds and other debt instruments; or • any other negotiable securities which carry the right to acquire any such transferable

securities by subscription or exchanges, with the exclusion of techniques and instruments.

UCI(s):	Undertaking(s) for collective investment.
UCITS:	Undertaking(s) for collective investment in transferable securities, pursuant to Article 1, paragraph 2, points a) and b) of Directive 2009/65/EC.
UCITS V Directive	Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to UCITS as regards depositary functions, remuneration policies and sanctions.
USD or US dollars	Means the currency of the United States of America.
United States Person	Means any natural person resident in the United States of America or a partnership, corporation or other entity organised or existing in any State, territory or possession of the United States except that Shares may be offered, sold or delivered to a US Person who is not deemed to be a US Person under file 902 (o) of Regulation S under the US Securities Act of 1933.
Valuation Day	Means a day, being typically each Business Day where the NAV per Share of each Sub-Fund is determined.

Responsible investment terms

Additional definitions aimed to provide investors with helpful information on terms related to ESG and responsible investment and their meanings intended in this Prospectus are disclosed in Appendix 3 “ESG integration and approaches to Responsible Investment”.

4 Management and Administration

1. Board of Directors
2. Management Company
3. Investment Manager
4. Depositary and Paying Agent, Administrative, Domiciliary and Corporate Agent, Registrar and Transfer Agent
5. Distributor

4.1 Board of Directors

The Board of Directors has overall responsibility for the management and control of the Fund in accordance with the Articles of Incorporation. The Board of Directors is further responsible for the implementation of each Sub-Fund's investment objective and policies as well as for oversight of the administration and operations of each Sub-Fund.

Mr Laurence Mumford

Laurence is the Fund Services Director for M&G FA Ltd. Since 2004, Laurence has been a board member of M&G Securities Limited, the Authorised Corporate Director for M&G's UK range of mutual funds. He has also been chair of M&G (Lux) Investment Funds 1, a Luxembourg UCITS SICAV, since its launch in 2017.

Laurence joined M&G Investments Management Ltd. in 2000 having previously worked at PricewaterhouseCoopers, and is a Chartered Accountant.

Mr Phil Robert Jelfs

Phil is the Global Head of Proposition, Asset Management at M&G FA Ltd.

Phil has been with the M&G Investments Management Ltd since 2006. He is based in London and holds a Master in Business Administration from University of Southampton.

Dr Yves Wagner

Dr. Yves Wagner holds a "*Doctorat ès Sciences Economiques*" (PhD) from the University of Aix-Marseille III, France. He started his career as a teacher at the University of Aix-Marseille, and as a "*Professeur-Associé*" at the University of Perpignan.

He started his non-academic career with *Banque Générale du Luxembourg* where he became Director of Asset Management, before becoming the Chief Executive Officer and board member of Fortis Investments, Luxembourg. He finally left the Fortis Group in order to found "The Directors' Office", now known as MDO Services. He continued to be active in the academic field, teaching at different Universities and Business Schools, being board member of the "*Centre Universitaire*" (Luxembourg), publishing Research Papers, and teaching in professional institutes ("*Institut de Formation Bancaire*", "*Agence pour le Transfert de Technologies Financières*" and the "*Académie Bancaire Européenne*" where he became President). He is an advisor to the Luxembourg School of Finance, a business school of the University of Luxembourg. Dr Wagner is the President of the Luxembourg Society of Financial Analysts.

Today he works as an independent director and conducting person of several Luxembourg domiciled investment and management companies.

The Directors may appoint one or more committees, authorised delegates or agents to act on their behalf. For the avoidance of doubt, references to "Directors" may therefore include such committees, authorised delegates or agents, as applicable.

4.2 Management Company

The Fund has appointed M&G Luxembourg S.A. pursuant to the Management Company Agreement to serve as its management company within the meaning of the Law of 2010. The Management Company is responsible, subject to the overall supervision of the Board of Directors, for the provision of investment management services, administrative services and marketing/distribution services to the Fund.

The Management Company is a public limited company limited by shares incorporated in Luxembourg on 1 August 2012 under number B.170.483. The ultimate holding company of the Management Company is Prudential Plc. The Management Company is authorised and regulated by the CSSF. The Management Company's registered office is at

16, boulevard Royal, L-2449 Luxembourg, Luxembourg. The subscribed capital is set at one hundred and twenty five thousand Euro (EUR 125,000.).

The Management Company acts as the management company of the Fund in accordance with the relevant provisions of the Law of 2010 and subject to Chapter 15 of the Law of 2010.

In addition to the Fund, the Management Company also acts as management company for other funds, and can be appointed in the future to act as the management company for other funds. The list of funds managed by the Management Company will be set out in the Fund's annual reports and may be obtained upon request from the Management Company.

The Management Company Agreement has been entered into by the Fund and the Management Company for an unlimited period of time. The Fund and the Management Company may terminate at any time the Management Company Agreement upon 90 days' prior written notice addressed by one party to the other or under other circumstances set out in the Management Company Agreement.

The Management Company will also carry out the functions of the domiciliary and corporate agent of the Fund.

In its capacity as domiciliary and corporate agent, the Management Company is responsible for the receipt and safekeeping of the correspondence of the Fund, the provision of the registered office and the convening and holding of the meetings of Shareholders.

The Management Company has appointed M&G Investment Management Limited to carry out investment management functions, and State Street Bank International GmbH, Luxembourg Branch to carry out certain administrative functions in respect of the Fund.

The Management Company has appointed M&G International Investments S.A. as the Fund's distributor (the "**Distributor**").

Remuneration policy

The Management Company has a remuneration policy in place which seeks to comply with Article 111 of the Law of 2010.

The Management Company applies a staff remuneration policy consistent with the principles outlined in the Law of 2010.

The remuneration policy is overseen by a remuneration committee and is designed to promote sound and effective risk management by, amongst other things:

- Identifying staff with the ability to have a material impact on the risk profile of either the Management Company or the Sub-Funds;
- Ensuring that the remuneration of those staff is in line with the risk profiles of the Management Company and of the Sub-Funds, and that any relevant conflicts of interest are appropriately managed at all times; and
- Setting out the link between pay and performance for all of Management Company employees, including the terms of annual bonus and long-term incentive plans and individual remuneration packages for Board of Directors and other senior employees.

Please visit the following website: <http://www.mandg.lu/remuneration> for details of the remuneration policy, including, but not limited to:

- A description of how remuneration and benefits are calculated;
- The identities of persons responsible for awarding the remuneration; and
- The composition of the remuneration committee.

Alternatively, a paper copy can be obtained from our customer relations department free of charge on +352 2605 9944.

4.3 Investment Manager

The Management Company has appointed M&G Investment Management Limited as investment manager to manage and invest the assets of the Sub-Funds pursuant to their respective investment objectives and policies.

M&G Investment Management Limited was incorporated in London on 5 August 1968, with the registered number 936683, and is wholly owned by M&G FA Limited. It is authorised and regulated by the Financial Conduct Authority (FCA) and is registered under FCA number 119328.

The focus of M&G Investment Management Limited Fixed Income division lies in public and private debt, including alternative credit products, leveraged, property and infrastructure finance as well as a complete range of pooled funds which are used to construct solutions for both defined benefit and defined contribution pension schemes and other Institutional clients.

Pursuant to the Investment Management Agreement and this Prospectus, the Investment Manager has discretion, on a day-to-day basis and subject to the oversight and control of the Management Company and the Board of Directors, to purchase and sell securities and otherwise to manage the Sub-Funds' portfolios. The Investment Manager may appoint sub-investment managers from time to time to provide portfolio management services in respect of the investments of any Sub-Fund. The Investment Manager, in the execution of its duties and the exercise of its powers, shall be responsible for ensuring that each Sub-Fund complies with its investment policy and restrictions.

The Investment Manager will not be responsible for any loss to the assets and investments of the Fund as are at any time allocated by the Management Company to the Investment Manager for discretionary investment management howsoever arising, except to the extent that such loss is due to the Investment Manager's negligence, wilful default or fraud or that of any of its directors or employees.

Under the Investment Management Agreement the Management Company agrees to indemnify the Investment Manager and the directors, officers and employees of the Investment Manager from and against any and all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Investment Manager in its capacity as investment manager of the assets and investments of the Fund as are at any time allocated by the Management Company to the Investment Manager for discretionary investment management other than those resulting from the negligence, wilful default or fraud on its or their part.

The Investment Management Agreement may be terminated by one party giving to the other party not less than three months' written notice. The Investment Management Agreement may also be terminated immediately by notice in writing by either party (the "notifying party"), if the other party shall commit any material breach of its obligations under the Investment Management Agreement and, if such breach is capable of being made good, shall fail to make good such breach within 14 days of receipt of written notice from the notifying party requiring it so to do. The Investment Management Agreement may also be terminated by the Management Company with immediate effect when this is deemed by the Management Company to be in the best interests of the Shareholders.

With the prior consent of the Fund and the Management Company, the Investment Manager may delegate its investment management function for a particular Sub-Fund to a sub-investment manager, as specified in the relevant Supplement.

The Investment Manager may also appoint one or more of its affiliates to provide dealing services in respect of a Sub-Fund.

4.4 Depositary and Paying Agent, Administrative Agent, Registrar and Transfer Agent

4.4.1 General

The Fund has appointed State Street Bank International GmbH acting through its Luxembourg Branch as the depositary of all of the Fund's assets.

State Street Bank International GmbH is a limited liability company organized under the laws of Germany, having its registered office at Brienner Str. 59, 80333 München, Germany and registered with the commercial register court, Munich under number HRB 42872. It is a credit institution supervised by the European Central Bank (ECB), the German Federal Financial Services Supervisory Authority (BaFin) and the German Central Bank. State Street Bank International GmbH, Luxembourg Branch is authorized by the CSSF in Luxembourg to act as depositary and is specialized in depositary, fund administration, and related services. State Street Bank International GmbH, Luxembourg Branch is registered in the Luxembourg Commercial and Companies' Register (RCS) under number B 148 186. State Street Bank International GmbH is a member of the State Street group of companies having as their ultimate parent State Street Corporation, a US publicly listed company.

4.4.2 Appointment

The appointment of the Depositary has been made under an agreement between the Fund and the Depositary effective as from 12 February 2018 (the "Depositary Agreement").

The Depositary is appointed to act as depositary of all of the Fund's assets, including its cash, securities and other assets, which will be held either directly by the Depositary or through other financial institutions such as correspondent banks, subsidiaries or affiliates of the Depositary.

The Depositary is entrusted with the safe-keeping of the Fund's assets including its cash and securities. All financial instruments that can be held in custody are registered in the Depositary's books within segregated accounts, opened in the name of the Fund, in respect of each Sub-Fund. For assets other than financial instruments and cash, the Depositary must verify the ownership of such assets by the Fund in respect of each Sub-Fund. Furthermore, the Depositary shall ensure that the Fund's cash flows are properly monitored.

The Depositary has been entrusted with the following main functions:

- (a) ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the Articles of Incorporation of the Fund;
- (b) ensuring that the value of the Shares is calculated in accordance with applicable law and with the Articles of Incorporation of the Fund;
- (c) carrying out the instructions of the Board of Directors or the Management Company (as the case may be), unless they conflict with applicable law and the Articles of Incorporation of the Fund;
- (d) ensuring that in transactions involving the assets of the Fund any consideration is remitted within the usual time limits;
- (e) ensuring that the income of the Fund is applied in accordance with applicable law and the Articles of Incorporation of the Fund;
- (f) monitoring of the Fund's cash and cash flows; and
- (g) safe-keeping of the Fund's assets, including the safekeeping of financial instruments to be held in custody and ownership verification and record keeping in relation to other assets.

4.4.3 Depositary's liability

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

In the event of a loss of a financial instrument held in custody, determined in accordance with the Law of 2010, and in particular Article 18 of the Commission Delegated Regulation No 2016/438, the Depositary shall return financial instruments of identical type or the corresponding amount to the Fund without undue delay.

The Depositary shall not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary pursuant to the Law of 2010.

In case of a loss of financial instruments held in custody, the Shareholders may invoke the liability of the Depositary directly or indirectly through the Fund provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders.

The Depositary will be liable to the Fund and the Shareholders for all other losses suffered by them arising as a result of the Depositary's (or its delegate's or agent's) fraud, negligent or intentional failure to properly fulfil its obligations pursuant to the Law of 2010 or the Depositary Agreement.

The Depositary shall not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

4.4.4 Delegation

The Depositary has full power to delegate the whole or any part of its safe-keeping functions but its liability will not be affected by the fact that it has entrusted to a third party some or all of the assets in its safekeeping. The Depositary's liability shall not be affected by any delegation of its safe-keeping functions under the Depositary Agreement.

The Depositary has delegated those safekeeping duties set out in Article 18(4) of the Law of 2010 to State Street Bank and Trust Company with registered office at Copley Place, 100, Huntington Avenue, Boston, Massachusetts 02116, USA, whom it has appointed as its global sub-custodian. State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network.

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates is available at the registered office of the Fund or at the following internet site: <http://www.statestreet.com/about/office-locations/luxembourg/subcustodians.html>

4.4.5 Termination

The Fund and the Depositary may terminate the Depositary Agreement on six (6) months prior written notice provided that no such notice shall take effect until the appointment of a successor to the Depositary. The Depositary Agreement may also be terminated on shorter notice in certain circumstances. The Depositary shall take all necessary steps to ensure the good preservation of the interests of the Shareholders of the Fund and allow the transfer of all assets of the Fund to the succeeding depositary.

4.4.6 Indemnity

To the extent permitted under applicable law, the Fund undertakes to hold harmless and indemnify the Depositary against all liabilities directly suffered or incurred by the Depositary by reason of the proper performance of the Depositary's duties under the terms of the Depositary Agreement save where any such liabilities arise as a result of the Depositary's breach of the Depositary Agreement or the negligence, fraud, bad faith, wilful default or recklessness of the Depositary or its agent and/or delegate or the loss of financial instruments held in custody or in the event such indemnification would be contrary to the mandatory provisions in the Law of 2010 in relation to an agent or delegate that is an affiliate, to the extent the Depositary is liable to the Fund in relation to such agent or delegate under the Depositary Agreement.

Conflicts of interest

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates engage in activities under the Depositary Agreement or under separate contractual or other arrangements. Such activity may include:

- (i) providing nominee, administration, registrar and transfer agency, research, investment management, financial advice and/or other advisory services to the Fund;
- (ii) engaging in banking, sales and trading transactions including foreign exchange derivative, principal lending, broking, market making or other financial transactions with the Fund either as principal and in the interests of itself, or for other clients.

In connection with the above activities the Depositary or its affiliates:

- (i) will seek to profit from such activities and are entitled to receive and retain any profits or compensation in any form and are not bound to disclose to, the Fund, the nature or amount of any such profits or compensation including any fee, charge, commission, revenue share, spread, mark-up, mark-down, interest, rebate, discount, or other benefit received in connection with any such activities;
- (ii) may buy, sell, issue, deal with or hold, securities or other financial products or instruments as principal acting in its own interests, the interest of its affiliates or for its other clients;
- (iii) may trade in the same or opposite direction to the transactions undertaken, including based upon information in its possession that is not available to the Fund;
- (iv) may provide the same or similar services to other clients including competitors of the Fund;
- (v) may be granted creditors' rights by the Fund which it may exercise.

The Fund may use an affiliate of the Depositary to execute foreign exchange, spot or swap transactions for the account of the Fund. In such instances the affiliate shall be acting in a principal capacity and not as a broker, agent or fiduciary of the Fund. The affiliate will seek to profit from these transactions and is entitled to retain and not disclose any profit to the Fund. The affiliate shall enter into such transactions on the terms and conditions agreed with the Fund.

Where cash belonging to the Fund is deposited with an affiliate being a bank, a potential conflict arises in relation to the interest (if any) which the affiliate may pay or charge to such account and the fees or other benefits which it may derive from holding such cash as banker and not as trustee.

The Investment Manager, the Management Company or the Fund may also be a client or counterparty of the Depositary or its affiliates.

Potential conflicts that may arise in the Depositary's use of sub-custodian include four broad categories:

- (1) conflicts from the sub-custodian selection and asset allocation among multiple sub-custodians influenced by (a) cost factors, including lowest fees charged, fee rebates or similar incentives and (b) broad two-way commercial relationships in which the Depositary may act based on the economic value of the broader relationship, in addition to objective evaluation criteria;
- (2) sub-custodians, both affiliated and non-affiliated, act for other clients and in their own proprietary interest, which might conflict with clients' interests;
- (3) sub-custodians, both affiliated and non-affiliated, have only indirect relationships with clients and look to the Depositary as its counterparty, which might create incentive for the Depositary to act in its self-interest, or other clients' interests to the detriment of clients; and
- (4) sub-custodians may have market-based creditors' rights against client assets that they have an interest in enforcing if not paid for securities transactions.

The Depositary has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks. The system of internal controls, the different reporting lines, the allocation of tasks and the management reporting allow potential conflicts of interest and the depositary issues to be properly identified, managed and monitored. Additionally, in the context of the Depositary's use of sub-custodians, the Depositary imposes contractual restrictions to address some of the potential conflicts and maintains due diligence and oversight of sub-custodians to ensure a high level of client service by those agents. The Depositary further provides frequent reporting on clients' activity and holdings, with the underlying functions subject to internal and external control audits. Finally, the Depositary internally separates the performance of its custodial tasks from its proprietary activity and follows a standard of conduct that requires employees to act ethically, fairly and transparently with clients.

Up-to-date information on the Depositary, its duties, any conflicts that may arise, the safe-keeping functions delegated by the Depositary, the list of delegates, and any conflicts of interest that may arise from such a delegation will be made available to Shareholders on request.

State Street Bank International GmbH acting through its Luxembourg Branch has also been appointed by the Management Company as the administrative agent and registrar and transfer agent of the Fund and as the listing agent and paying agent of the Fund. In its capacity as administrative agent, State Street Bank International GmbH, Luxembourg Branch is responsible for the general administrative functions required by law, is in charge of the calculation of the NAV of each Sub-Fund and the maintenance of the accounting records. The Depositary has implemented appropriate segregation of activities between the depositary and the administration/registrar and transfer agency services, including escalation processes and governance. In addition, the depositary function is hierarchically and functionally segregated from the administration and registrar and transfer agency services business unit.

In its capacity as registrar and transfer agent, State Street Bank International GmbH, Luxembourg Branch is responsible for processing the issue, redemption, conversion and transfer of Shares on behalf of the Fund, as well as for maintaining the register of Shareholders.

In its capacity as paying agent of the Fund, State Street Bank International GmbH, Luxembourg Branch has the obligation to pay out distributions, if any, for Shares.

4.5 Distributor

M&G International Investments S.A.

M&G International Investments S.A. is the distributor of Shares.

Under the terms of the Distribution Agreement, the Distributor has the power to appoint sub-distributors, subject to the consent of the Management Company.

The Distributor will at all times comply with any obligations imposed by the applicable laws and regulations with respect to money laundering prevention and, in particular, with CSSF Regulation 12-02 as amended by CSSF Regulation 20-05.

5 The Shares

1. **Subscription for Shares**
2. **Class Description, Availability of Shares, Minimum Subscription and Holding Amounts**
3. **Conversion of Shares**
4. **Redemption of Shares**
5. **Transfer of Shares**
6. **Distribution Policy**
7. **Structured Products**
8. **Late Trading and Market Timing**
9. **Data Protection**

Subject to the restrictions described below, Shares of each Class of each Sub-Fund are freely transferable and are each entitled to participate equally in the profits and liquidation proceeds attributable to that Class. The rules governing such allocation are set forth below. The Shares, which are of no par value and which must be fully paid upon issue, carry no preferential or pre-emptive rights, and each Share entitles its holder to one vote at all general meetings of Shareholders and at all meetings of the Sub-Fund in which Shares are held. Shares redeemed by the Fund become null and void.

The Board of Directors may restrict or prevent the legal or beneficial ownership of Shares or prohibit certain practices as disclosed in this Prospectus (see also 5.7 “Structured Products” and 5.8 “Late Trading and Market Timing”) by any person, firm or corporation, if such ownership is against the interests of the Fund or of the majority of Shareholders or of any Sub-Fund or Class therein. Where it appears to the Board of Directors that a person who is precluded from holding Shares, either alone or in conjunction with any other person, is a beneficial owner of Shares, the Fund may proceed to the compulsory redemption of all Shares so owned.

The Shares are available in registered form only and will be issued without certificates.

5.1 Subscription for Shares

Applications for subscriptions for Shares of each Sub-Fund must be submitted by 11.00 (Luxembourg time) on the Valuation Day for the relevant Sub-Fund in order for such applications to be processed, if accepted, on the basis of the NAV per Share for that Valuation Day. Applications for subscriptions received after such time will be dealt with on the next Valuation Day. The NAV per Share for that Valuation Day is unknown to the investors when they place their subscription orders.

Applications for subscriptions for Shares should be sent to the Registrar and Transfer Agent.

The initial offering period as well as the initial price per Share on such day for each newly created or activated Class or Sub-Fund will be determined by the Board of Directors and will be available at the office of the Administrative Agent. The relevant Supplements will be updated as new Classes or Sub-Funds become available.

The Board of Directors may fix minimum initial investment amounts for each Class which, if applicable, are detailed in Section 5.2. These minimum initial investment amounts may be waived or decreased as described in more detail in Section 5.2.

Shares of each Class of a Sub-Fund shall be allotted at the NAV per Share of such Class determined on the applicable Valuation Day, plus any applicable initial sales charges. An initial sales charge as disclosed in the relevant Sub-Fund Supplement may be applied to the investment amount or it may be waived in whole or in part at the discretion of the Distributor, with the consent of the Board of Directors.

Applications for shares can be made either in cash amount or in number of Shares.

As soon as the price at which the Shares are to be issued has been calculated, the Registrar and Transfer Agent will notify the purchaser of the total amount to be paid, including any applicable initial sales charges, in respect of the Shares subscribed for. Payment for Shares must be received by the Registrar and Transfer Agent, in a currency in which the relevant Class is available, no later than two (2) Business Days following the applicable Valuation Day. The currencies in which a Class of a Sub-Fund is available are indicated in the Supplement of the relevant Sub-Fund.

If the payment has not been received by that date or has been received thereafter, the application for Shares may be rejected, and any allocation of Shares made on the basis of the application request may be cancelled. In such case, the Registrar and Transfer Agent will inform the investor that the application has been rejected, that the funds received (if

any) after the relevant date will be returned to the investor and that any loss resulting from a cancellation of an application request will be borne by the relevant investor.

The Board of Directors may, if a prospective investor requests, satisfy any application for subscription of Shares in kind. The nature and type of assets to be accepted in any such case shall be determined by the Board of Directors and must correspond to the investment policy of the Sub-Fund being invested in. In accepting or rejecting such a contribution at any given time, the Board of Directors shall take into account the interest of other investors of the Sub-Fund and the principle of fair treatment. Any contribution in kind will be valued independently in a special report issued by the Auditor or any other independent auditor (*réviseur d'entreprises agréé*) agreed by the Fund. The Fund and the contributing investor will agree on specific settlement procedures. The costs of any such transfer, including the production of any necessary valuation report, shall be borne by the prospective investor requesting the transfer or by such other third party as agreed by the Fund.

The Board of Directors reserves the right to accept or refuse any application in whole or in part at its discretion. The Fund may also limit the distribution of Shares of a Class or Sub-Fund to certain countries. The issue of Shares of a Class shall be suspended whenever the determination of the NAV per Share of such Class is suspended by the Fund (see "General Information - Temporary Suspension of Determination of the Net Asset Value, Issues, Redemptions and Conversions").

A Sub-Fund or Share Class may be closed totally or partially to new subscriptions or transfers in (but not to redemptions or transfers out of it) if, in the opinion of the Board of Directors, this is necessary to protect the interests of existing Shareholders.

One such circumstance would be where the Sub-Fund or Share Class has reached a size such that the capacity of the market and/or the capacity of the Investment Manager has been reached, and where to permit further inflows would be detrimental to the performance of the Sub-Fund. Where any Sub-Fund or Share Class is materially capacity constrained in the opinion of the Board of Directors, the Sub-Fund or Share Class may be closed to new subscriptions or transfers in without notice to Shareholders.

Details of Sub-Funds and Share Classes which are closed to new subscriptions and transfers in will be provided in the annual report including the audited financial statements and in the half-yearly report including the unaudited financial statements.

Where any type of closure to new subscriptions or transfers in occurs, the website of the Investment Manager will be amended to indicate the change in status of the applicable Sub-Fund or Share Class. Shareholders and potential investors should confirm with the Investment Manager or the Transfer Agent or check the website for the current status of the relevant Sub-Fund or Share Class.

Once closed, a Sub-Fund or Share Class will not be re-opened until, in the opinion of the Board of Directors, the circumstances which required closure no longer prevail.

The Fund, the Management Company and the Administrative Agent will at all times comply with any obligations imposed by any applicable laws, rules and regulations with respect to anti-money laundering, as such laws, rules and regulations may be amended or replaced from time to time, and will furthermore adopt procedures designed to ensure, to the extent applicable, that the Fund complies with the foregoing laws, rules and regulations.

With respect to anti-money laundering requirements, application forms for Shares must be accompanied by a true copy certified by a competent authority (such as an embassy, consulate, notary or police commissioner) of the subscriber's identity card or passport for individuals, or by a copy of the Articles of Incorporation (or the comparable constituting document) and extract of the trade register for corporate entities, in the following cases:

1. if the application is made directly to the Registrar and Transfer Agent;
2. if the application is made via a professional of the financial sector residing in a country which is not required to follow an identification procedure equivalent to the standards applicable in Luxembourg relating to the prevention of the use of the financial system for money-laundering purposes; or
3. if the application is made via a subsidiary or branch whose parent company is required to follow an identification procedure equivalent to that required by Luxembourg law, if the law governing the parent company does not oblige it to ensure that the said procedure is followed by its subsidiaries and branches.

Moreover, the Fund is legally responsible for identifying the origin of monies transferred to or from the Fund. Subscriptions and payment of redemption proceeds may be temporarily suspended until such monies or the identity of the relevant Shareholder has been correctly identified.

It is generally accepted that financial sector professionals resident (i) in a member state of the European Economic Area or (ii) of the European Union are deemed to have an identification obligation equivalent to that required by Luxembourg law.

In relation to an application for redemption or transfer of Shares, the Fund, the Management Company and/or the Registrar and Transfer Agent may require at any time such documentation as it/they deem appropriate. Failure to provide such information in a form which is satisfactory to the Fund, the Management Company and/or the Registrar and Transfer Agent, as applicable, may result in an application for redemption or transfer not being processed.

Confirmation of completed subscriptions will be mailed at the risk of the investor, to the address indicated in his, her or its application within ten (10) Business Days following the issue of the Shares.

The Fund and/or the Management Company may enter into agreements with certain distributors pursuant to which the distributors agree to act as or appoint nominees for investors subscribing for Shares through their facilities (distribution and nominee agreements). In such capacity, the distributor may effect subscriptions, conversions and redemptions of Shares in nominee name on behalf of investors, and request the registration of such operations on the register of shareholders of the Fund in such nominee name. Each nominee/distributor maintains its own records and provides the investor with individualized information as to its holdings of Shares in the Fund.

5.2 Class Description, Availability of Shares, Minimum Subscription and Holding Amounts

Currently, Shares including the designation “Class A”, “Class AI”, “Class B”, “Class BI”, “Class DI”, “Class E”, “Class EI”, “Class F”, “Class L”, “Class LI”, “Class P”, “Class Q”, “Class QI”, “Class W”, or “Class WI”, are available for issue. Each Share Class, where available, may also have different distribution policies as described under Section 5.6 of the Prospectus headed “Distribution Policy”. Where a Share Class is accumulating in nature it will be identified by a suffix to the Share Class name “(Acc)” and where it is distributing in nature it will be identified by a suffix to the Share Class name “(Dist)”.

Each Share Class, where available, may be offered in the relevant Sub-Fund Reference Currency, or may be denominated in any other currency, and such currency denomination will be represented as a suffix to the Share Class name. Share Classes may be available in the following currencies: EUR, GBP, USD, CHF, JPY, SGD, SEK, CAD or any such other currency as the Board of Directors may decide to issue.

For information on the Share Classes currently being issued for each Sub-Fund, please refer to the M&G website.

Shareholders may also request the information from the Management Company, the Fund’s registered office, the Administrative Agent or the Distributor.

For information on the eligibility of investors for each Share Class, please refer to the table below and to the relevant Sub-Fund Supplement.

Each Share Class may be currency hedged or unhedged. Where a Share Class is currency hedged the suffix to the Share Class name will depend on the underlying currency profile of the Sub-Fund. For Sub-Funds which seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, these will be denoted with the suffix “(Currency Hedged)”. For Sub-Funds which do not seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, these will be denoted with the suffix “(NAV Hedged)”. Provision is made for the amount of hedging to be between 95% and 105% of the Net Asset Value of the Currency Hedged Share Class, although changes in the market value of the portfolio as well as subscriptions and redemptions in the Currency Hedged Share Class, can result in the hedging temporarily exceeding the aforementioned range. However, in such circumstances the Fund and the Management Company will take the necessary steps to bring the hedging back within such limits. Shareholders should refer to Section 11 “Risk Factors” for more information on the risks relating to Currency Hedged Share Classes.

Minimum Initial Investment and Subsequent Subscription Amounts, and Minimum Holding Amounts

For information on the Initial Offer Price, Minimum Initial Investment and Minimum Holding Amounts per Share Class please refer to the table below.

Class	Eligible Investors	Initial Offer Price, Minimum Initial Investment and Minimum Holding Amounts		
		Initial Offer Price	Minimum Initial Investment	Minimum Holding Amount
Class A / AI	<p>Available to investors who:</p> <ul style="list-style-type: none"> a. are pension funds, insurance companies, sovereign wealth funds, government and local authorities, member schemes, charities and foundations, financial, commercial or industrial groups, or holding companies or similar structures which have a real substance and have been put into place for the management of their own significant financial interests and to Collective Investment Schemes managed by the Investment Manager (or by an affiliate); and b. meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time. 	EUR 100	EUR 1,000,000	EUR 1,000,000
Class B / BI	<p>Available to investors who:</p> <ul style="list-style-type: none"> a. are pension funds, insurance companies, sovereign wealth funds, government and local authorities, member schemes, charities and foundations, financial, commercial or industrial groups, or holding companies or similar structures which have a real substance and have been put into place for the management of their own significant financial interests and to Collective Investment Schemes managed by the Investment Manager (or by an affiliate); and b. meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time. <p>An investor seeking to invest in Class B / BI Shares will be permitted to invest for amounts less than the Minimum Initial Investment and the Minimum Holding Amount where such investor is affiliated (to the reasonable satisfaction of the Board of Directors or the Management Company on terms consistently applied which shall include, for the avoidance of doubt, being commonly managed on a full discretionary basis by the same investment manager or its affiliates) to one or more</p>	EUR 100	EUR 175,000,000	EUR 175,000,000

	investors which is / are investing at the same time or which has / have already invested in the Fund and where the cumulative amounts invested in Shares of the Sub-Fund by the affiliated entities' investors satisfy the respective minimum amounts for Class B / BI.			
Class DI	<p>Available to investors who:</p> <ul style="list-style-type: none"> a. are pension funds, insurance companies, sovereign wealth funds, government and local authorities, member schemes, charities and foundations, financial, commercial or industrial groups, or holding companies or similar structures which have a real substance and have been put into place for the management of their own significant financial interests and to Collective Investment Schemes managed by the Investment Manager (or by an affiliate); and b. meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time. <p>An investor seeking to invest in Class DI Shares will be permitted to invest for amounts less than the Minimum Initial Investment and the Minimum Holding Amount where such investor is affiliated (to the reasonable satisfaction of the Board of Directors or the Management Company on terms consistently applied which shall include, for the avoidance of doubt, being commonly managed on a full discretionary basis by the same investment manager or its affiliates) to one or more investors which is / are investing at the same time or which has / have already invested in the Fund and where the cumulative amounts invested across in Shares of the Sub-Fund by the affiliated entities' investors satisfy the respective minimum amounts for Class DI.</p>	EUR 100	EUR 50,000,000	EUR 50,000,000
Class E	Available to certain investors, approved by the Board of Directors, who subscribe within a certain period of the launch date of the Sub-Fund and who meet the minimum investment criteria. This Share Class will be offered for a restricted time only. Any investors who have acquired access to this Share Class can continue investing in this Share Class even after the end of the restricted time period.	EUR 100	EUR 1,000,000	EUR 1,000,000

Class EI	<p>Available to certain investors, approved by the Board of Directors, who:</p> <ul style="list-style-type: none"> a. are pension funds, insurance companies, sovereign wealth funds, government and local authorities, member schemes, charities and foundations, financial, commercial or industrial groups, or holding companies or similar structures which have a real substance and have been put into place for the management of their own significant financial interests and to Collective Investment Schemes managed by the Investment Manager (or by an affiliate); and b. meet the definition of “Institutional Investor” as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time; and c. subscribe within a certain period of the launch date of the Sub-Fund. <p>Any investors who have acquired access to this Share Class can continue investing in this Share Class even after the end of the restricted time period.</p>	EUR 100	EUR 1,000,000	EUR 1,000,000
Class F	<p>Available to certain investors, approved by the Board of Directors, who subscribe within a certain period of the launch date of the Sub-Fund and who meet the minimum investment criteria. This Share Class will be offered for a restricted time only. Any investors who have acquired access to this Share Class can continue investing in this Share Class even after the end of the restricted time period.</p>	EUR 100	EUR 1,000,000	EUR 1,000,000
Class L	<p>Available to certain investors, approved by the Board of Directors, who subscribe within a certain period of the launch date of the Sub-Fund and who meet the minimum investment criteria. This Share Class will be offered for a restricted time only. Any investors who have acquired access to this Share Class can continue investing in this Share Class even after the end of the restricted time period.</p> <p>Available to investors who are either:</p> <ul style="list-style-type: none"> a. Eligible Counterparties, within the meaning of article 30 of MiFID II, investing for their own account; b. other Collective Investment Schemes; or c. distributors, platforms and other intermediaries who operate fee based arrangements with their 	EUR 100	EUR 1,000,000	EUR 1,000,000

	clients to provide advisory or discretionary portfolio management services, and do not receive any fee rebates from the Investment Manager. For their clients, the Minimum Initial Investment and the Minimum Holding Amount specified above will not apply.			
Class LI	Available to certain investors, approved by the Board of Directors, who subscribe within a certain period of the launch date of the Sub-Fund, who meet the minimum investment criteria and who meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time. This Share Class will be offered for a restricted time only. Any investors who have acquired access to this Share Class can continue investing in this Share Class even after the end of the restricted time period.	EUR 100	EUR 1,000,000	EUR 1,000,000
Class P	Available to distributors, platforms and other intermediaries who meet the eligibility and minimum investment criteria.	EUR 100	EUR 1,000	EUR 1,000
Class Q	<p>Available to:</p> <ul style="list-style-type: none"> Eligible Counterparties within the meaning of article 30 of MiFID II, investing for their own account. Other Collective Investment Schemes. Distributors or other intermediaries, who operate fee based arrangements with their clients to provide advisory or discretionary portfolio management services and do not receive any fee rebates from the Management Company. Companies which the Management Company deems to be associate companies and other investors which have an agreement with the Management Company. <p>The Management Company shall not pay any fee rebates on the Class Q Shares to investors. Such investors will only be able to invest in Class Q Shares if they:</p> <ul style="list-style-type: none"> have entered into a specific prior written agreement with the Management Company (where the Class Q Shares are held via an Intermediate Shareholder, the end investor must have entered into such agreement with the Management Company); and have a significant investment in the relevant Sub-Fund as determined on 	EUR 100	EUR 200,000,000	EUR 200,000,000

	<p>a case-to-case basis by the Management Company.</p> <p>Where an investor's assets in Share Class Q fall below a level of significance determined solely by the Management Company, the Management Company may then reject any new subscriptions in the Class Q Shares.</p> <p>Investors who held class Q Shares prior to 1st October 2021 but no longer comply with the minimum initial investment and minimum holding amount applicable as at the date of this Prospectus, can continue to hold such Shares and are authorised to apply for additional subscriptions in Class Q Shares which they hold. Changes to such arrangements will revert to the terms detailed above.</p>			
Class QI	<p>Available to investors who meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time, and who:</p> <ul style="list-style-type: none"> • have entered into a specific prior written agreement with the Management Company (where the Class QI shares are held via an Intermediate Shareholder, the end investor must have entered such agreement with the Management Company); and • have a significant investment in the relevant Sub-Fund as determined on a case-to-case basis by the Management Company. <p>Where an Institutional Investor's assets in the Class QI Shares fall below a level of significance determined solely by the Management Company, the Management Company may then reject any new subscriptions in the Class QI Shares.</p> <p>Existing Shareholders in the Class QI Shares, who held such Shares as at 30th September 2021 but no longer comply with the foregoing, can continue to hold such Shares and will be able to apply for additional subscriptions in Class QI Shares which they hold. Changes to such arrangements will revert to the terms detailed above.</p>	EUR 100	EUR 200,000,000	EUR 200,000,000
Class W	<p>Available to investors who are either:</p> <ol style="list-style-type: none"> a. Eligible Counterparties, within the meaning of article 30 of MiFID II, investing for their own account; b. other Collective Investment Schemes; or 	EUR 100	EUR 500,000	EUR 500,000

	c. distributors, platforms and other intermediaries who operate fee based arrangements with their clients to provide advisory or discretionary portfolio management services, and do not receive any fee rebates from the Investment Manager. For their clients, the Minimum Initial Investment and the Minimum Holding Amount specified above will not apply.			
Class WI	Available to investors who meet the definition of "Institutional Investor" as defined in the Law of 2010 and by guidelines or recommendations issued by the CSSF from time to time.	EUR 100	EUR 500,000	EUR 500,000

Where a Share Class is offered in another currency, the Benchmark may also be denominated or hedged into the relevant Share Class Reference Currency. For any GBP, USD, or CHF Share Classes offered, the Initial Offer Price, the Minimum Initial Investment and the Minimum Holding Amount will be the same as the stated EUR amounts. For any JPY Share Classes, the Initial Offer Price will be 100 times the stated EUR amounts, and the Minimum Initial Investment and the Minimum Holding Amount will be 150 times the stated EUR amounts. For any SGD or CAD Share Classes, the Initial Offer Price will be the same as the stated EUR amounts, and the Minimum Initial Investment and the Minimum Holding Amount will be 2 times the stated EUR amounts. For any SEK Share Classes, the Initial Offer Price, the Minimum Initial Investment and the Minimum Holding Amount will be 10 times the stated EUR amounts. The Board of Directors may reduce or waive the Minimum Initial Investment and / or the Minimum Holding Amount and / or vary the Availability of Shares terms in its sole discretion.

Charges

Details of the Annual Charge and any applicable Initial Sales Charge can be found in the relevant Sub-Fund Supplement. Shareholders should also refer to Section 6.6 "Net Asset Value Adjustment ("Swing Pricing")".

5.3 Conversion of Shares

Subject to any suspension of the determination of the NAV, Shareholders have the right to convert all or some of their Shares of any Class of a Sub-Fund into Shares of the same Class in another Sub-Fund or into Shares of another existing Class of that same or another Sub-Fund by applying for conversion in the same manner as for the issue of Shares. However, the right to convert Shares is subject to compliance with any conditions (including any minimum initial investment amounts) applicable to the Class into which the conversion is to be effected. Therefore, if, as a result of a conversion, the value of a Shareholder's holding in the new Class would be less than the minimum initial investment amount specified in the Supplement of the relevant Sub-Fund, where appropriate, the Board of Directors may decide not to accept the request for conversion of the Shares. In addition, if, as a result of a conversion, the value of a Shareholder's holding in the original Class would become less than the relevant minimum initial investment amount, the Shareholder may be deemed (if the Board of Directors so decides) to have requested the conversion of all of his, her or its Shares.

Conversion requests received in good order by 11.00 (Luxembourg time) on the Valuation Day will be processed on that Valuation Day. Conversion requests received after such time will be deferred to the next Valuation Day in the same manner as for the issue and redemption of Shares. The NAV per Share for that Valuation Day is unknown to the investors when they place their conversion orders.

The number of Shares issued upon a conversion will be based upon the respective NAVs of the two Classes as of the applicable Valuation Day.

The rate at which all or some of the Shares of a Sub-Fund or Class (the “original Sub-Fund/Class”) are converted into Shares of another Sub-Fund or Class (the “new Sub-Fund/Class”) is determined on the basis of the following formula:

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

- A is the number of Shares to be allocated in the new Sub-Fund/Class
- B is the number of Shares to be converted in the original Sub-Fund/Class
- C is the NAV on the applicable Valuation Day of the Shares to be converted in the original Sub-Fund/Class
- D is the exchange rate applicable on the effective transaction day for the currencies of the two Sub-Funds/Classes
- E is the NAV on the applicable Valuation Day of the Shares to be allocated in the new Sub-Fund/Class

After the conversion, the Registrar and Transfer Agent will inform the Shareholders as to the number of new Shares acquired as a result of the conversion, as well as the NAV of the new Shares.

A conversion charge of up to 1% of the conversion amount may be applied at the discretion of the Board of Directors, provided however that equal treatment of all Shareholders is being observed by applying the same percentage to all conversion orders received for the same Valuation Day. Such conversion charge will be payable to the Management Company. The conversion charge (if any) will be applied for the benefit of the Classes or Sub-Funds between which the conversion is effected, as appropriate, to cover the costs of transactions arising from the conversion.

Additionally, if the Fund receives individual and/or aggregate redemption and/or conversion requests for a withdrawal of more than 10% of the total number of the issued and outstanding Shares for any Sub-Fund on a Valuation Day, the Board of Directors may decide, without Shareholder approval, to (i) postpone the requests for a maximum period of ten (10) Business Days; (ii) defer settlement of the requests for a maximum period of one calendar month; or (iii) postpone the processing of requests for a maximum period of ten (10) Business Days and defer settlement of the requests for a maximum period of one calendar month. In all cases, the maximum period between the receipt of a properly documented redemption or conversion request and the settlement will be for such period as the Board of Directors considers to be in the best interests of the applicable Sub-Fund but shall not exceed one calendar month.

Conversions of Shares of a Sub-Fund shall be suspended whenever the determination of the NAV per Share of such Sub-Fund is suspended by the Board of Directors (see “General Information - Temporary Suspension of Determination of the Net Asset Value, Issues, Redemptions and Conversions”).

5.4 Redemption of Shares

Any Shareholder may apply for redemption of his, her or its Shares in part or in whole on any Valuation Day. Applications for redemptions must include (i) the cash amount the Shareholder wishes to redeem, or (ii) the number of Shares the Shareholder wishes to redeem. In addition, the application must include the Shareholder’s personal details and account number. Failure to provide any of this information may result in a delay whilst verification is being sought. Valid written redemption applications should be received in good order by the Registrar and Transfer Agent by 11.00 (Luxembourg time) on the relevant Valuation Day. The NAV per Share for that Valuation Day is unknown to the Shareholders when they place their redemption orders.

Redemptions shall be effected at the NAV per Share of the relevant Class determined on the applicable Valuation Day.

Each redemption payment in respect of any Shares may be made in the same currency as the subscription payment for such Shares or another currency offered by the Sub-Fund and as specified in the Supplement of the relevant Sub-Fund. The Depositary will issue payment instructions to its correspondent bank for payment, normally no later than two (2) Business Days following the applicable Valuation Day.

Shares of all Classes of Shares of all Sub-Funds may be redeemed without charge.

If, as a result of a redemption, the value of a Shareholder’s holding in a Class of a Sub-Fund falls below the relevant minimum initial investment amount, that Shareholder may be deemed (if the Board of Directors so decides) to have requested redemption of all of his, her or its Shares in that Class.

Shareholders are required to notify the Registrar and Transfer Agent immediately in the event that they (i) are or become United States Persons; (ii) hold Shares for the account or benefit of United States Persons; (iii) otherwise hold Shares in breach of any law or regulation; or (iv) otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences to the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund. If the

Board of Directors becomes aware that a Shareholder (a) is a United States Person or is holding Shares for the account of a United States Person, or (b) is holding Shares in breach of any law or regulation or otherwise in circumstances having, or which may have, adverse regulatory, tax or fiscal consequences to the Fund or the Shareholders or otherwise be detrimental to the interests of the Fund, the Board of Directors may redeem the Shares in accordance with the provisions of the Articles of Incorporation.

The Board of Directors may decide with the agreement of the Shareholder(s) that may be affected that settlement may be deferred for redemption or conversion requests for a period of time to be agreed upon with the affected Shareholder(s).

If the Fund receives individual and/or aggregate redemption and/or conversion requests for a withdrawal of more than 10% of the total number of the issued and outstanding Shares for any Sub-Fund on a Valuation Day, the Board of Directors may decide, without Shareholder approval, to (i) postpone the requests for a maximum period of ten (10) Business Days; (ii) defer settlement of the requests for a maximum period of one calendar month; or (iii) postpone the processing of requests for a maximum period of ten (10) Business Days and defer settlement of the requests for a maximum period of one calendar month. In all cases, the maximum period between the receipt of a properly documented redemption or conversion request and the settlement will be for such period as the Board of Directors considers to be in the best interests of the applicable Sub-Fund but shall not exceed one calendar month.

Redemption and/or conversion requests which have not been dealt with because of a postponement will be given priority on the next Valuation Day following such postponement, but within ten (10) Business Days of the receipt of such requests.

Redemption and/or conversion requests the settlement of which is deferred shall be paid in proportion to the value at the time of the relevant redemption and/or conversion requests. The settlement of these redemption and/or conversion requests will be met in priority to later requests.

The Board of Directors may, at its discretion and with the approval of the affected Shareholder(s), pay all or a portion of the redemption proceeds in investments owned by the relevant Sub-Fund. The nature and type of investments to be transferred in any such case shall be determined by the Board of Directors upon recommendation of the Investment Manager and with the consent of the Board of Directors on a fair and equitable basis, and without material prejudice to the interests of the remaining Shareholders. Any costs of such transfers shall be borne by the Shareholders benefiting from the redemption in kind, and the Shareholder additionally will bear the risks associated with the transfer of the investments.

The procedures relating to a postponement and/or deferral of settlement of redemption requests will not apply to redemption proceeds paid to Shareholders in the form of investments owned by the relevant Sub-Fund.

Redemption of Shares of a given Sub-Fund shall be suspended whenever the determination of the NAV per Share of such Sub-Fund is suspended by the Fund (see "General Information - Temporary Suspension of Determination of the Net Asset Value, Issues, Redemptions and Conversions").

From time to time, it may be necessary for the Fund to borrow, on a temporary basis, to fund redemptions. For restrictions applicable to the Fund's ability to borrow, see "Investment Restrictions" below.

5.5 Transfer of Shares

The transfer of registered Shares may normally be effected by delivery to the Registrar and Transfer Agent of an instrument of transfer in an appropriate form. On receipt of the transfer request, the Registrar and Transfer Agent may, after reviewing the endorsement(s), require that the signature(s) be guaranteed by an approved bank, stockbroker or public notary.

Shareholders are advised to contact the Registrar and Transfer Agent prior to requesting a transfer to ensure that they have all the correct documentation for the transaction.

5.6 Distribution Policy

Whether distribution Shares and/or accumulation Shares will be issued in relation to a particular Sub-Fund and the list of all available Share Classes will be available from the registered office of the Fund, the Management Company, the Administrative Agent or from the Distributor.

The Directors reserve the right to introduce a distribution policy that may vary between Sub-Funds and different Classes of Shares in issue. The distribution frequency of a Sub-Fund is indicated in each Supplement.

Accumulation Shares accumulate all earnings pertaining to the relevant Class for the benefit of the accumulation Shareholders, whereas distribution Shares may pay dividends to Shareholders.

The Directors will exercise their discretion to determine whether or not to declare a dividend in respect of Distribution Shares.

Dividends may be paid out of investment income, capital gains or capital at the discretion of the Directors. As dividends may be paid out of the capital of a Sub-Fund, there is a risk that capital will be eroded and "income" will be achieved by forgoing the potential for future capital growth of Shareholders' investments and the value of future returns may also be diminished. This cycle may continue until all capital is depleted (subject to the minimum Net Asset Value requirement detailed below). Dependent on investor jurisdiction, dividends paid out of capital may have different tax implications to dividends paid out of income and investors are recommended to seek their own advice in this regard.

Dividends will normally be declared and paid within 2 months of the end of the relevant distribution period as described in the relevant Supplement. If the dividend declared is less than 50 Euros (or its equivalent in any other currency), the Directors reserve the right to reinvest the dividend into the same Class of Shares in the relevant Sub-Fund (free of any initial sales charges).

Dividends will be paid by electronic transfer to the Shareholder, or, in the case of joint holders, to the name of the first Shareholder appearing on the register.

Payments will be made in the relevant Share Class Reference Currency. Distributions remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Sub-Fund. In any event, no distribution may be made if, as a result thereof, the Net Asset Value of the Fund would fall below the equivalent of €1,250,000.

Dividends may be treated as taxable income in certain jurisdictions. Shareholders should seek their own professional tax advice.

If the Sub-Fund issues distribution Shares, a reinvestment facility may be available.

Should the Shareholders decide to reinvest the amount to be distributed to them where such facilities exist, these distributions will be reinvested in further Shares within the same Class of the same Sub-Fund and investors will be advised of the details by distribution statements. No initial sales charges, as defined below, will be imposed on reinvestments of distributions.

In the event of a liquidation of a Sub-Fund, any uncollected dividends will be deposited with the Luxembourg *Caisse de Consignation*, once the liquidation has been effected.

5.7 Structured Products

Investment in the Shares for the purpose of creating a structured product is only permitted after entering into a specific agreement to this effect with the Management Company. In the absence of such an agreement, the Board of Directors can refuse an investment into the Shares if this is related to a structured product and deemed by the Board of Directors to potentially conflict with the interest of other Shareholders.

In the event that a Shareholder in the Company fails to comply with the above requirement, the Board of Directors may effect a compulsory redemption of Shares held by that Shareholder.

5.8 Late Trading and Market Timing

The Fund and the Registrar and Transfer Agent shall maintain controls to help ensure that the practices of late trading and market-timing are minimized in relation to the distribution of Shares of the Fund. Late trading is a fraudulent practice consisting of accepting subscription and/or redemption orders after the cut-off time, such practice is not allowed by the Board of Directors. The cut-off times indicated in Section 5, "The Shares", will be observed. In addition, the investors will not know the NAV per Share at the time of their request for subscription, redemption or conversion. Hence the risk of market timing is mitigated by the fact that the subscription and redemption activity will be applied at an unknown NAV, meaning that the cut-off time is prior to the valuation point and therefore investors cannot take advantage of timing differences and/or deficiencies in the NAV calculation.

Subscriptions, redemptions and conversions of Shares should be made for investment purposes only. The Fund does not permit market-timing or other excessive trading practices. Excessive, short-term (market-timing) trading practices may disrupt portfolio management strategies and harm Fund performance. To minimize harm to the Fund and the Shareholders, the Board of Directors or the Registrar and Transfer Agent on its behalf, has the right to reject any subscription or conversion order, or to levy a fee of up to 2% of the value of the order or the amount redeemed for the benefit of the Fund from any investor who, in the opinion of the Board of Directors and in its sole discretion, is engaging

in excessive trading or whose trading in Shares has been or may be disruptive to the Fund or any of the Sub-Funds. In making this judgment, the Board of Directors may consider trading done in multiple accounts under common ownership or control. The Board of Directors also reserves the right to redeem all Shares held by a Shareholder who is or has been engaging in excessive trading. Neither the Board of Directors nor the Fund will be held liable for any loss resulting from rejected orders, the imposition of redemption fees or mandatory redemptions in connection with excessive trading.

5.9 Data Protection

Shareholders should note that by completing the application form they are providing the Fund and the Management Company with information which constitutes Personal Data. Personal Data will be processed in accordance with the data privacy notice attached to the application form, and which is available at any time from the Fund and the Management Company on request.

Shareholders acknowledge and agree that the Fund, which is a controller of the Personal Data of Shareholders, shall always process personal data in accordance with the provisions of the GDPR and the law of 1 August 2018 organizing the National Commission for data protection and of the general system on data protection, as further set out in the privacy notice attached to the application form.

6 General Information

1. **Organisation**
2. **Meetings and Announcements**
3. **Reports and Accounts**
4. **Allocation of Assets and Liabilities among the Sub-Funds**
5. **Determination of the Net Asset Value of Shares**
6. **Net Asset Value Adjustment (“Swing Pricing”)**
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8. **Liquidation of the Fund, Sub-Funds and Share Classes**
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6.1 Organisation

The Fund is an investment company organized as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg and qualifies as a *société d'investissement à capital variable* (SICAV). The Fund was incorporated in Luxembourg on 8 March 2011. The Articles of Incorporation of the Fund were published in the *Mémorial, Recueil des Sociétés et Associations* (“Mémorial”) on 22 March 2011. The Articles of Incorporation have been amended on 20 January 2020 and were published on the *Recueil Electronique des Sociétés et Associations*. The Fund qualifies as an undertaking for collective investment under Part I of the Law of 2010. The Fund is registered with the Luxembourg Commercial and Companies’ Register under number B 159397.

On the date of incorporation of the Fund, the capital of the Fund was 300,000 Euro represented by 3,000 Shares issued with no par value and fully paid up.

6.2 Meetings and Announcements

Annual Meetings of Shareholders will be held at the registered office of the Fund in Luxembourg on the last Thursday in the month of June at 14:00 or, if any such day is not a Business Day, on the next following Business Day, unless otherwise stated in the notice of convocation. Notices of all general meetings will be sent to the holders of registered Shares by registered mail at least eight days prior to the meeting at their addresses shown on the register of Shareholders or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication. Such notices will include the agenda and will specify the time and place of the meeting and the conditions of admission. They will also refer to the rules of quorum and majorities required by the Luxembourg law of 10 August 1915 on commercial companies (as amended) and in the Articles of Incorporation of the Fund.

Each whole Share confers the right to one vote. Any change to the Articles of Incorporation must be approved by Shareholders at a general meeting of the Shareholders of the Fund.

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

6.3 Reports and Accounts

Audited annual reports of the Fund shall be published within four (4) months following the end of the fiscal year of the Fund, and unaudited semi-annual reports shall be published within two (2) months following the period to which they refer. The annual and semi-annual reports shall be made available at the registered office of the Fund during ordinary office hours. The Fund’s financial year ends on 31 December. Shareholders who wish to receive a physical copy of the Fund’s annual and/or semi-annual reports must request this from the Fund. If such a request is received, the Fund will provide the relevant Shareholder with a physical copy of the Fund’s annual and/or semi-annual reports free of charge.

The Base Currency of the Fund is the Euro. The aforesaid reports will comprise consolidated accounts of the Fund expressed in Euro as well as individual information on each Sub-Fund expressed in the Sub-Fund Reference Currency.

6.4 Allocation of Assets and Liabilities among the Sub-Funds

For the purpose of allocating the assets and liabilities between the Sub-Funds, the Board of Directors has established a pool of assets for each Sub-Fund in the following manner:

- (a) the proceeds from the issue of each Share of each Sub-Fund are to be applied in the books of the Fund to the pool of assets established for that Sub-Fund and the assets and liabilities and income and expenditure attributable;
- (b) where any asset is derived from another asset, such financial derivative asset is applied in the books of the Fund to the same pool as the asset from which it was derived and on each revaluation of an asset, the increase or diminution in value is applied to the relevant pool;
- (c) where the Fund incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability is allocated to the relevant pool; provided that all liabilities, whatever Sub-Fund they are attributable to, are, unless otherwise agreed upon with the creditors, only binding upon the relevant Sub-Fund;
- (d) in the case where any asset or liability of the Fund cannot be considered as being attributable to a particular pool, such asset or liability is allocated to all the pools in equal parts or, if the amounts so justify, pro rata to the NAVs of the relevant Sub-Funds.

Under the Articles of Incorporation, the Board of Directors, may decide to create within each Sub-Fund one or more Classes whose assets will be commonly invested pursuant to the specific investment policy of the Sub-Fund but where a specific initial sales charge structure, fee structure, minimum initial investment amount or distribution policy may be applied to each Class. A separate NAV, which will differ as a consequence of these variable factors, will be calculated for each Class. If one or more Classes have been created within the same Sub-Fund, the allocation rules set out above shall apply, as appropriate, to such Classes. The Board of Directors, reserves the right to apply additional criteria as appropriate.

6.5 Determination of the Net Asset Value of Shares

The NAV per Share of each Share Class within each Sub-Fund shall be determined by the Administrative Agent under the supervision of the Directors and the Management Company, in accordance with the requirements of the Articles of Incorporation.

The NAV of the Shares of each Class is determined in the relevant Share Class Reference Currency on each Valuation Day by dividing the net assets attributable to each Class by the number of Shares of such Class then outstanding. The number of decimals for the calculation of the NAV per Share will be rounded up to two decimal places. Fractions of Shares will be calculated by rounding down to three decimal places, and may be allocated as required.

The net assets of each Class are made up of the value of all the assets attributable to such Class less the total liabilities attributable to such Class determined as at the end of each Valuation Day. The actual calculation of the value of the assets will take place on the next Business Day:

- (a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash distributions and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as appropriate in such case to reflect the true value thereof;
- (b) the value of Transferable Securities, Money Market Instruments and any other assets which are listed or dealt in on any stock exchange shall be based on the latest available closing price. Transferable Securities, Money Market Instruments and any other assets traded on any other Regulated Market shall be valued in a manner as similar as possible to that provided for listed securities;
- (c) for non-listed assets or assets not dealt in on any stock exchange or other Regulated Market, as well as listed or non-listed assets on such other market for which no valuation price is available or assets for which the listed prices are not representative of the fair market value, the value thereof shall be determined as the appropriate fair value for the asset;
- (d) shares or units in underlying open-ended UCIs shall be valued at their last determined and available NAV or, if such price is not representative of the fair market value of such assets, then the price shall be determined as the appropriate fair value for the asset. Units or shares of a closed-ended UCI will be valued at their last available stock market value;
- (e) Money Market Instruments with a remaining maturity of more than ninety days at the time of purchase shall be valued at their market price. Money Market Instruments with a remaining maturity of less than ninety days at the time of purchase

or securities the applicable interest rate or reference interest rate of which is adjusted at least once every ninety days on the basis of market conditions shall be valued at cost plus accrued interest from its date of acquisition, adjusted by an amount equal to the sum of (i) any accrued interest paid on its acquisition and (ii) any premium or discount from its face amount paid or credited at the time of its acquisition, multiplied by a fraction the numerator of which is the number of days elapsed from its date of acquisition to the relevant Valuation Day and the denominator of which is the number of days between such acquisition date and the maturity date of such instruments;

(f) liquid assets not otherwise described above may be valued using an appropriate valuation basis ensuring that fair value is determined for the asset. All other assets, where practice allows, may be valued in the same manner;

(g) the net liquidating value of futures, forward and options contracts not traded on exchanges or on other Regulated Markets shall be determined pursuant to established policies on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward and options contracts traded on exchanges or on other Regulated Markets shall be based upon the last available settlement prices of these contracts on exchanges and/or Regulated Markets on which the particular futures, forward or options contracts are traded by the Fund; provided that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be such value as may be deemed fair and reasonable;

(h) all other assets of any kind or nature will be valued at their net realisable value as determined in good faith by or under the responsibility of the Board of Directors in accordance with generally accepted valuation principles and procedures.

The Fund is authorized to apply other appropriate valuation principles for the assets of the Fund and/or the assets of a Class if the aforesaid valuation methods appear impossible or inappropriate in the light of prevailing markets conditions in order to reflect better the probable realisation value established with prudence and good faith.

The value of assets denominated in a currency other than the Sub-Fund Reference Currency shall be determined by taking into account the rate of exchange prevailing at the time of the determination of the NAV.

The value of assets and liabilities of the Fund is generally determined in accordance with Luxembourg generally accepted accounting principles.

The NAV per Share of each Class and the issue and redemption prices thereof are available at the registered office of the Fund.

6.6 Net Asset Value Adjustment (“Swing Pricing”)

The basis on which a Sub-Fund’s investments are valued is described in Section 6.5 of this Prospectus. The actual cost of purchasing or selling investments differs from the mid-market value utilised by the Administrative Agent to calculate the NAV per Share due to, but not limited to, transaction costs such as dealing spreads, commissions and taxes.

A Sub-Fund may suffer a reduction in value, known as “dilution” when trading the underlying investments as a result of net inflows or net outflows of the respective Sub-Fund. This is due to transaction charges and other costs that may be incurred by liquidating and purchasing the underlying assets and the spreads between the buying and selling prices. In order to counter this effect and to protect Shareholders’ interests the Board of Directors will adopt a swing pricing mechanism as part of its valuation policy.

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

The swing pricing mechanism will be applied across all Sub-Funds of the Fund and it is not aimed at addressing the specific circumstances of each individual investor transaction. The amount of the swing factor will be up to a maximum of 2% of the NAV per Share. The swing factors are determined on the basis of the Sub-Funds’ objectives and investment profiles, the markets in which they invest and the various cost components which amongst others may include market spread.

Investors are advised that the volatility of the Sub-Funds’ net asset value might not reflect the true portfolio performance as a consequence of the application of swing pricing.

6.7 Temporary Suspension of Determination of the Net Asset Value, Issues, Redemptions and Conversions

The determination of the NAV of the Shares of one or more Classes of a Sub-Fund may be suspended during: (i) any period during which any of the principal markets or stock exchanges on which a substantial portion of the investments of the Sub-Fund is listed or dealt in, are closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended; (ii) the existence of a state of affairs which constitutes an emergency as a result of which disposal or valuation of assets of the Sub-Fund would be impracticable; (iii) any breakdown in the means of communication or computation normally employed in determining the price or value of the assets of the Sub-Fund or the current prices or values on any market or stock exchange; (iv) any period when the Fund is unable to repatriate funds for the purpose of making payments on the redemption of Shares or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange; (v) any other circumstance or circumstances beyond the control and responsibility of the Board of Directors where a failure to effect such suspension might result in the Fund or its Shareholders incurring any tax liability or being affected in an adverse manner (pecuniary or otherwise); (vi) following the suspension of the calculation of the net asset value per share/unit, the issue, redemption and/or the conversion at the level of a master fund in which the Sub-Fund invests as feeder fund of such master fund, to the extent applicable; or (vii) following a possible decision to liquidate or dissolve the Fund or one or several Classes or Sub-Funds.

The Board of Directors reserves the right to suspend the issue, redemption and conversion of Shares in one or more Classes for any period during which the determination of the NAV per Share of the Sub-Fund(s) concerned is suspended by the Fund by virtue of the reasons described above. Any redemption or conversion request made or in abeyance during such a suspension period may be withdrawn by written notice to the Fund before the end of such suspension period. Should such withdrawal not be effected, the Shares in question shall be redeemed or converted, as applicable, on the first Valuation Day following the termination of the suspension period. Investors who have requested the purchase, redemption or conversion of Shares shall be informed of such suspension when such request is made. In the event where such suspension period exceeds the period initially determined by the Board of Directors, all Shareholders of the Class concerned shall be informed.

6.8 Liquidation of the Fund, Sub-Funds and Share Classes

a) The Fund

The Fund is incorporated for an unlimited period, and liquidation shall normally be decided upon by an extraordinary general meeting of Shareholders. This meeting will be convened in compliance with Luxembourg law:

- If the net assets of the Fund fall below two-thirds of the minimum capital as required by law (€1,250,000), approval from a simple majority of the Shares represented at the meeting would be required; and
- If the net assets of the Fund fall below one-fourth of the minimum capital as required by law, approval from the Shareholders holding one-quarter of the Shares present at the meeting would be required.

Should the Fund be liquidated, such liquidation shall be carried out in accordance with the provisions of the Law of 2010 which specifies the steps to be taken to enable Shareholders to participate in the liquidation distributions and provides for deposit in escrow at the *Caisse de Consignation* in Luxembourg of any such amounts which it has not been possible to distribute to the Shareholders at the close of the liquidation. Amounts not claimed within the prescribed period would be forfeited in accordance with the provisions of Luxembourg law. The net liquidation proceeds of each Sub-Fund shall be distributed to the Shareholders of each Class of the Sub-Fund in proportion to their respective holdings of such Class.

At the latest nine months after the decision of the Shareholders to terminate the Fund, (i) the liquidation of the Fund will have to be closed and (ii) all assets which have not yet been distributed to their beneficiaries shall be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

The liquidation of the last remaining Sub-Fund will result in the liquidation of the Fund as referred to in Article 145 (1) of the Law of 2010.

b) The Sub-Funds or Share Classes

The Board of Directors may decide to liquidate any Sub-Fund or Share Class (i) if the net assets of such Sub-Fund or Share Class fall below a level considered by the Board of Directors to be too low for that Sub-Fund or Share Class to continue to be managed efficiently; (ii) if an unfavourable change in the economic or political situation relating to the Sub-Fund or Share Class would justify such liquidation as decided by the Board of Directors; or (iii) in the event of a product rationalisation decided by the Board of Directors.

Shareholders of the relevant Sub-Fund or Share Class will be notified by registered letter of the decision to liquidate prior to the effective date of the liquidation, and the letter will indicate the reasons for, and the procedures of, the liquidation. Actual realisation prices of investments, realisation expenses and liquidation costs will be taken into account in calculating the net asset value applicable to the compulsory redemption. Shareholders in the Sub-Fund or Share Class concerned will generally be authorised to continue requesting the redemption or conversion of their Shares prior to the effective date of the compulsory redemption, unless the Board of Directors determines that it would not be in the best interests of the Shareholders in that Sub-Fund or Share Class or could jeopardise the fair treatment of the Shareholders.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraphs, the Shareholders of any Sub-Fund or Share Class, as applicable, may also decide to terminate such Sub-Fund or Share Class at a general meeting of such Shareholders and have the Fund redeem compulsorily all the Shares of the Sub-Fund or Share Class at the net asset value per Share for the applicable Valuation Day. The convening notice to the general meeting of Shareholders of the Sub-Fund or Share Class will indicate the reasons for and the process of the proposed termination and liquidation.

No later than nine months after a decision of the Board of Directors to terminate a Sub-Fund or Share Class, (i) the liquidation of the Sub-Fund or Share Class will be closed and (ii) such proceeds of the liquidation which the Directors have been unable to distribute to their beneficiaries shall be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

6.9 Merger of the Fund – Merger of Sub-Funds – Reorganisation of Share Classes

A) Mergers decided by the Board of Directors

1) The Fund

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of the Fund, either as receiving or absorbed UCITS, with:

- another Luxembourg or foreign UCITS (the “**New UCITS**”); or
- a sub-fund thereof,

and, as appropriate, to redesignate the Shares of the Fund concerned as shares of this New UCITS, or of the relevant sub-fund thereof as applicable.

In case the Fund involved in a merger is the receiving UCITS (within the meaning of the Law of 2010), solely the Board of Directors will decide on the merger and effective date thereof.

In the case the Fund involved in a merger is the absorbed UCITS (within the meaning of the Law of 2010), and hence ceases to exist, the general meeting of the Shareholders, rather than the Board of Directors, has to approve, and decide on the effective date of, such merger by a resolution adopted with no quorum requirement and at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the Shareholders.

2) The Sub-Funds

The Board of Directors may decide to proceed with a merger (within the meaning of the Law of 2010) of any Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- another existing or new Sub-Fund within the Fund or another sub-fund within a New UCITS (the “**New Sub-Fund**”); or
- a New UCITS,

and, as appropriate, to redesignate the Shares of the Sub-Fund concerned as shares of the New UCITS, or of the New Sub-Fund as applicable.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the Shareholders.

B) Mergers decided by the Shareholders

1) The Fund

Notwithstanding the powers conferred to the Board of Directors by the preceding section, a merger (within the meaning of the Law of 2010) of the Fund, either as receiving or absorbed UCITS, with:

- a New UCITS; or
- a sub-fund thereof,

may be decided by a general meeting of the Shareholders for which there shall be no quorum requirement and which will decide on such a merger and its effective date by a resolution adopted at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the Shareholders.

2) The Sub-Funds

The general meeting of the Shareholders of a Sub-Fund may also decide a merger (within the meaning of the Law of 2010) of the relevant Sub-Fund, either as receiving or absorbed Sub-Fund, with:

- any New UCITS; or
- a New Sub-Fund,

by a resolution adopted with no quorum requirement at a simple majority of the votes validly cast at such meeting.

Such a merger shall be subject to the conditions and procedures imposed by the Law of 2010, in particular concerning the merger project and the information to be provided to the Shareholders.

General

Shareholders will in any case be entitled to request, without any charge other than those retained by the Fund or the Sub-Fund to meet disinvestment costs, the repurchase or redemption of their Shares, in accordance with the provisions of the Law of 2010.

C) Reorganisation of Share Classes

In the event that for any reason the net asset value of a Share Class has decreased to, or has not reached an amount determined by the Board of Directors (in the interests of Shareholders) to be the minimum level for such Class to be operated in an efficient manner, the Board of Directors may decide to re-allocate the assets and liabilities of that Class to those of one or several other Classes within the Fund and to re-designate the shares of the Class(es) concerned as shares of such other share class or share classes (following a split or consolidation, if necessary, and the payment to Shareholders of the amount corresponding to any fractional entitlement). The Shareholder of the Share Class concerned will be informed of the reorganisation by way of a notice and/or in any other way as required or permitted by applicable laws and regulations.

Notwithstanding the powers conferred on the Board of Directors by the preceding paragraph, the Shareholders may decide on such reorganisation by resolution taken by the general meeting of Shareholders of the Share Class concerned. The convening notice to the general meeting of Shareholders will indicate the reasons for and the process of the reorganisation.

6.10 Income Equalisation

Income equalisation arrangements will be applied to the Sub-Funds unless otherwise specified in the relevant Supplement. Such income equalisation arrangements are designed to minimise the dilutive effect of subscriptions, conversions and redemptions on the level of income accrued within a Sub-Fund and attributable to each Share during a distribution period.

6.11 Material Contracts

The following material contracts have been entered into:

(a) A management company agreement effective as from 13 July 2020 between the Fund and the Management Company, as amended from time to time, (the "Management Company Agreement") pursuant to which the latter acts as

the management company of the Fund. This Agreement is entered into for an unlimited period and is terminable by either party upon ninety (90) days' written notice.

(b) An investment management agreement effective as from 13 July 2020 between the Management Company and the Investment Manager, as amended from time to time, (the "Investment Management Agreement") pursuant to which the latter acts as investment manager of the Fund. This Agreement is entered into for an unlimited period and is terminable by either party upon three (3) months' written notice.

(c) A depositary agreement effective as from 12 February 2018 between the Fund and the Depositary (the "Depositary Agreement") pursuant to which the latter is appointed depositary of the assets of the Fund. This Agreement is entered into for an unlimited period and is terminable by either party upon six (6) months prior written notice.

(d) An administration agreement effective as from 13 July 2020 between the Fund, the Management Company and the Administrative Agent, as amended from time to time, (the "Administration Agreement") pursuant to which the latter is appointed domiciliary and corporate agent, administrative agent and registrar and transfer agent and paying agent of the Fund. This Agreement is entered into for an unlimited period and is terminable by either party upon six (6) months written notice.

A distribution agreement dated 17 September 2018 between the Fund, the Management Company and the Distributor, as amended from time to time, pursuant to which the latter is appointed distributor. This Agreement is entered into for an unlimited period and is terminable by a party upon ninety (90) days' written notice.

6.12 Documents

6.12.1 Prospectus, Articles of Incorporation, Periodical Reports and KIIDs

Copies of the Articles of Incorporation of the Fund, the current Prospectus, the KIIDs and the latest financial reports may be obtained free of charge during normal office hours at the registered office of the Fund in Luxembourg. Such reports form an integral part of this Prospectus. The KIIDs may also be obtained free of charge on M&G Investment Management Limited's website at <http://www.mandg.lu/institutions/product-literature/>.

6.12.2 Policies

The Management Company will make the following additional information available at its registered office upon request in accordance with Luxembourg laws and regulations:

- The procedure relating to complaints handling
- The strategy followed for the exercise of voting rights of the Fund
- The best execution policy
- The procedure for the giving and receiving of inducements.

6.13 Potential Conflicts of Interest

The Board of Directors, the Management Company and the Investment Manager and/or their respective affiliates or any person connected with them (together the "Relevant Parties") may from time to time act as directors, management company, investment manager, distributor, trustee, custodian, depositary, registrar, broker, administrator, investment adviser or dealer in relation to, or be otherwise involved in, other investment funds which have similar or different objectives to those of the Sub-Funds or which may invest in the Sub-Funds. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Funds. The Directors and each of the Relevant Parties will, at all times, have regard in such event to its obligations to the Sub-Funds and will endeavour to ensure that such conflicts are resolved fairly.

In addition, subject to applicable law, any Relevant Party may deal, as principal or agent, with the Sub-Funds, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. Any Relevant Party may deal with the Fund as principal or as agent, provided that it complies with applicable law and regulation and the provisions of the Investment Management Agreement, the Management Company Agreement, to the extent applicable.

The Investment Manager or any of its affiliates or any person connected with the Investment Manager may invest in, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Funds. Neither the Investment Manager nor any of its affiliates nor any person connected with the Investment Manager is under any obligation to offer investment opportunities of which any of them becomes aware

to the Fund or to account to the Fund in respect of (or share with the Sub-Funds or inform the Fund of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on an equitable basis between the Fund and other clients.

The Investment Manager has policies and procedures in place to identify and mitigate any potential conflicts of interest arising from related party transactions, with a view to ensuring that all such transactions will be effected on terms which are not materially less favourable to the Fund or a Sub-Fund than if the potential conflict had not existed.

The Investment Manager will also have policies and procedures requiring it to act in the best interests of the Fund and the Sub-Funds so far as it is practicable having regard to its obligations to other clients, when undertaking any investment where potential conflicts of interest may arise.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Fund.

The Directors will seek to ensure that any conflict of interest of which they are aware is resolved fairly.

7 Sub-Fund Charges

1. Initial Sales Charge
2. Annual Charge
3. Portfolio Transaction Costs
4. Extraordinary Expenses
5. Collective Investment Scheme Costs
6. Relationship Discount

Any fees or expenses payable by a Shareholder or out of the assets of the Fund are set out in this section.

Each Class of Shares in the Fund has an “Ongoing Charges Figure” (“**OCF**”), and this is shown in the relevant KIID. The OCF is intended to assist Shareholders to ascertain and understand the impact of charges on their investment each year and to compare the level of those charges with the level of charges in other funds. The OCF excludes any initial charge, portfolio transaction costs and any extraordinary expenses, but will capture the Sub-Fund’s Annual Charge as detailed below.

7.1 Initial Sales Charge

The Fund is permitted to make an initial sales charge on the subscription of Shares by an investor. Where applicable, the percentage rate of any initial sales charge will be disclosed in the relevant Supplement for each Sub-Fund. The maximum amount for such initial sales charge will be 4% of the value of the relevant subscription. Any initial sales charge will be passed to the Management Company or placement or other introducing agents.

7.2 Annual Charge

The Fund will pay an annual charge calculated as a percentage of the average daily net assets of each Sub-Fund or Share Class under its management (the “**Annual Charge**”). The Annual Charge will accrue daily and be payable quarterly in arrears at the rate specified in the relevant Sub-Fund Supplement and includes:

- (1) formation expenses such as organisation and registration costs;
- (2) fees and charges associated with the portfolio management services, operation, administration and oversight costs associated with the Fund;
- (3) fees and expenses payable to the service providers of the Fund (the “Service Providers”) including their out of pocket expenses as permitted pursuant to any contractual arrangements with such Service Provider;
- (4) fees and expenses of any delegates (including sub-custodians) of such Service Providers;
- (5) costs of preparation and dissemination of the Prospectus, KIIDs and constitution as well as financial statements and other reports and notifications to Shareholders;
- (6) costs, fees and expenses in respect of the distribution of the Shares;
- (7) costs, fees and expenses of any paying agent or representative appointed in compliance with the requirements of another jurisdiction;
- (8) Luxembourg asset-based *taxe d’abonnement*;
- (9) Collateral manager fees;
- (10) costs, fees and expenses relating to the share class currency hedging provider (where relevant); and
- (11) remuneration paid to Directors who are not connected with running the Fund.

Subject to applicable law and regulations, the Investment Manager, at its absolute discretion, may on a negotiated basis enter into a private arrangement with a distributor under which the Investment Manager makes payments to or for the benefit of such distributor which represent a rebate of all or part of the fees paid by the Fund to the Investment Manager.

In addition, the Investment Manager or a distributor at their absolute discretion, subject to applicable law and regulations, may enter into similar arrangements with investors that are investing sufficiently large amounts, either initially or are anticipated to do so over time, such as platform service providers or those who are cornerstone or early investors in a given Sub-Fund. Additionally, the Investment Manager may grant similar preferential terms to the employees of M&G and affiliates.

Consequently, the effective net fees payable by a holder of Shares who is entitled to receive a rebate under the arrangements described above may be lower than the fees payable by a holder of Shares who does not participate in such arrangements.

7.3 Portfolio Transaction Costs

Each Sub-Fund bears all the costs and expenses of buying and selling portfolio securities and financial instruments in pursuit of its investment objective. These costs and expenses may include dealing spreads, brokerage fees and commissions, interest or taxes payable, gains and losses associated with currency hedging transactions (including share class hedging transactions) and other transaction-related expenses ("Transaction Costs").

Shareholders should note that these costs are not included in the Annual Charge, but will impact the Net Asset Value of the Sub-Fund.

7.4 Extraordinary Expenses

In addition, the Fund or any Sub-Fund may bear any extraordinary expenses including, without limitation, litigation expenses and the full amount of any tax, levy, duty or similar charge imposed on the Fund or Sub-Fund that would not be considered as ordinary expenses ("Extraordinary Expenses").

7.5 Collective Investment Scheme Costs

The Sub-Funds may invest in UCITS and other UCIs managed by the Management Company or its affiliates and also other investment managers ("Collective Investment Schemes"). Accordingly, the Sub-Fund would indirectly pay its pro rata share of the fees and expenses charged by each Collective Investment Scheme and all such fees and expenses will be reflected in the valuation of the Collective Investment Scheme.

Where the Sub-Fund invests in a Collective Investment Scheme managed by the Management Company or its affiliates, the Management Company will rebate to the Sub-Fund any management fee charged by the underlying Collective Investment Scheme or alternatively reduce the Annual Charge by the amount of any equivalent management fee that has been charged by the underlying Collective Investment Scheme. The Management Company will also waive any initial sales or redemption charge at the level of the underlying Collective Investment Scheme to avoid any double charging. The Sub-Fund would still however bear its pro rata share of any operating and administrative expenses as well as any applicable performance fees.

Where a Sub-Fund invests in a Collective Investment Scheme managed by other investment managers these may not be subject to the above rebate process and they may also be subject to initial sales and redemption charges.

7.6 Relationship Discount

M&G FA Limited, through entering into a separate agreement or some other mechanism, may enter into an arrangement with one or more investors to provide a relationship discount. The relationship discount will be offered to investors who are invested in multiple strategies and meet certain criteria, subject to applicable exceptions. No costs in respect of any relationship discount shall be borne by the Fund. Investors who may benefit from this initiative will be contacted directly. Investors may obtain further information from their usual M&G contacts.

8 Investment Strategies of the Sub-Funds

1. Investment Strategies of the Sub-Funds
2. Securities Financing Transactions Regulation (SFTR)
3. Sustainability Related Disclosures

8.1 Investment Strategies of the Sub-Funds

The Board of Directors has determined the investment objective and investment policy of each of the Sub-Funds as described in the Supplements to this Prospectus. There can be no assurance that the investment objective for any Sub-Fund will be attained. Pursuit of the investment objective and investment policy of any Sub-Fund must be in compliance with the limits and restrictions set out in Appendix 1 “Investment Restrictions and Techniques and Instruments”.

The Sub-Funds may hold such ancillary liquid assets as the Investment Manager considers appropriate in the form of, without limitation, current accounts, fixed term deposits or money market instruments having a residual maturity of less than 12 months.

For the purpose of efficient portfolio management, each Sub-Fund may use derivatives to hedge against market risk, interest rate risk and currency risk. The Sub-Funds may seek to hedge their investments against currency fluctuations which are adverse to the Sub-Funds’ Reference Currency by using currency options, futures contracts and forward foreign exchange contracts. The Sub-Funds may also use derivatives such as options, futures, forwards and swaps as a substitute for direct investment. Derivatives may be used for the purposes of hedging and/or efficient portfolio management of each of the Sub-Funds. If derivatives are used for purposes other than hedging and/or efficient portfolio management, this will be stated for the relevant Sub-Funds in the relevant Supplement.

When using the techniques and instruments described in the preceding paragraphs, the Sub-Funds must comply with the limits and restrictions set out in Appendix 1 “Investment Restrictions and Techniques and Instruments”. Also, such techniques and instruments shall be used only to the extent that they do not affect the quality of the investment policies and objectives of the Sub-Funds.

Use of the aforesaid techniques and instruments involves certain risks, and there can be no assurance that the objective sought to be obtained from such use will be achieved.

The Investment Manager shall not invest on behalf of a Sub-Fund in Securitisation positions which are issued on or after 1 January 2019, unless these comply with the obligations imposed by Articles 5 and 6 of the Securitisation Regulation.

8.2 Securities Financing Transactions Regulation (SFTR)

SFTR refers to the 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) No 648/2012.

At this time, none of the Sub-Funds will enter into (i) repurchase or reverse repurchase agreements, (ii) securities or commodities lending and securities and commodities borrowings, (iii) buy-sell back transactions or sell-buy back transactions, (iv) margin lending transactions and (v) total return swaps, as referred to under the SFTR. Should the Sub-Funds decide to use any of these techniques, this Prospectus shall be updated in accordance with SFTR.

8.3 Sustainability Related Disclosures

Pursuant to EU Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (“SFDR”), the Management Company is required to disclose the manner in which Sustainability Risks are integrated into the investment process of the Sub-Funds, and the results of the assessment of the likely impacts of Sustainability Risks on the returns of the Sub-Funds.

Sustainability Risks are integrated into the investment decision making and risk monitoring to the extent that they represent a potential or actual material risks and/or opportunities to maximising the long-term risk-adjusted returns across all Sub-Funds.

The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk, region and asset class. In general, where a sustainability risk occurs in respect of an asset, there will be a negative impact on, or entire loss of, its value.

Such assessment of the likely impact must therefore be conducted at Sub-Fund level, further detail and specific information is given in each relevant Supplement.

The Fund follows a series of ESG investment principles described in the Investment Manager's ESG Principles Statement, which can be accessed via the Investment Manager's website.

9 Taxation

1. General
2. The Fund
3. Shareholders
4. Net Wealth Tax
5. Value Added Tax
6. Common Reporting Standard (CRS) - Luxembourg
7. US Foreign Account Tax Compliance Requirements ("FATCA")
8. Other Taxes
9. Reporting Fund Status

9.1 General

The following information is of a general nature only and is based on the Fund's understanding of certain aspects of the laws and practice in force in Luxembourg as of the date of this Prospectus. It does not purport to be a comprehensive description of all of the tax considerations that might be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the subscribing, purchasing, owning and disposing of Shares in the Fund and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to investors.

The following summary is based on the law and practice applicable in the Grand Duchy of Luxembourg as at the date of this Prospectus and is subject to changes in law (or interpretation) later introduced, whether or not on a retroactive basis.

Investors should inform themselves of, and when appropriate, consult their professional advisors with regards to the possible tax consequences of subscription for buying, holding, exchanging, redeeming or otherwise disposing of Shares under the laws of Luxembourg and their country of citizenship, residence, domicile or incorporation.

Investors should be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax generally encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*), as well as personal income tax (*impôt sur le revenu*). Shareholders may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax and the solidarity surcharge invariably apply to most corporate taxpayers resident in Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply in addition.

9.2 The Fund

Subscription tax

The Fund is not liable to any Luxembourg tax on profits or income or net wealth tax.

The Fund is, however, liable in Luxembourg to a subscription tax ("*taxe d'abonnement*") of 0.05% per annum of its Net Asset Value, such tax being payable quarterly on the basis of the value of the aggregate net assets of the Sub-Funds at the end of the relevant calendar quarter.

The rate is however reduced to 0.01% per annum for:

- (a) undertakings whose sole object is the collective investment in money market instruments and the placing of deposits with credit institutions;
- (b) undertakings whose sole object is the collective investment in deposits with credit institutions;
- (c) individual compartments of UCIs with multiple compartments as well as for individual classes of securities issued within a UCI or within a compartment of a UCI with multiple compartments, provided that the securities of such compartments or classes are reserved to one or more institutional investors.

Alternatively, the rate may be reduced where the proportion of net assets of a UCI or of an individual compartment of a UCI with multiple compartments invested in sustainable economic activities as defined in Article 3 of 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 investment, which is disclosed in accordance with that regulation, represents:

- (a) at least 5% of the aggregate net assets of the UCI or of the individual compartment of a UCI with multiple compartments, this rate amounts to 0.04% for the proportion of net assets as defined in a statement certified by the *réviseur d'entreprises agréé* (approved statutory auditor);
- (b) at least 20% of the aggregate net assets of the UCI or of the individual compartment of a UCI with multiple compartments, this rate amounts to 0.03% for the proportion of net assets as defined in a statement certified by the *réviseur d'entreprises agréé* (approved statutory auditor);
- (c) at least 35% of the aggregate net assets of the UCI or of the individual compartment of a UCI with multiple compartments, this rate amounts to 0.02% for the proportion of net assets as defined in a statement certified by the *réviseur d'entreprises agréé* (approved statutory auditor);
- (d) at least 50% of the aggregate net assets of the UCI or of the individual compartment of a UCI with multiple compartments, this rate amounts to 0.01% for the proportion of net assets as defined in a statement certified by the *réviseur d'entreprises agréé* (approved statutory auditor).

Are further exempt from the subscription tax:

- (a) the value of the assets represented by units held in other UCIs, provided such units have already been subject to the subscription tax provided for in Article 174 of the Law of 2010 or in Article 68 of the amended law of 13 February 2007 on specialised investment funds or by article 46 of the amended law of 23 July 2016 on reserved alternative investment funds;
- (b) UCIs, as well as individual compartments of UCIs with multiple compartments (i) whose securities are reserved for institutional investors, and (ii) whose sole object is the collective investment in Money Market Instruments and the placing of deposits with credit institutions, and (iii) whose weighted residual portfolio maturity does not exceed 90 days, and (iv) that have obtained the highest possible rating from a recognised rating agency;
- (c) UCIs, as well as individual compartments of umbrella funds, whose securities are reserved for (i) institutions for occupational retirement pension or similar investment vehicles, set up on one or more employers' initiative for the benefit of their employees and (ii) companies of one or more employers investing funds they hold, to provide retirement benefits to their employees;
- (d) UCIs as well as individual compartments of UCIs with multiple compartments whose main objective is the investment in microfinance institutions;
- (e) exchange-traded funds as defined by Article 175 e) of the Law of 2010.

Other taxes

No stamp duty or other tax is generally payable in Luxembourg on the issue of Shares for cash by the Fund except a fixed registration duty of €75 paid upon incorporation. Any amendments to the Articles of Incorporation are as a rule also subject to a fixed registration duty of €75.

The Fund may be subject to withholding tax on dividends and interest and to tax on capital gains in the country of origin of its investments. As the Fund itself is exempt from income tax, withholding tax levied at source, if any, is not refundable in Luxembourg. It is not certain whether the Fund itself would be able to benefit from Luxembourg's double tax treaties network. Whether the Fund may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Fund is structured as an investment company (as opposed to a mere co-ownership of assets), certain double tax treaties signed by Luxembourg may directly apply to the Fund.

Withholding tax

Under current Luxembourg tax law, there is no withholding tax on any distribution, redemption or payment made by the Fund to the Shareholders under the Shares. There is also no withholding tax on the distribution of liquidation proceeds to the Shareholders.

9.3 Shareholders

It is expected that Shareholders in the Fund will be resident for tax purposes in many different countries. Consequently, except as set-out below, no attempt is made in this Prospectus to summarise the taxation consequences for each investor subscribing, converting, holding or redeeming or otherwise acquiring or disposing of Shares of the Fund. These consequences will vary in accordance with the law and practice currently in force in a Shareholder's country of citizenship, residence, domicile or incorporation and with his personal circumstances.

Shareholders should consult their own professional advisors on the possible tax or other consequences of buying, holding, transferring or selling the Shares under the laws of their countries of citizenship.

Under current legislation Shareholders are generally not subject to any capital gains or income tax in Luxembourg, except Shareholders who are resident in Luxembourg for tax purposes or non-resident Shareholders who have a permanent establishment or a permanent representative in Luxembourg to which or whom the Shares are attributable.

Luxembourg Tax Residency

A Shareholder will not become resident, nor be deemed to be resident, in Luxembourg by reason only of the holding and/or disposing of Shares or the execution, performance or enforcement of its rights and obligations thereunder.

Income Tax - Luxembourg Residents

Luxembourg Resident Individuals

Any dividends and other payments derived from the Shares received by Luxembourg resident individuals, who act in the course of either their private wealth or their professional or business activities are subject to income tax at the progressive ordinary rate.

Capital gains realised upon the sale, disposal or redemption of Shares by Luxembourg resident individual Shareholders acting in the course of the management of their private wealth are generally not subject to Luxembourg income tax, provided this sale, disposal or redemption takes place more than six months after the Shares were acquired and provided the Shares do not represent a substantial shareholding. A shareholding is considered as a substantial shareholding in limited cases, in particular if (i) the Shareholder has held, either alone or together with his/her spouse or partner and/or his/her minor children, either directly or indirectly, at any time within the five years preceding the realisation of the gain, more than 10% of the share capital of the Fund or (ii) the Shareholder acquired free of charge, within the five years preceding the transfer, a participation that constituted a substantial participation in the hands of the alienator (or alienators, in case of successive transfers free of charge within the same five year period). Capital gains realised on a substantial participation more than six months after the acquisition thereof are subject to income tax according to the half-global rate method (i.e. the average rate applicable to the total income is calculated according to progressive income tax rates and half of the average rate is applied to the capital gains realised on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the shareholding.

Capital gains realized on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to income tax at ordinary rates. Taxable gains are determined as being the difference between the price for which the Shares have been disposed of and the lower of their cost or book value.

Luxembourg Resident Corporations

Luxembourg resident corporate Shareholders (*sociétés de capitaux*) must include any profits derived, as well as any gain realised on the sale, disposal or redemption of Shares, in their taxable profits for Luxembourg income tax assessment purposes. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Luxembourg Residents Benefiting from a Special Tax Regime

Luxembourg resident corporate Shareholders which benefit from a special tax regime, such as (i) UCI governed by the Law of 2010, (ii) specialised investment funds governed by the amended law of 13 February 2007, (iii) family wealth management companies governed by the amended law of 11 May 2007, and (iv) reserved alternative investment funds (treated as specialized investment funds for Luxembourg tax purposes) subject to the law of 23 July 2016, are tax exempt entities in Luxembourg and are thus not subject to any Luxembourg income tax (but subject to the annual subscription tax (*taxe d'abonnement*)).

Income Tax - Luxembourg Non-residents

Shareholders, who are non-residents of Luxembourg and which have neither a permanent establishment nor a permanent representative in Luxembourg to which the Shares are attributable are generally not subject to Luxembourg taxation on any income, withholding, capital gains or other taxes in Luxembourg and the Shares will not be subject to net wealth tax.

Corporate Shareholders which are non-residents of Luxembourg but which have a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable must include any income received, as well as any gain realised on the sale, disposal or redemption of Shares in their taxable income for Luxembourg tax assessment purposes. The same inclusion applies to individuals, acting in the course of the management of a professional or business undertaking, who have a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Investors should consult their professional advisors regarding the possible tax or other consequences of buying, holding, transferring or selling Shares under the laws of their countries of citizenship, residence or domicile.

9.4 Net Wealth Tax

In general, Luxembourg non-resident Shareholders are not subject to net wealth tax. Net wealth tax is only applicable to Luxembourg non-resident Shareholders if their Shares are attributable to a permanent establishment or a permanent representative in Luxembourg.

Luxembourg resident Shareholders, and non-resident Shareholders having a permanent establishment or a permanent representative in Luxembourg to which the Shares are attributable, would generally be subject to Luxembourg net wealth tax on such Shares, unless the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) a UCI governed by the Law of 2010, (iii) a securitisation company governed by the amended law of 22 March 2004, (iv) a venture capital vehicles governed by the amended law of 15 June 2004, (v) a specialised investment fund governed by the amended law of 13 February 2007, or (vi) a family wealth management company governed by the amended law of 11 May 2007, (vii) a professional pension institution governed by the amended law dated 13 July 2005, or, (viii) a reserved alternative investment fund governed by the amended law of 23 July 2016.

However, (i) a securitisation company governed by the amended law of 22 March 2004, (ii) a venture capital vehicle governed by the amended law of 15 June 2004, (iii) a professional pension institution governed by the amended law dated 13 July 2005, as well as (iv) an opaque reserved alternative investment fund governed by the law of 23 July 2016 (opting to be treated as a venture capital vehicle for Luxembourg tax purposes) remain subject to minimum net worth tax.

9.5 Value Added Tax

In Luxembourg, a regulated investment fund such as the Fund is considered as a taxable person for VAT purposes without any input VAT deduction right. A VAT exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Fund could potentially trigger VAT and require the VAT registration of the Fund in Luxembourg. As a result of such VAT registration, the Fund will be in a position to fulfil its duty to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments by the Fund to its Shareholders, to the extent that such payments are linked to their subscription for Shares and do not constitute the consideration received for any taxable services supplied.

9.6 Common Reporting Standard (CRS) - Luxembourg

Capitalised terms used in this section should have the meaning as set forth in the CRS Law (as defined below), unless provided otherwise herein.

The Fund may be subject to the Common Reporting Standard (the "CRS") as set out in the amended Luxembourg law dated 18 December 2015 (the "CRS Law") implementing Directive 2014/107/EU which provides for an automatic exchange of financial account information between Member States of the European Union as well as the OECD's multilateral competent authority agreement on automatic exchange of financial account information signed on 29 October 2014 in Berlin, with effect as of 1 January 2016.

Under the terms of the CRS Law, the Fund is likely to be treated as a Luxembourg Reporting Financial Institution.

As such, since 30 June 2017 and in accordance with Section 5.8 “Data Protection” of the Prospectus, the Fund is required to annually report to the Luxembourg tax authorities personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) certain Shareholders qualifying as Reportable Persons as per the CRS Law and (ii) Controlling Persons of certain non-financial entities (“NFEs”) which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS Law (the “Information”), will include Personal Data related to the Reportable Persons.

The Fund’s ability to satisfy its reporting obligations under the CRS Law will depend on each Shareholder providing the Fund with the Information, along with the required supporting documentary evidence. In this context, the Shareholders are hereby informed that, as data controller, the Fund will process the Information for the purposes as set out in the CRS Law.

Shareholders qualifying as passive NFEs undertake to inform their Controlling Persons, if applicable, of the processing of their Information by the Fund.

Additionally, the Fund is responsible for the processing of Personal Data and each Shareholder has a right to access the data communicated to the Luxembourg tax authorities and to correct such data (if necessary). Any data obtained by the Fund are to be processed in accordance with the applicable Data Protection Laws.

The Shareholders are further informed that the Information related to Reportable Persons within the meaning of the CRS Law will be disclosed to the Luxembourg tax authorities annually for the purposes set out in the CRS Law. The Luxembourg tax authorities will, under their own responsibility, eventually exchange the reported information to the competent authority of the Reportable Jurisdiction(s). In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg tax authorities.

Similarly, the Shareholders undertake to inform the Fund within thirty (30) days of receipt of these statements should any included Personal Data be not accurate. The Shareholders further undertake to immediately inform the Fund of, and provide the Fund with all supporting documentary evidence of any changes related to the Information after occurrence of such changes.

Although the Fund will attempt to satisfy any obligation imposed on it to avoid any fines or penalties imposed by the CRS Law, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a fine or penalty as a result of the CRS Law, the value of the Shares held by the Shareholders may suffer material losses.

Any Shareholder that fails to comply with the Fund’s Information or documentation requests may be held liable for penalties imposed on the Fund as a result of such Shareholder’s failure to provide the Information or subject to disclosure of the Information by the Fund to the Luxembourg tax authorities and the Fund may, in its sole discretion, redeem the Shares of such Shareholders.

9.7 US Foreign Account Tax Compliance Requirements (“FATCA”)

Capitalised terms used in this section should have the meaning as set forth in the FATCA Law (as defined below), unless provided otherwise herein.

The Fund may be subject to the so-called FATCA legislation which generally requires reporting to the US Internal Revenue Service of non-US financial institutions that do not comply with FATCA and direct or indirect ownership by US persons of non-US entities. As part of the process of implementing FATCA, the US government has negotiated intergovernmental agreements with certain foreign jurisdictions which are intended to streamline reporting and compliance requirements for entities established in such foreign jurisdictions and subject to FATCA.

Luxembourg has entered into a Model I Intergovernmental Agreement (“IGA”) implemented by the amended Luxembourg law of 24 July 2015 (the “FATCA Law”), which requires Financial Institutions located in Luxembourg to report, when required, information on Financial Accounts held by Specified US Persons, if any, to the Luxembourg tax authorities (*administration des contributions directes*).

Under the terms of the FATCA Law, the Fund is likely to be treated as a Luxembourg Reporting Financial Institution.

This status imposes on the Fund the obligation to regularly obtain and verify information on all of its Shareholders. Such verification shall be performed in accordance with Section 5.8 “Data Protection” of the Prospectus. On the request of the Fund, each Shareholder shall agree to provide certain information, including, in the case of a passive Non-Financial Foreign Entity (“NFFE”), information on the Controlling Persons of such NFFE, along with the required supporting documentation. Similarly, each Shareholder shall agree to actively provide to the Fund within thirty (30) days any information that would affect its status, as for instance a new mailing address or a new residency address.

The FATCA Law may require the Fund to disclose the names, addresses and taxpayer identification number (if available) of its Shareholders as well as information such as account balances, income and gross proceeds (non-exhaustive list) to the Luxembourg tax authorities for the purposes set out in the FATCA Law. Such information will be relayed by the Luxembourg tax authorities to the US Internal Revenue Service. Such disclosure shall be performed in accordance with Section 5.8 “Data Protection” of the Prospectus.

Shareholders qualifying as passive NFFEs undertake to inform their Controlling Persons, if applicable, of the processing of their information by the Fund.

Additionally, the Fund is responsible for the processing of personal data, and each Shareholder has a right to access the data communicated to the Luxembourg tax authorities and to correct such data (if necessary). Any data obtained by the Fund is to be processed in accordance with the applicable Data Protection Laws.

Although the Fund will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Fund will be able to satisfy these obligations. If the Fund becomes subject to a withholding tax or penalties as result of the FATCA regime, the value of the Shares held by the Shareholders may suffer material losses. The failure for the Fund to obtain such information from each Shareholder and to transmit it to the Luxembourg tax authorities may trigger the 30% withholding tax to be imposed on payments of U.S. source income as well as penalties.

Any Shareholder that fails to comply with the Fund’s documentation requests may be charged with any taxes and/or penalties imposed on the Fund as a result of such Shareholder’s failure to provide the information and the Fund may, in its sole discretion, redeem the Shares of such Shareholder.

Shareholders who invest through intermediaries are reminded to check if and how their intermediaries will comply with this U.S. withholding tax and reporting regime.

Shareholders should consult a U.S. tax advisor or otherwise seek professional advice regarding the above requirements.

9.8 Other Taxes

No estate or inheritance tax is levied on the transfer of Shares upon death of a Shareholder in cases where the deceased was not a resident of Luxembourg for inheritance tax purposes at the time of his death. On the contrary, where an individual Shareholder is a resident of Luxembourg for tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes.

Luxembourg gift tax may be levied on a gift or donation of Shares if embodied in a Luxembourg notarial deed or otherwise registered in Luxembourg.

10 Risk Management Process

In accordance with the Law of 2010, CSSF circular 18/698 and other applicable regulations, the Management Company must employ a risk management process which enables it to monitor and measure the exposure of the Fund to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Fund.

The Management Company has accordingly implemented a risk management process which will be followed in relation to the Fund and each Sub-Fund. The risk management process enables the Management Company to assess the exposure of the Sub-Funds to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for each Sub-Fund. The directors of the Management Company will review such risk management process at least annually.

In relation to financial derivative instruments the Fund employs a process for accurate and independent assessment of the value of OTC derivatives and the Fund ensures for each of its Sub-Funds that its global exposure relating to financial derivative instruments does not exceed the total net value of its portfolio.

The global exposure of the Sub-Fund(s) is measured by using the relative Value-at-Risk (VaR) or the absolute VaR as the case may be. The global exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions.

The expected leverage levels, set out for each Sub-Fund in the relevant Supplement, have been calculated using the specific methodologies prescribed under the ESMA (formerly CESR) Guidelines 10-788 of 28 July 2010 on Risk Measurement and the Calculation of Global Exposure and Counterparty Risk for UCITS and the document entitled "Questions and Answers: Risk Measurement and Calculation of Global Exposure and Counterparty Risk for UCITS (2012/ESMA/429)" published on 9 July 2012 (namely, the "sum of notionals" and the "commitment approach" methodologies).

In particular, the calculation of VaR should be carried out in accordance with the following parameters (the "**VaR Parameters**"):

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

A confidence interval and/or a holding period differing from the VaR Parameters in (a) and (b) above may be used by a Sub-Fund provided the confidence interval is not below 95% and the holding period does not exceed 1 month (20 Business Days).

These methodologies might differ from the methodologies used in other jurisdictions and/or general market practice regarding how leverage is understood. Shareholders should note that under these methodologies, where a Sub-Fund uses derivatives for the purposes of efficient portfolio management, this will in some cases be included in the expected leverage calculation. This will inevitably inflate the expected leverage level for that Sub-Fund. In particular, under the sum of notionals methodology, neither netting, (including duration netting), nor hedging in relation to derivative positions is permitted. This will inevitably inflate the expected leverage levels calculated using this methodology, especially for any Sub-Fund that uses foreign exchange forward contracts as part of its investment strategy.

Each Sub-Fund may invest, according to its investment policy and within the limits laid down Appendix 1 "Investment Restrictions and Techniques and Instruments" in financial derivative instruments provided that the global exposure to the underlying assets does not exceed in aggregate the investment limits laid down in Appendix 1 "Investment Restrictions and Techniques and Instruments".

When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in Appendix 1 "Investment Restrictions and Techniques and Instruments".

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

Upon request of investors, the Management Company will provide supplementary information relating to the risk management process.

11 Risk factors

The risks described herein should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in a Sub-Fund. Different risks may apply to different Sub-Funds. Prospective investors should review this Prospectus and the relevant Supplement in its entirety and consult with their professional and financial advisers before making an application for Shares.

Prospective investors should consider, among others, the following factors before subscribing for Shares:

General Risks

Investors should be aware that there are risks inherent in the holding of securities:

Business Risk

There can be no assurance that the Fund will achieve its investment objective in respect of any of the Sub-Funds. The investment results of the Sub-Funds are reliant upon the success of the Investment Manager.

Effect of Initial Sales Charge

Where an initial sales charge (if any) is imposed, an investor who realises his Shares after a short period may not (even in the absence of a fall in the value of the relevant investments) realise the amount originally invested.

The Shares therefore should be viewed as medium to long-term investments.

Depository – Segregation, Sub-custodians and Insolvency

Where securities are held with a sub-custodian or by a securities depository or clearing system, such securities may be held by such entities in client omnibus accounts and in the event of a default by any such entity, where there is an irreconcilable shortfall of such securities, the Fund may have to share that shortfall on a pro-rata basis. Securities may be deposited with clearing brokers which the Depository is not obliged to appoint as its sub-custodians and in respect of the acts or defaults of which the Depository shall have no liability. There may be circumstances where the Depository is relieved from liability for the acts or defaults of its appointed sub-custodians provided that the Depository has complied with its duties.

The Fund is at risk of the Depository or a sub-custodian entering into an insolvency procedure. During such a procedure (which may last many years) the use by the Fund of assets held by or on behalf of the Depository or the relevant sub-custodian, as the case may be, may be restricted and accordingly (a) the ability of the Investment Manager to fulfil the investment objective of each Sub-Fund may be severely constrained, (b) the Sub-Funds may be required to suspend the calculation of the Net Asset Value and as a result subscriptions for and redemptions of Shares, and/or (c) the Net Asset Value may be otherwise affected. During such a procedure, the Fund is likely to be an unsecured creditor in relation to certain assets and accordingly the Fund may be unable to recover such assets from the insolvent estate of the Depository or the relevant sub-custodian, as the case may be, in full, or at all.

Market Crisis and Governmental Intervention

The global financial markets are currently undergoing pervasive and fundamental disruptions which have led to extensive and unprecedented governmental intervention. Such intervention has in certain cases been implemented on an “emergency” basis without much or any notice with the consequence that some market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions has been suddenly and/or substantially eliminated. Given the complexities of the global financial markets and the limited time frame within which governments have been able to take action, these interventions have sometimes been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of such markets as well as previously successful investment strategies.

It is impossible to predict with certainty what additional interim or permanent governmental restrictions may be imposed on the markets and/or the effect of such restrictions on the Investment Manager’s ability to fulfil a Sub-Fund’s investment objective. However, there is a high likelihood of significantly increased regulation of the global financial markets, and such increased regulation could be materially detrimental to the performance of a Sub-Fund’s portfolio.

Pandemic, Epidemic or Other Outbreaks of Contagious Disease Risk

An outbreak of contagious disease, particularly if the outbreak reaches epidemic or pandemic proportions (such as the recent outbreak of COVID-19), can create significant economic and social uncertainty. Whilst it is difficult to predict the ultimate impacts of such outbreaks, it is likely that outbreaks will have material adverse impacts on affected economies and societies, and that such negative impacts may persist for some time.

The Fund's investments may be impacted as a result of such outbreaks by disruptions to commercial activity due to failures to contain such outbreaks and/or due to containment measures, including but not limited to the introduction of guidance and/or imposition of directives to stay at home, lockdown, self-isolate, quarantine, work remotely, socially distance, and to restrict gatherings and travel.

In addition, such outbreaks may contribute to volatility in financial markets, which can disrupt historical pricing relationships or trends, increase illiquidity, disrupt the availability of financing or negatively impact the performance of the Fund's investments.

In addition, the imposition of such containment measures may materially disrupt the Fund's and its appointed service providers' and counterparties' (including providers of financing) business activities, including but not limited to the Management Company's and/or Investment Manager's ability to effectively identify, monitor, operate and dispose of investments and operate the Fund in general.

CRS and FATCA

Under the terms of the FATCA Law and CRS Law, the Fund is likely to be treated as a Luxembourg Reporting Financial Institution. As such, the Fund may require all investors to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above mentioned regulations. Should the Fund become subject to a withholding tax and/or penalties as a result of non-compliance under the FATCA Law and/or penalties as a result of non-compliance under the CRS Law, the value of the Shares held by all Shareholders may be materially affected. Furthermore, the Fund may also be required to withhold tax on certain payments to its Shareholders which would not be compliant with FATCA (i.e. the so-called foreign pass-through payments with-holding tax obligation).

Hedging Risk

Hedging transactions may be entered into using futures, forwards or other exchange-traded or OTC Derivatives or by the purchasing of securities ("**Hedging transactions**") in order to hedge the Sub-Fund's exposure to foreign exchange or interest rate risk. The Investment Manager may, as far as is reasonably practicable, seek to hedge out foreign currency exposure at Sub-Fund level by entering into forward foreign exchange transactions or other methods of reducing exposure to currency fluctuations.

If undertaken, portfolio hedging aims to reduce the Sub-Fund's level of risk or hedge the currency exposure to the currency of denomination of some or all of the securities held by the Sub-Fund. Any currency hedging undertaken at portfolio level may not fully hedge currency exposure and will not fully mitigate currency risk. Hedging transactions, while potentially reducing the risk of currency and inflation exposure which a Sub-Fund or a Class of Shares may otherwise be exposed, involve certain other risks, including the risk of a default by a counterparty, as described under the risk factor headed "Derivatives - Counterparty" below.

Prospective investors should note that there can be no assurance that any hedges which are in place from time to time will be effective.

Please refer to the risk factors headed "Currency Hedged Share Classes - No Segregation of Liabilities" and "Currency Hedged Share Classes - Implication for Specific Share Class" below for further disclosure in relation to certain risks related to Shares being denominated in different currencies and assets of a Sub-Fund being denominated in a currency other than the Reference Currency of the relevant Sub-Fund.

Market Risk

The investments of the Sub-Fund are subject to normal market fluctuations and other risks inherent in investing in shares, bonds and other stock market related assets. These fluctuations may be more extreme in periods of market disruption and other exceptional events. There can be no assurance that any appreciation in value of investments will occur or that the investment objective will actually be achieved. The value of investments and the income from them will fall as well as rise and investors may not recoup the original amount they invested. Past performance is not a guide to future performance.

Counterparty Risk

On a day-to-day basis the Fund on behalf of a Sub-Fund may trade with market participants in order to build assets which will give rise to short term counterparty risk. Additionally each Sub-Fund may invest its assets in overnight deposits of credit institutions, money market funds, treasuries or other near-cash securities. Such Ancillary Liquid Assets may be held for longer periods where, due to market circumstances, the Fund on behalf of the Sub-Fund believes that it is in its best interests to do so. Should the Sub-Fund trade OTC Derivatives (which includes forward foreign exchange) it must do so with approved OTC counterparties with appropriate legal documentation in place, namely ISDA agreements. The ISDA agreement also contains a Credit Support Annex (the "CSA"). If the Fund in respect of a Sub-Fund is subject to the European market infrastructure regulation ("EMIR") clearing requirements and the counterparty is also acting as the clearing broker a clearing addendum must also be appended to the ISDA. Also in the case of cleared OTC a separate cleared derivatives execution agreement (the "CDEA") is also required. These legal documents ensure segregation of liabilities in the event of a default and define the appropriate collateral and acceptable haircuts with each counterparty, clearing broker, clearing house and the Sub-Fund. Additional key controls for both bi-lateral and cleared OTC include; daily valuation of positions, daily collateralisation, zero thresholds and netting. Owing to the settlement cycle of collateral the Sub-Fund may have a mixture of collateralised and uncollateralised risk.

Liquidity Risk

A Sub-Fund's investments may be subject to liquidity constraints which means that securities may trade infrequently and in small volumes. Normally liquid securities may also be subject to periods of significantly lower liquidity in difficult market conditions. As a result, changes in the value of investments may be more unpredictable and in certain cases, it may be difficult to deal a security at the last market price quoted or at a value considered to be fair.

Suspension of Dealing in Shares

Investors are reminded that in exceptional circumstances their right to sell or redeem Shares may be temporarily suspended.

Cancellation Risks

When cancellation rights are applicable and are exercised, the full amount invested may not be returned if the price falls before we are informed of your intention to cancel.

Inflation

A change in the rate of inflation will affect the real value of your investment.

Taxation

The current tax regime applicable to investors in collective investment schemes in their country of residence or domicile is not guaranteed and may be subject to change. Any changes may have a negative impact on returns received by investors.

A Sub-Fund may be subject to withholding, capital gains or other taxes on income and/or gains arising from its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by that Sub-Fund is incorporated, established or resident for tax purposes. The Sub-Funds rely extensively on tax treaties to reduce domestic rates of withholding tax in countries where they invest. A risk exists that tax authorities in countries with which Luxembourg has double tax treaties, may change their position on the application of the relevant tax treaty. As a consequence, higher tax may be suffered on investments, (e.g. as a result of the imposition of withholding tax in that foreign jurisdiction). Accordingly, any such withholding tax may impinge upon the returns to the Sub-Fund and investors.

In specific treaties which contain 'limitation of benefits' provisions (e.g. US), the tax treatment of the Sub-Fund may be affected by the tax profiles of investors in the Sub-Fund as such treaties may require the majority of investors in the Sub-Fund to be from the same jurisdiction. Failing to meet the limitation of benefits provision may result in increased withholding tax being suffered by the Sub-Fund.

A Sub-Fund may also incur or bear transaction or other similar taxes in respect of the actual or notional amount of any acquisition, disposal or transaction relating to its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by that Sub-Fund or the counterparty to a transaction involving that Sub-Fund is incorporated, established or resident for tax purposes. Where a Sub-Fund invests in securities or enters into transactions that are not subject to withholding, capital gains, transaction or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The relevant Sub-Fund may not be able to recover such tax and so any change could have an adverse effect on the Net Asset Value of the Shares.

Where a Sub-Fund chooses or is required to pay taxation liabilities and/or account for reserves in respect of taxes that are or may be payable in respect of current or prior periods by that Sub-Fund or the Fund (whether in accordance with current or future accounting standards), this would have an adverse effect on the Net Asset Value of the Shares in that Sub-Fund. This could cause benefits or detriments to certain Shareholders, depending on the timing of their entry to and exit from the relevant Sub-Fund.

Tax treatment of the investors

The tax position of the investors may vary according to their particular financial and tax situation. The tax structuring of the Fund and/or its investments may not be tax-efficient for a particular prospective investor. No undertaking is given that amounts distributed or allocated to the investors will have any particular characteristics or that any specific tax treatment will apply. Further, no assurance is given that any particular investment structure in which the Fund has a direct or indirect interest will be suitable for all investors and, in certain circumstances, such structures may lead to additional costs or reporting obligations for some or all of the investors.

Prospective investors should consider their own tax position in relation to subscribing, purchasing, owning and disposing of Shares, and consult their own tax advisors as appropriate. None of the Fund and its affiliates, or any officer, director, member, partner, employee, advisor or agent thereof can take responsibility in this regard.

Tax Developments

The tax regulations which the Sub-Funds are subject to constantly change as a result of:

- (i) technical developments – changes in law regulations;
- (ii) interpretative developments – changes in the way tax authorities apply law; and
- (iii) market practice – whilst tax law is in place, there may be difficulties applying the law in practice (e.g. due to operational constraints).

Any changes to the tax regimes applicable to the Sub-Funds and investors in their country of residence or domicile may impact negatively on the returns received by investors.

Base Erosion and Profit Shifting and Anti-Tax Avoidance Directives

The pace of evolution of fiscal policy and practice has recently been accelerated due to a number of developments. In particular, the Organization for Economic Co-operation and Development (the "OECD") together with the G20 countries have committed to addressing abusive global tax avoidance, referred to as base erosion and profit shifting ("BEPS"), through 15 actions detailed in reports released on 5 October 2015.

As part of the BEPS project, new rules dealing inter alia with the abuse of double tax treaties, the definition of permanent establishments, controlled foreign companies, restriction on the deductibility of excessive interest payments and hybrid mismatch arrangements, have been or will be introduced into the respective domestic laws of jurisdictions which form part of the BEPS project, via European directives and a multilateral instrument.

The Council of the European Union adopted two Anti-Tax Avoidance Directives (i.e. Council Directive (EU) 2016/1164 of 12 July 2016 laying down rules against tax avoidance practices that directly affect the functioning of the internal market ("ATAD I") and Council Directive (EU) 2017/952 of 29 May 2017 amending ATAD I as regards hybrid mismatches with third countries ("ATAD II")) that address many of the above-mentioned issues. The measures included in ATAD I and ATAD II have been implemented by the law of 21 December 2018 (the "ATAD I Law") and the law of 20 December 2019 (the "ATAD II Law") into Luxembourg domestic law. Most of the measures have been applicable since 1 January 2019 and 1 January 2020, the remaining being applicable as from 2022. These measures may significantly affect returns to the Fund and the investors.

Furthermore, the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the "MLI") was published by the OECD on 24 November 2016. The aim of the MLI is to update international tax rules and lessen the opportunity for tax avoidance by transposing results from the BEPS project into more than 2,000 double tax treaties worldwide. A number of jurisdictions (including Luxembourg) have signed the MLI. Luxembourg ratified the MLI through the Luxembourg law of 7 March 2019 and deposited its instrument of ratification with the OECD on 9 April 2019. As a result, the MLI entered into force for Luxembourg on 1 August 2019. Its application per double tax treaty concluded by Luxembourg depends on the ratification by the other contracting state and on the type of tax concerned. The resulting changes and any other subsequent changes in tax treaties negotiated by Luxembourg may significantly affect returns to the Fund and the investors.

Exchange of information on reportable cross-border arrangements

Following the adoption of the Luxembourg law of 25 March 2020 (the “DAC 6 Law”) implementing Council Directive (EU) 2018/822 of 25 May 2018 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation in relation to reportable cross-border arrangements, certain intermediaries and, in certain cases, taxpayers will have to report to the Luxembourg tax authorities within a specific timeframe certain information on reportable cross-border arrangements.

A reportable cross-border arrangement covers any cross-border arrangement that contains at least one hallmark (i.e. a characteristic or feature that presents an indication of a potential risk of tax avoidance) as set out in the DAC 6 Law. A cross-border arrangement will only fall within the scope of the DAC 6 Law if its first step was implemented between 25 June 2018 and 30 June 2020 or if one of the following triggering events occurs as from 1 July 2020: the arrangement is made available for implementation, the arrangement is ready for implementation, the first step of the implementation of the arrangement is made, or aid, assistance or advice is provided with respect to designing, marketing, organising, making available for implementation or managing the implementation of a reportable cross-border arrangement. The reporting obligation in Luxembourg started on 1 January 2021.

The reported information will be automatically exchanged by the Luxembourg tax authorities with the competent authorities of all other EU Member States. As the case may be, the Fund may take any action that it deems required, necessary, advisable, desirable or convenient to comply with the reporting obligations imposed on intermediaries and/or taxpayers pursuant to the DAC 6 Law. Late, incomplete or inaccurate reporting, or non-reporting, shall be subject to a maximum fine of EUR 250,000.

Cyber Event Risk

Like other business enterprises, the use of the internet and other electronic media and technology exposes the Fund, its service providers, and their respective operations, to potential risks from cyber-security attacks or incidents (collectively, “**cyber-events**”). Cyber-events may include, for example, unauthorised access to systems, networks or devices (such as, for example, through “hacking” activity), infection from computer viruses or other malicious software code, and attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information. Any cyber-event could adversely impact the Fund and its Shareholders. A cyber-event may cause the Fund, or its service providers to lose proprietary information, suffer data corruption, lose operational capacity (such as, for example, the loss of the ability to process transactions, calculate the Net Asset Value of the Fund or allow Shareholders to transact business) and/or fail to comply with applicable privacy and other laws. Among other potentially harmful effects, cyber-events also may result in theft, unauthorised monitoring and failures in the physical infrastructure or operating systems that support the Fund and its service providers. In addition, cyber-events affecting issuers in which a Fund invests could cause the Fund’s investments to lose value.

Sustainability Risks

A Sustainability Risk is an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential negative impact on the value of an investment made by the Fund.

The following types of sustainability risks are likely to impact the return of a Fund:

- Environmental risks include, but are not limited to, the ability of companies to mitigate and adapt to climate change, the potential for higher carbon prices, exposure to increasing water scarcity and potential for higher water prices, waste management challenges, and impact on global and local ecosystems.
- Social risks include, but are not limited to, product safety, supply chain management and labour standards, health and safety and human rights, employee welfare, data & privacy concerns and increasing technological regulation.
- Governance risks include, but are not limited to, board composition and effectiveness, management incentives, management quality and stakeholder alignment.

ESG Data Risk

ESG information from third-party data providers may be incomplete, inaccurate or unavailable. As a result, there is a risk that the Investment Manager (or sub-investment manager where applicable) may incorrectly assess a security or issuer, resulting in the incorrect inclusion or exclusion of a security in the portfolio of a Sub-Fund. Incomplete, inaccurate or unavailable ESG data may also act as a methodological limitation to a non-financial investment strategy (such as the application of ESG Criteria or similar). Where identified, the Investment Manager (or sub-investment manager where applicable) will seek to mitigate this risk through its own assessment.

Fund Specific Risks

Please review the relevant Sub-Fund Supplement for reference to the key specific risks associated with each particular Sub-Fund.

Currency & Exchange Rate Risk

Currency exchange rate fluctuations will impact the value of a Sub-Fund which holds currencies or assets denominated in currencies that differ from the valuation currency of the Sub-Fund.

Currency Risk on Unhedged Share Classes

Currency exchange rate fluctuations will impact the value of an unhedged share classes where the currency of the share class differs from that of the valuation currency of the Sub-Fund.

Interest Rate Risk

Interest rate fluctuations will affect the capital and income value of investments within Sub-Funds that invest substantially in fixed income investments. This effect will be more apparent if the Sub-Fund holds a significant proportion of its portfolio in long dated securities.

Credit Risk

The value of the Sub-Fund will fall in the event of the default or perceived increased credit risk of an issuer. This is because the capital and income value and liquidity of the investment is likely to decrease. Debt securities, such as AAA rated government and corporate bonds, have a relatively low risk of default compared to non-Investment Grade bonds. However, the ratings are subject to change and they may be downgraded. The lower the rating the higher the risk of default. The risk associated with unrated bonds is similar to the risk associated to a rated debt security with similar features.

Zero or Negative Yield

The costs of using derivative instruments to implement a short position within a Sub-Fund, for example short positions in currency or government bonds, may result in a zero or negative yield on the portfolio. In such circumstances the Sub-Fund may not make any distributions and any shortfall will be met from capital.

Emerging Markets

The Sub-Funds may invest in emerging market debt securities, foreign exchange instruments and equities which may lead to additional risks being encountered when compared with investments in developed markets.

Securities markets in emerging market countries are generally not as large or as efficient as those in more developed economies and have substantially less dealing volume which can result in lack of liquidity. In some cases, a market for the security may not exist locally, and transactions will need to be made on a neighbouring exchange.

Accordingly, where a Sub-Fund invests substantially in securities listed or traded in such markets, its net asset value may be more volatile than a fund that invests in the securities of companies in developed countries. Further, custodians may not be able to offer the level of service and safe-keeping, settlement and administration of securities that is customary in more developed markets and there is a risk that the Sub-Fund will not be recognised as the owner of securities held on its behalf by a sub-custodian.

Substantial limitations may exist in certain countries with respect to repatriation of investment income or capital or the proceeds of sale of securities to foreign investors or by restriction on investment, all of which could adversely affect the Fund.

Many emerging markets do not have well developed regulatory systems and disclosure standards. In addition, accounting, auditing and financial reporting standards, and other regulatory practices and disclosure requirements (in terms of the nature, quality and timeliness of information disclosed to investors) applicable to companies in emerging markets are often less rigorous than in developed markets. Accordingly, investment opportunities may be more difficult to properly assess. Some emerging markets securities may be subject to brokerage or stock transfer taxes levied by governments, which would have the effect of increasing the cost of investment and which may reduce the realised gain or increase the loss on such securities at the time of sale.

Adverse market and political conditions arising in a specific emerging market country may spread to other countries within the region.

Political risks and adverse economic circumstances (including the risk of expropriation and nationalisation) are more likely to arise in these markets, putting the value of the investment at risk.

These factors may lead to temporary suspension of dealing shares in the Sub-Fund.

Sub-Funds Investing In A Specific Asset Class, Region or Sector

Sub-Funds investing mainly in a specific asset class, region or sector may be more volatile and carry a higher risk to capital than funds investing more broadly. This is because the former are more vulnerable to market sentiment specific to that asset class, region or sector.

Currency Hedged Share Classes - No Segregation of Liabilities

Gains or losses arising from currency hedging transactions are borne by the Shareholders of the respective hedged Share Classes. Given that there is no segregation of liabilities between Share Classes, there is a risk that, under certain circumstances, the settlement of currency hedging transactions or the requirement for collateral (if such activity is collateralised) in relation to one Share Class could have an adverse impact on the net asset value of the other Share Classes in issue. Although this risk will be mitigated, it cannot be fully eliminated, as there may be circumstances where it is not possible or practical to do so. For example, where the Sub-Fund needs to sell securities to fulfil financial obligations specifically related to the Currency Hedged Share Classes and such actions adversely affect the net asset value of the other Share Classes in the Sub-Fund.

Currency Hedged Share Classes Implications for Specific Share Class

The Investment Manager will undertake transactions specifically to reduce the exposure of holders of Currency Hedged Share Classes to movements in the reference currency of the relevant Sub-Fund. The hedging strategy employed may not completely eliminate the exposure of the Currency Hedged Share Classes to currency movements and no assurance can be given that the hedging objective will be achieved. Investors should also be aware that the hedging strategy may substantially limit Shareholders of the relevant Currency Hedged Share Class from benefiting if the Share Class Reference Currency falls against the relevant hedging currencies.

During periods when interest rates across currency areas are very similar, the interest rate differential (the “**IRD**”) is very small, the impact on hedged share class returns is low. However, in an environment where interest rates are significantly different between the relevant hedging reference currency of the Sub-Fund and the hedged Share Class Reference Currency, the IRD will be higher and the performance difference will be greater.

Hedging Methodology – Currency Hedged

For Sub-Funds which seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, the Investment Manager undertakes hedging transactions to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency. Such Currency Hedged Share Classes will be denoted with the suffix “(Currency Hedged)”.

Hedging Methodology – NAV Hedged

For Sub-Funds which do not seek to fully hedge the underlying portfolio currencies back to the Sub-Fund Reference Currency, the Investment Manager undertakes hedging transactions to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency. Such Currency Hedged Share Classes will be denoted with the suffix “(NAV Hedged)”. Investors should note that when investing in such classes that they will still be exposed to the effect of exchange rate movements between the underlying portfolio currencies and Sub-Fund Reference Currency, which could be volatile and negatively impact returns.

Liabilities of the Sub-Fund

Shareholders are not liable for the debts of the Sub-Fund. A Shareholder is not liable to make any further payment to the Sub-Fund after he has paid in full for the purchase of Shares.

Protected Cell - Foreign Courts

Whilst the Articles of Incorporation provides for segregated liability between the Sub-Fund, the concept of segregated liability may not be recognised and given effect by a court in certain contexts including where relevant contractual documents involving the Sub-Funds are not construed in a manner to provide segregated liability. Where claims are brought by local creditors in foreign courts or under foreign contracts, and the liability relates to one Sub-Fund which is unable to discharge its liability, it is not clear whether a foreign court would give effect to the segregated liability contained

in the Articles of Incorporation. Therefore, it is not possible to be certain that the assets of a Sub-Fund will always be completely insulated from the liabilities of another Sub-Fund of the Fund in every circumstance.

Negative Interest Rates

Cash or money market instruments held in the Sub-Funds are subject to the prevailing interest rates in the specific currency of the asset. There may be situations where the interest rate environment results in rates turning negative. In such situations the Sub-Fund may have to pay to have money on deposit or hold the money market instrument.

Investment in funds

Collective Investment Schemes (or “funds”) invest in a range of assets, each with its individual risks. While the Investment Manager will exercise due skill and care in selecting such schemes for investment, he will not have control over the management of these schemes or the fair pricing of the underlying securities. As such there is no guarantee that fair value of the fund’s underlying holdings is at all times reflected in the reported net asset value.

European Union and Eurozone Risk

The deterioration of the sovereign debt of several countries, together with the risk of contagion to other, more stable, countries, has exacerbated the global economic crisis. This situation has also raised a number of uncertainties regarding the stability and overall standing of the European Economic and Monetary Union and may result in changes to the composition of the Eurozone.

As a result of the credit crisis in Europe, the European Commission created the European Financial Stability Facility (the EFSF) and the European Financial Stability Mechanism (the EFSM) to provide funding to Eurozone countries in financial difficulties that seek such support. In March 2011, the European Council agreed on the need for Eurozone countries to establish a permanent stability mechanism, the European Stability Mechanism (the ESM), to assume the role of the EFSF and the EFSM in providing external financial assistance to Eurozone countries from 1 July 2013 onward.

Despite these measures, concerns persist regarding the growing risk that other Eurozone countries could be subject to an increase in borrowing costs and could face an economic crisis similar to that of Cyprus, Greece, Ireland, Italy, Portugal and Spain, together with the risk that some countries could leave the Eurozone (either voluntarily or involuntarily), and that the impact of these events on Europe and the global financial system could be severe which could have a negative impact on the Collateral.

Furthermore, concerns that the Eurozone sovereign debt crisis could worsen may lead to the reintroduction of national currencies in one or more Eurozone countries or, in more extreme circumstances, the possible dissolution of the Euro entirely. The departure or risk of departure from the Euro by one or more Eurozone countries and/or the abandonment of the Euro as a currency could have major negative effects on the Fund and its investments (including the risks of currency losses arising out of redenomination and related haircuts on any affected areas). Should the Euro dissolve entirely, the legal and contractual consequences for holders of Euro-denominated obligations would be determined by laws in effect at such time. These potential developments, or market perceptions concerning these and related issues, could adversely affect the value of the securities or the portfolio investments. It is difficult to predict the final outcome of the Eurozone crisis. Investors should carefully consider how changes to the Eurozone may affect their investment in the securities.

Following the UK’s exit from EU, the EU has entered into a period of political uncertainty as to how relationships, strategy and direction within the EU27 may progress going forward. Such uncertainty could lead to a high degree of economic and market disruption and uncertainty. It is not possible to ascertain the impact it will have within the EU markets, including market value and liquidity, for the Fund’s investments. Such conditions could have a material adverse effect on the business, financial condition, results of operations and prospects of the Fund and its investments, the Investment Manager and other transaction parties. There is likely to be a degree of continued market uncertainty regarding this exit which may also negatively impact the value of investments held by the Fund.

Derivatives

Derivative Instruments

Sub-Funds undertake transactions in derivatives and forward transactions, both on exchange and OTC Derivatives, for the purposes of meeting the investment objective, protecting the risk to capital, currency, duration and credit management, as well as for hedging.

Generally, derivative instruments are financial contracts whose value depend upon, or are derived from, the value of an underlying asset, reference rate or index, and may relate to stocks, bonds, leveraged loans, high yield debt securities, interest rates, currencies or currency exchange rates and related indexes.

Derivative instruments can include, but not limited to, futures, forwards, swaps, (including total return swaps), options and contracts for differences. These instruments can be highly volatile and expose investors to a high risk of loss. Such instruments normally require only low initial margin deposits in order to establish a position in such instruments and may permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited.

The Risk Management Process document sets out the approved derivative strategies and is available upon request from the Management Company.

Derivatives – Correlation (Basis Risk)

Correlation risk is the risk of loss due to divergence between two rates or prices. This applies particularly where an underlying position is hedged through derivative instruments which are not the same as (but may be similar to) the underlying position.

Derivatives – Valuation

Valuation risk is the risk of differing valuations of derivative instruments arising from different permitted valuation methods. Many derivative instruments, in particular OTC Derivatives, are complex and often valued subjectively and the valuation can only be provided by a limited number of market professionals who are often also the counterparty to the transaction. As a result, the daily valuation may differ from the price that can actually be achieved when trading the position in the market.

Derivatives – Liquidity

Liquidity risk exists when a particular instrument is difficult to purchase or sell. Derivative transactions that are particularly large, or traded off market (i.e. over the counter), may be less liquid and therefore not readily adjusted or closed out. Where it is possible to buy or sell, this may be at a price that differs from the price of the position as reflected in the valuation.

Derivatives – Counterparty

Certain derivative types may require the establishment of a long term exposure to a single counterparty which increases the risk of counterparty default or insolvency. While these positions are collateralised, there is a residual risk between both the mark to market and the receipt of the corresponding collateral as well as between the final settlement of the contract and the return of any collateral amount, this risk is referred to as daylight risk. In certain circumstances, the physical collateral returned may differ from the original collateral posted. This may impact the future returns of the Sub-Fund.

Derivatives – Delivery

A Sub-Fund's ability to settle derivative contracts on their maturity may be affected by the level of liquidity in the underlying asset. In such circumstances, there is a risk of loss to the Sub-Fund.

Derivatives – Legal Risk

Derivative transactions are typically undertaken under separate legal arrangements. In the case of OTC Derivatives, a standard International Swaps and Derivatives Association ("ISDA") agreement is used to govern the trade between the Fund on behalf of a Sub-Fund and the counterparty. The agreement covers situations such as a default of either party and also the delivery and receipt of collateral.

As a result, there is a risk of loss to the relevant Sub-Fund where liabilities in those agreements are challenged in a court of law.

Derivatives – Limited Use

Derivative instruments may be used in a limited way to obtain exposure to investments rather than holding the investments directly. It is anticipated that the use of derivative instruments will not materially alter the risk profile of the Sub-Fund or increase price fluctuations compared to equivalent funds that do not invest in derivative instruments.

Exposure Greater than Net Asset Value

Derivative instruments may be used to generate credit and equity exposure to investments exceeding the net asset value of the Sub-Fund, thereby exposing the Sub-Fund to a higher degree of risk. As a result of increased market exposure,

the size of any positive or negative movement in markets will have a relatively larger effect on the net asset value of the Sub-Fund. The additional credit and equity exposure will however be limited to such an extent as to not materially increase the overall volatility of the net asset value.

Short Sales

The Sub-Fund may take short positions through the use of derivative instruments which are not backed by equivalent physical assets. Short positions reflect an investment view that the price of the underlying asset is expected to fall in value. Accordingly, if this view is incorrect and the asset rises in value, the short position could involve losses of the Sub-Fund's capital due to the theoretical possibility of an unlimited rise in their market price.

However, shorting strategies are actively managed by the Investment Manager such that the extent of the losses will be limited.

Currency Strategies

Sub-Funds which use currency management strategies may have substantially altered exposures to currency exchange rates. Should these currencies not perform as the Investment Manager expects, the strategy may have a negative effect on performance.

Negative Duration

A Sub-Fund may take a negative duration position if the Investment Manager believes yields are likely to rise strongly. This means the Sub-Fund could produce a capital gain if bond yields increase which is not normally achievable by a typical bond fund. However, if the Sub-Fund is positioned with negative duration and yields fall, the position will be detrimental to performance.

Convertible Bond Transactions

Convertible bonds issued by companies that give the bondholder the option to trade in the bond for shares in the company (the "**Convertible Bond**").

Convertibles Risk

Convertibles are subject to the risks associated with both bonds and company shares, and to risks specific to the asset class. Their value may change significantly depending on economic and interest rate conditions, the creditworthiness of the issuer, the performance of the underlying company shares and general financial market conditions. In addition, issuers of convertibles may fail to meet payment obligations and their credit ratings may be downgraded. Convertibles may also be less liquid than the underlying company shares.

Contingent Convertible Debt Securities

Contingent convertible debt securities (the "Contingent Convertible Debt Securities") are bonds issued by companies, which convert into shares in the company when certain capital conditions are met and are subject to the following risks:

Trigger levels and conversion risks: Contingent Convertible Debt Securities are complex financial instruments in respect of which trigger levels and conversion risk, depending on the distance of the capital ratio to the trigger level, differ. It might be difficult for the Investment Manager to anticipate the triggering events that would require the debt to convert into equity and to assess how the securities will behave upon conversion. In case of conversion into equity, the Investment Manager might be forced to sell these new equity shares because the investment policy of the Sub-Fund does not allow equity in its portfolio. This forced sale may itself lead to liquidity issue for these shares.

Unknown and yield risks: the structure of the Contingent Convertible Debt Securities is innovative yet untested. Investors have been drawn to this instrument as a result of its often attractive yield which may be viewed as a complexity premium. Yield has been a primary reason this asset class has attracted strong demand, yet it remains unclear whether investors have fully considered the underlying risks. Relative to more highly rated debt issues of the same issuer or similarly rated debt issues of other issuers, Contingent Convertible Debt Securities tend to compare favourably from a yield standpoint. The concern is whether investors have fully considered the risk of conversion or, for AT1 Contingent Convertible Debt Securities, coupon cancellation.

Write-down, capital structure inversion and industry concentration risks: the investment in Contingent Convertible Debt Securities may also result in a material loss. In this event, should a Contingent Convertible Debt Security undergo a write-down, the Contingent Convertible Debt Securities' investors may lose some or all of its original investment. Contrary to classical capital hierarchy, Contingent Convertible Debt Securities' investors may suffer a loss of capital when equity

holders do not. To the extent that the investments are concentrated in a particular industry, the Contingent Convertible Debt Securities' investors will be susceptible to loss due to adverse occurrences affecting that industry.

Call extension risk: Contingent Convertible Debt Securities are issued as perpetual instruments, callable at pre-determined levels only with the approval of the competent authority.

Coupon cancellation risk: for some Contingent Convertible Debt Securities, coupon payments are entirely discretionary and may be cancelled by the issuer at any point, for any reason and for any length of time.

Liquidity risk: In certain circumstances finding a ready buyer for Contingent Convertible Debt Securities may be difficult and the seller may have to accept a significant discount to the expected value of the bond in order to sell it.

Asset-Backed Securities

Certain Sub-Funds may invest in asset-backed securities which are debt securities originated by corporations or other entities (including public or local authorities) and collateralized (or "backed") by cash flows from an underlying pool of assets ("**Asset-Backed Securities**"). The underlying assets may include, but are not limited to, commercial and residential mortgages, loans, leases or receivables (such as credit card debt, automobile loans and student loans) but exclude physical assets.

Asset-Backed Securities are issued by a special purpose vehicle, which is an entity created and organised for the issuance of such securities and the obligations of the special purpose vehicle are isolated from those of the originator. The cash flows of an asset-backed security are dependent on the performance of the underlying pool of assets and where such securities are issued in different classes with varying characteristics ("tranching") the subordination of these tranches will determine the distribution of losses during the life of the security. Investors in more junior classes are subject to greater risk in the event that the cash flow from the collateral pool is insufficient to make all payments in respect of its liabilities due to subordination of the junior classes. Certain classes may be rated by one or more rating agencies based on the credit profile of the collateral pool and the seniority of the relevant class, though the Fund may (where permitted) acquire tranches of Asset-Backed Securities that are not rated by any recognised rating agency.

Asset-Backed Securities may be subject to greater credit, liquidity and interest rate risk compared to other fixed income securities such as government issued bonds.

Asset-Backed Securities are also often exposed to extension risk (where obligations on the underlying assets are not paid on time) and prepayment risks (where obligations on the underlying assets are paid earlier than expected), these risks may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities.

Prepayment risk is typically greater when interest rates are declining as mortgages and loans are prepaid. This may negatively impact the return of any Sub-Fund investing in such security as the income generated will have to be reinvested at the lower prevailing interest rates. Conversely, extension risk tends to increase when interest rates rise as the prepayment rate decreases causing the duration of Asset-Backed Securities to lengthen and expose investors to higher interest rate risk.

The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

In some ABS transactions, such as Collateralised Loan Obligations, the underlying pool of assets will be managed by a collateral manager in accordance with certain parameters set out in a collateral management agreement relating to such Asset-Backed Securities. The success of investment in such classes of Asset-Backed Security may be dependent on the financial and managerial expertise of the collateral manager.

Credit Default Swaps

A credit default swap is a type of credit derivative instrument which allows one party (the "**protection buyer**") to transfer credit risk of a reference entity (the "**reference entity**") to one or more other parties (the "**protection seller**"). The protection buyer pays a periodic fee to the protection seller in return for protection against the occurrence of a number of events (each, a "**credit event**") experienced by the reference entity. Credit default swaps carry specific risks including high levels of gearing, the possibility that premiums are paid for credit default swaps which expire worthless, wide bid/offer spreads and documentation risks. In addition, there can be no assurance that the counterparty to a credit default swap will be able to fulfil its obligations to the Sub-Fund if a credit event occurs in respect of the reference entity. Further, the counterparty to a credit default swap may seek to avoid payment following an alleged credit event by claiming that

there is a lack of clarity in, or an alternative meaning of, language used in the contract, most notably the language specifying what would amount to a credit event.

Swap Agreements

The Sub-Funds may enter into swap agreements. Swap agreements can be individually negotiated and structured to include exposure to a variety of different types of investments or market factors. Depending on their structure, swap agreements may increase or decrease the Sub-Fund's exposure to long-term or short-term interest rates, currency values, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. The Fund is not limited to any particular form of swap agreement if consistent with the terms of the Prospectus and the investment objective and policy of a Sub-Fund.

Swap agreements tend to shift the Sub-Fund's investment exposure from one type of investment to another. For example, if the Sub-Fund agrees to exchange payments in one currency for payments another currency, the swap agreement would tend to decrease the Sub-Fund's exposure to interest rates in the country and/or region of the first currency and increase its exposure to the other currency and interest rates in the relevant country and/or region. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Sub-Fund's portfolio. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from the Sub-Fund. If a swap agreement calls for payments by the Sub-Fund, the Sub-Fund must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by the Sub-Fund. Use of swaps agreements may also incur counterparty risk as defined below.

Collateral

The taking of collateral may reduce counterparty risk but it does not eliminate it entirely. There is a risk that the value of collateral held by the Sub-Fund may not be sufficient to cover the Sub-Fund's exposure to an insolvent counterparty. This could for example be due to the issuer of the collateral itself defaulting (or, in the case of cash collateral, the bank with whom such cash is placed becoming insolvent), lack of liquidity in the relevant collateral meaning that it cannot be sold in a timely manner on the failure of the collateral giver, or price volatility due to market events. In the event that the Sub-Fund attempts to realise collateral following the default by a counterparty, there may be no or limited liquidity or other restrictions in respect of the relevant collateral and any realisation proceeds may not be sufficient to off-set the Sub-Fund's exposure to the counterparty and the Sub-Fund may not recover any shortfall. It is also possible that assets held as collateral in custody may be lost although, for financial assets held in custody, the Depositary will be obliged to return equivalent assets.

Collateral management is also subject to a number of operational risks, which can result in a failure to request collateral to cover the exposure of a Sub-Fund or failure to demand the return of collateral from a counterparty when due. There is the risk that the legal arrangements entered into by the Fund for the account of a Sub-Fund are held not to be enforceable in the courts of the relevant jurisdiction, meaning that the Sub-Fund is unable to enforce its rights over the collateral received in the case of a counterparty failure.

Collateral will not be reused.

Where collateral is delivered by way of title transfer, the Sub-Fund will be exposed to the creditworthiness of the counterparty and, in the event of insolvency, the Sub-Fund will rank as an unsecured creditor in relation to any amounts transferred as collateral in excess of the Sub-Fund's exposure to the counterparty.

Below Investment Grade Debt Securities

Below-Investment Grade debt securities, also known as "high-yield" debt securities may carry a greater risk of default than higher rated debt securities. In addition, below-Investment Grade debt securities tend to be more volatile than higher rated debt securities, so that adverse economic events may have a greater impact on the prices of non-Investment Grade debt securities than on higher rated debt securities. Further, an issuer's ability to service its debt obligations may be adversely affected by specific issuer developments, for example, an economic recession may adversely affect an issuer's financial condition and the market value of high yield debt securities issued by such entity.

Bond Downgrade Risk

A Sub-Fund may invest in highly rated/Investment Grade bonds, however, where a bond is subsequently downgraded it may continue to be held in order to avoid a distressed sale. To the extent that a Sub-Fund does hold such downgraded bonds, there will be an increased risk of default on repayment, which in turn translates into a risk that the capital value

of the Sub-Fund will be affected. Investors should be aware that the yield or the capital value of the Sub-Fund (or both) could fluctuate.

Sovereign Debt Securities

Sovereign debt refers to debt obligations issued or guaranteed by governments or their agencies and instrumentalities (each a “governmental entity”). Investments in sovereign debt may involve a degree of risk. The governmental entity that controls the repayment of sovereign debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt. A governmental entity’s willingness or ability to repay principal and interest due in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the governmental entity’s policy towards the international monetary bodies, any constraints placed on it by inclusion in a common monetary policy, or any other constraints to which a governmental entity might be subject. Governmental entities may also be dependent on expected disbursements from foreign governments, multilateral agencies and other foreign entities to reduce principal and interest arrears on their debt. The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a governmental entity’s implementation of economic reforms and/or economic performance and the timely service of such debtor’s obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due may result in the cancellation of such third parties’ commitments to lend funds to the governmental entity, which may further impair such debtor’s ability or willingness to service its debt on a timely basis. Consequently, governmental entities may default on their sovereign debt. Holders of sovereign debt, including a Sub-Fund, may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities.

Sovereign debt holders may also be affected by additional constraints relating to sovereign issuers which may include (i) the restructuring of such debt (including the reduction of outstanding principal and interest and or rescheduling of repayment terms) without the consent of the impacted Sub-Fund(s) (e.g. pursuant to legislative actions unilaterally taken by the sovereign issuer and/or decisions made by a qualified majority of the lenders); and (ii) the limited legal recourses available against the sovereign issuer in case of failure of or delay in repayment (for example there may be no bankruptcy proceedings available by which sovereign debt on which a government entity has defaulted may be recovered).

Credit Linked Note (“CLN”)

A CLN is a security with an embedded credit default swap allowing the issuer to transfer a specific credit risk to the Sub-Fund.

CLNs are created through a special purpose company or trust. The Sub-Fund buys securities from the trust that pays a fixed or floating coupon during the life of the note. At maturity, the Sub-Fund will receive the par value unless the referenced credit defaults or declares bankruptcy, in which case it receives an amount equal to the recovery rate. The trust enters into a default swap with a deal arranger. In case of default, the trust pays the dealer par minus the recovery rate in exchange for an annual fee that is passed on to the Sub-Fund in the form of interest on the notes.

Under this structure, the coupon or price of the note is linked to the performance of a reference asset. It offers the Sub-Fund a higher yield on the note for accepting exposure to a specified credit event.

Appendix 1 – Investment Restrictions and Techniques and Instruments

1. Investment Restrictions

2. Investment Techniques and Instruments

1. Investment Restrictions

A. The assets of each Sub-Fund shall comprise only one or more of the following:

- (1) Transferable Securities and Money Market Instruments listed or dealt in on a Regulated Market;
- (2) Transferable Securities and Money Market Instruments listed or dealt in on an Other Regulated Market in a Member State;
- (3) Transferable Securities and Money Market Instruments admitted to official listing on a Regulated Market in an Other State or dealt in on an Other Regulated Market in an Other State;
- (4) recently issued Transferable Securities and Money Market Instruments, provided that:
 - the terms of issue include an undertaking that application will be made for admission to official listing on a Regulated Market or on an Other Regulated Market as described under (1)-(3) above;
 - such admission is secured within one year of issue;
- (5) units of UCITS and/or other UCIs within the meaning of the first and second indent of Article 1, paragraph 2, points a) and b) of Directive 2009/65/EC, whether situated in a Member State or in an Other State, provided that:
 - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the Regulatory Authority to be equivalent to that set out in Community law, and that cooperation between authorities is sufficiently ensured (currently the United States of America, Canada, Switzerland, Hong Kong, Japan, Norway, the Isle of Man and Guernsey);
 - 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 asset 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 the 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, in aggregate be invested in units of other UCITS or other UCIs;
- (6) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in an Other State, provided that it is subject to prudential rules considered by the Regulatory Authority as equivalent to those set out in Community law;
- (7) financial derivative instruments, i.e. in particular credit default swaps, interest rate swaps, options, futures, including equivalent cash-settled instruments, dealt in on a Regulated Market or on an Other Regulated Market referred to in (1), (2) and (3) above, and/or financial derivative instruments dealt over-the-counter (“OTC derivatives”), provided that:
 - (i) - the underlying consists of instruments covered by this section A, financial indices, interest rates, foreign exchange rates or currencies, in which the Fund 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 Regulatory Authority; 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;
 - (ii) - Under no circumstances shall these operations cause the Fund to diverge from its investment objectives.
- (8) Money Market Instruments other than those dealt in on a Regulated Market or on an Other Regulated Market, to the extent that the issue or the issuer of such instruments is itself 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 EU or the European Investment Bank, an Other 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 or on Other Regulated Markets referred to in (1), (2) or (3) above; or
 - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law, or by an establishment which is subject to and complies with prudential rules considered by the Regulatory Authority to be at least as stringent as those set out in Community law; or
 - issued by other bodies belonging to the categories approved by the Regulatory Authority provided that investments in such instruments are subject to investor protection equivalent to that set out in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least ten million Euro (10,000,000 Euro) and which presents and publishes its annual accounts in accordance with directive 78/660/EEC as amended, is an entity which, within a Group of Companies which includes one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

B. Each Sub-Fund may however:

- (1) Invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to above under A (1) through (4) and (8).
- (2) Hold cash and cash equivalents on an ancillary basis; such restriction may exceptionally and temporarily be exceeded if the Board of Directors considers this to be in the best interest of the Shareholders.
- (3) Borrow up to 10% of its net assets, provided that such borrowings are made only on a temporary basis. For the purpose of this restriction back-to-back loans are not considered to be borrowings.
- (4) Acquire foreign currency by means of a back-to-back loan.

C. In addition, the Fund shall comply in respect of the net assets of each Sub-Fund with the following investment restrictions per issuer:

(a) Risk Diversification rules

For the purpose of calculating the restrictions described under items (1) to (5) and (8) hereunder, companies which are included in the same Group of Companies are regarded as a single issuer.

- **Transferable Securities and Money Market Instruments**
- (1) No Sub-Fund may purchase additional Transferable Securities and Money Market Instruments of any single issuer if:
 - (i) upon such purchase more than 10% of its net assets would consist of Transferable Securities or Money Market Instruments of one single issuer; or
 - (ii) the total value of all Transferable Securities and Money Market Instruments of issuers in which it invests more than 5% of its net assets would exceed 40% of the value of its net assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.
 - (2) A Sub-Fund may invest, on a cumulative basis, up to 20% of its net assets in Transferable Securities and Money Market Instruments issued by the same Group of Companies.
 - (3) The limit of 10% set forth above under item (1) (i) is increased to 35% in respect of Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any Other State or by a public international body of which one or more Member State(s) are member(s).
 - (4) The limit of 10% set forth above under item (1) (i) is increased to 25% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public control in order to protect the holders of such qualifying debt securities. For the purposes hereof, “qualifying debt securities” are securities the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the securities and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Sub-Fund invests more than 5% of its net assets in debt securities issued by such an issuer, the total value of such investments may not exceed 80% of the net assets of such Sub-Fund.
 - (5) The securities specified above under items (3) and (4) are not to be included for purposes of computing the ceiling of 40% set forth above under item (1) (ii).
 - (6) **Notwithstanding the ceilings set forth above, each Sub-Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its net assets in Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, by its local authorities, by any other state which is a member of the Organisation for Economic Cooperation and Development (“OECD”) such as the Group of 20 (G20), by the Republic of Singapore, or by the Hong Kong Special Administrative Region of the People’s Republic of China or by a public international body of which one or more Member State(s) are member(s), provided that (i) such securities are part of at least six different issues and (ii) the securities from any such issue do not account for more than 30% of the net assets of such Sub-Fund.**
 - (7) Without prejudice to the limits set forth under item (b) below, the limits set forth under item (1) are raised to a maximum of 20% for investments in shares and/or bonds issued by the same body when the aim of the Sub-Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the Regulatory Authority, 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,
 - it is published in an appropriate manner.

The limit of 20% is raised to 35% where that proves to be justified by exceptional market conditions, in particular in Regulated Markets where certain Transferable Securities or Money Market Instruments are highly dominant. The investment up to this limit is only permitted for a single issuer.

- **Bank Deposits**

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

- **Financial Derivative Instruments**

- (9) The risk exposure to a counterparty in an OTC derivative transaction may not exceed 10% of the Sub-Fund's net assets when the counterparty is a credit institution referred to in section A item (6) above or 5% of its net assets in other cases.
- (10) Investment in financial derivative instruments shall only be made provided that the exposure to the underlying assets does not exceed in aggregate the investment limits set forth in items (1) to (5), (8), (9), (13) and (14). When the Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits set forth in items (1) to (5), (8), (9), (13) and (14).
- (11) When a Transferable Security or Money Market Instrument embeds a financial derivative instrument, the latter must be taken into account when complying with the requirements of section (A) item (7) and section (D) item (1), as well as with the risk exposure and information requirements set out in the present Prospectus.

To the extent the Sub-Funds do not use total return swaps (or other financial derivative instruments with the same characteristics) as part of their investment strategy, no information on the underlying strategy and composition of the investment portfolio or index has been disclosed. However, should one or several Sub-Funds contemplate to use primarily such instruments, appropriate disclosures will be added according to the ESMA guidelines 2014/937 on ETFs and other UCITS.

- **Units of Open-Ended Funds**

- (12) Unless specified in the Sub-Fund specific Supplement, no Sub-Fund may invest in aggregate more than 10% of its net assets in the units of other single UCITS or other UCIs.

If specified in the relevant Sub-Fund Supplement, the following applies:

A Sub-Fund may acquire units or shares of UCITS and/or other UCI specified in 9.1 A. (5), provided that it does not invest more than 20% of its assets in a single UCITS or UCI.

For the purpose of the application of this investment limit, each portfolio of a UCI with multiple sub-funds within the meaning of Article 181 of the Law of 2010 is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various sub-funds vis-à-vis third parties is ensured.

Investments in units or shares of UCIs other than UCITS may not in total exceed 30% of the assets of a Sub-Fund. If a Sub-Fund has acquired units or shares in UCITS and/or other UCIs, the assets of these UCITS or other UCIs are not combined for the purposes of the limits stipulated in Article 43 of the Law of 2010.

When a Sub-Fund invests in the units of other UCITS and/or other UCIs that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a substantial direct or indirect holding of more than 10% of the share capital or the voting rights, the Management Company or other company may not charge investment management, subscription or redemption fees on account of the Sub-Fund's investment in the units of such other UCITS and/or other UCIs.

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

- **Combined limits**

(13) Notwithstanding the individual limits set out in items (1), (8) and (9) above, a Sub-Fund may not combine:

- investments in Transferable Securities or Money Market Instruments issued by,
 - deposits made with, and/or
 - exposures arising from OTC derivative transactions undertaken with
- a single body in excess of 20% of its net assets.

(14) The limits set out in items (1), (3), (4), (8), (9) and (13) above may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body, in deposits or financial derivative instruments made with this body carried out in accordance with items (1), (3), (4), (8), (9) and (13) above may not exceed a total of 35% of the net assets of the Fund.

(b) Limitations on Control

(15) No Sub-Fund may acquire such amount of shares carrying voting rights which would enable the Fund to exercise a significant influence over the management of the issuer.

(16) A Sub-Fund may not acquire (i) more than 10% of the outstanding non-voting shares of any one issuer; (ii) more than 10% of the outstanding debt securities of any one issuer; (iii) more than 10% of the Money Market Instruments of any one issuer; or (iv) more than 25% of the outstanding shares or units of any one UCI.

The limits set forth in (ii) to (iv) may be disregarded at the time of acquisition if at that time the gross amount of bonds or of the Money Market Instruments or the net amount of the securities in issue cannot be calculated.

The ceilings set forth above under items (15) and (16) do not apply in respect of:

- Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or by its local authorities;
- Transferable Securities and Money Market Instruments issued or guaranteed by any Other State;
- Transferable Securities and Money Market Instruments issued by a public international body of which one or more Member State(s) are member(s); and
- Shares in the capital of a company which is incorporated under or organized pursuant to the laws of an Other State provided that (i) such company invests its assets principally in securities issued by issuers of that State, (ii) pursuant to the laws of that State a participation by the relevant Sub-Fund in the equity of such company constitutes the only possible way to purchase securities of issuers of that State, and (iii) such company observes in its investments policy the restrictions set forth under section C, items (1) to (5), (8), (9) and (12) to (16);
- Shares in the capital of subsidiary companies which, exclusively on its or their behalf carry on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the redemption of shares at the request of Shareholders.

D. Finally, the Fund shall comply in respect of the assets of each Sub-Fund with the following investment restrictions:

- (1) No Sub-Fund may acquire precious metals or certificates representative thereof.
- (2) No Sub-Fund may invest in real estate provided that investments may be made in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- (3) No Sub-Fund may use its assets to underwrite any securities.

- (4) No Sub-Fund may issue warrants or other rights to subscribe for Shares in such Sub-Fund.
- (5) A Sub-Fund may not grant loans or guarantees in favour of a third party, provided that such restriction shall not prevent a Sub-Fund from investing in non-fully paid-up Transferable Securities, Money Market Instruments or other financial instruments, as mentioned under A, items (5), (7) and (8).
- (6) The Fund may not enter into uncovered sales of Transferable Securities, Money Market Instruments or other financial instruments as listed under section A, items (5), (7) and (8).
- (7) Investments from one Sub-Fund into another Sub-Fund:

A Sub-Fund may subscribe, acquire and/or hold Shares 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; and
 - no more than 10% of the assets of the target Sub-Funds whose acquisition is contemplated, may be invested in aggregate in units of other UCIs; 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 for the calculation of the net assets of the Fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law of 2010.
- (8) The Fund may not invest in securities where the issuer is an entity which is included in the cluster munitions exclusion lists as adopted by regulatory authorities and or / fund industry associations in The Netherlands and Belgium at the time of purchase of the security. The Board of Directors may, from time to time, consider similar lists adopted by other countries in which the Board of Directors intends to market the Shares.

E. Additional investment restrictions

- (9) From 27 April 2022 (the “Effective Date”), all Sub-Funds in the Fund will be subject to the M&G Investments Thermal Coal Investment Policy (the “Coal Policy”). For further information, investors should refer to the “Implementing M&G Investments Thermal Coal Investment Policy in our funds” document which will be made available on the M&G website prior to the Effective Date.

The M&G Senior Asset Backed Credit Fund invests mostly in Asset Backed Securities, which will not be covered by the Coal Policy. This is because data is not available to determine the suitability of Asset Backed Securities in relation to the Coal Policy. As a result, a substantial majority of the Sub-Fund’s assets will not fall within the scope of the Coal Policy.

The Sub-Funds will be subject to additional investment restrictions commencing on 31 October 2022 and 31 October 2024 as further described below.

The Investment Manager will continue its engagement with companies involved in thermal coal activities (the extraction of, or power generation from, thermal coal, and related sectors), as further explained in the Coal Policy.

This engagement will involve encouraging such companies to adopt plans to transition away from thermal coal, which are credible in the opinion of the Investment Manager (“Credible Transition Plans”), by:

- 2030 for companies in, or conducting thermal coal activities in, a Member State of the OECD and/or the EU; and
- 2040 for companies in, or conducting thermal coal activities in, other countries.

Companies that have not adopted Credible Transition Plans by 31 October 2022 (for companies in, or conducting thermal coal activities in, a Member State of the OECD and/or the EU) or 31 October 2024 (for companies in, or conducting thermal coal activities in, other countries) shall be excluded from direct investment by the Sub-Funds (“Excluded Companies”). Accordingly the Sub-Funds shall be subject to additional investment restrictions from 31 October 2022 and 31 October 2024 to give effect to the

abovementioned exclusions. These investment restrictions consist of data points which are defined in the Coal Policy and which will enable the Investment Manager to assess whether or not a company is sufficiently engaged in the energy transition to remain an eligible investment for the relevant Sub-Fund.

Excluded Companies to be sold by the Sub-Funds may be subject to liquidity constraints or lower liquidity in difficult market conditions, which may result in the Investment Manager having to sell investments in Excluded Companies at an unfavourable time and/or under adverse market conditions. This may have a negative impact on the value of the Sub-Funds, and/or result in a small number of Excluded Companies still being held by the Sub-Funds after 31 October 2022 (for companies in, or conducting thermal coal activities in, a Member State of the OECD and/or the EU) or 31 October 2024 (for companies in, or conducting thermal coal activities in, other countries). The fund managers will, however, seek to sell investment in excluded companies as soon as practicable after these dates should this be required.

While engagement will be co-ordinated centrally to maximise M&G's influence, the fund manager(s) of each Sub-Fund will retain discretion as to whether they begin to sell holdings in each Sub-Fund prior to the additional investment restrictions coming into force. Each Sub-Fund may therefore commence sale of Excluded Companies from the Effective Date.

Any change to the Effective Date of the Coal Policy and/or to any of the effective dates of the Coal Policy investment restrictions described above to a later date determined by the Board would be communicated to Shareholders.

F. Notwithstanding anything to the contrary herein contained:

- (1) The ceilings set forth above may be disregarded by each Sub-Fund when exercising subscription rights attaching to Transferable Securities or Money Market Instruments in such Sub-Fund's portfolio.
- (2) If such ceilings are exceeded for reasons beyond the control of a Sub-Fund or as a result of the exercise of subscription rights, such Sub-Fund must adopt as its priority objective in its sale transactions the remedying of such situation, taking due account of the interests of its Shareholders.
- (3) The risk exposure of the Fund may not be increased by more than 10% by means of temporary borrowing. Taking into account the maximum risk exposure resulting from the use of financial derivative instruments, the overall risk exposure may not exceed 210% of the NAV of the Fund under any circumstances.
- (4) During the first six months following the date of its authorisation, a Sub-Fund may derogate from C. (a) (1) – (9) and (12) – (14), while ensuring the observance of the principle of risk spreading.

The Board of Directors has the right to determine additional investment restrictions to the extent that those restrictions are necessary to comply with the laws and regulations of countries where Shares of the Fund are offered or sold.

2. Investment Techniques and Instruments

A. General

The Fund in respect of each Sub-Fund may employ techniques and instruments relating to Transferable Securities and Money Market Instruments for the purpose of efficient portfolio management as set forth in detail in Section 8 "Investment Strategies of the Sub-Funds" of the Prospectus and in the Supplements.

When these operations concern the use of financial derivative instruments, the relevant techniques and instruments shall conform to the provisions stipulated in Appendix 1 "Investment Restrictions and Techniques and Instruments". In addition, the provisions stipulated in Section 10 "Risk Management Process" have to be complied with.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its investment policies and objectives as set out in Section 8 "Investment Strategies of the Sub-Funds" of the Prospectus and in the Supplements.

D. Management of collateral

In the context of OTC financial derivatives transactions and efficient portfolio management techniques, each Sub-Fund may receive collateral with a view to reduce its counterparty risk. This section sets out the collateral management applied by the Sub-Fund in such case.

Eligible collateral

Collateral received by the Sub-Funds may be used to reduce their counterparty risk exposure if it complies with the criteria set out in applicable laws, regulations and circulars issued by the CSSF from time to time notably in terms of liquidity, valuation, issuer credit quality, correlation, risks linked to the management of collateral and enforceability.

In particular, collateral should comply with the following conditions:

- (a) Any collateral received other than cash should be of high quality, 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;
- (b) It 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) It 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;
- (d) It should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure of 20% of the Sub-Funds' net asset value to any single issuer on an aggregate basis, taking into account all collateral received; By way of derogation to the present point (d), the Sub-Funds may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a Member State, one or more of its local authorities, a third country, or a public international body to which one or more Member States belong. Such Sub-Funds should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Sub-Funds' net asset value;
- (e) It should be capable of being fully enforced by the Sub-Funds at any time without reference to or approval from the counterparty.

Subject to the abovementioned conditions, collateral received by the Sub-Funds may consist of:

- (a) liquid assets such as cash and cash equivalents, including short-term bank certificates and Money Market Instruments;
- (b) bonds issued or guaranteed by a member state of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or worldwide scope;
- (c) shares or units issued by money market UCIs calculating a daily NAV and being assigned a rating of AAA or its equivalent;
- (d) shares or units by UCITS investing mainly in bonds/shares mentioned in (e) and (f) below;

- (e) bonds issued or guaranteed by first class issuers offering an adequate liquidity; and
- (f) shares admitted to or dealt in on a regulated market of an EU Member State or on a stock exchange of a member state of the OECD, on the condition that these shares are included in a main index.

A reinvestment of cash provided as collateral may only be effected in compliance with the respective circulars of the CSSF.

Level of collateral

Each Sub-Fund will determine the required level of collateral for OTC financial derivatives transactions and efficient portfolio management techniques by reference to the applicable counterparty risk limits and taking into account the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

OTC financial derivative transactions

The Fund will generally require the counterparty to an OTC derivative to post collateral in favour of the Sub-Fund representing, at any time during the lifetime of the agreement, up to 100% of the Sub-Fund’s exposure under the transaction.

Haircut policy

Collateral acceptability and haircuts will depend on a number of factors including the asset pool available to the Sub-Fund for posting as well as the asset types acceptable to the Sub-Fund when receiving collateral, but will as a rule be of high quality, liquid and not display significant correlation with the counterparty under normal market conditions.

The taking of collateral is intended as a hedge against default risk, with haircuts seen as hedging the risk on that collateral. From this point of view, haircuts are an adjustment to the quoted market value of a collateral security to take account of the unexpected loss that may be faced due to the difficulty in realising that security in response to a default by the counterparty. By applying a haircut, the quoted market value of a collateral security is translated into a probable future liquidation or restoration value.

To this end therefore the haircuts that are applied are the result of a view of the credit and liquidity risk of the collateral and will become more “aggressive” depending on the asset type and maturity profile.

As at the date of this Prospectus, the Investment Manager typically accepts the following collateral types and applies the following haircuts in relation thereto:

- *the following haircuts are in place, if applied, in respect of collateral received in the context of OTC derivative transactions*

Collateral type	Typical haircut
Cash	0%
Government Bonds	1% to 20%
Corporate Bonds	1% to 20%

The Investment Manager reserves the right to depart from the above haircut levels where it would be appropriate to do so, taking into account the assets’ characteristics (such as the credit standing of the issuers, the maturity, the currency and the price volatility of the assets). Furthermore, the Investment Manager reserves the right to accept collateral types other than those disclosed above.

Reinvestment of collateral

Non-cash collateral received by the Fund on behalf of a Sub-Fund cannot be sold, reinvested or pledged, except where and to the extent permissible under Luxembourg law and regulations.

Cash collateral received by the Sub-Funds can only be:

- (a) placed on deposit with credit institutions which have their registered office in an EU Member State or, if their registered office is located in a third-country, are subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (b) invested in high-quality government bonds;
- (c) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the relevant Sub-Fund is able to recall at any time the full amount of cash on accrued basis; and/or
- (d) invested in short-term money market funds as defined in the ESMA Guidelines on a common definition of European Money Market Funds.

Any reinvestment of cash collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure, on an aggregate basis, of 20% of the Sub-Fund's Net Asset Value to any single issuer. The Sub-Fund may incur a loss in reinvesting the cash collateral it receives. Such a loss may arise due to a decline in the value of the investment made with cash collateral received. A decline in the value of such investment of the cash collateral would reduce the amount of collateral available to be returned by the Sub-Fund to the counterparty at the conclusion of the transaction. The Sub-Fund would be required to cover the difference in value between the collateral originally received and the amount available to be returned to the counterparty, thereby resulting in a loss to the Sub-Fund.

Appendix 2 – Additional Information For Qualified Investors in Switzerland

1. Compliance for Distribution to Qualified Investors

Neither the Fund nor any of its Sub-Funds have been or will be registered with the Swiss Financial Market Supervisory Authority (FINMA). The distribution of Shares in Switzerland will be exclusively made to, and directed at, qualified investors (the “**Qualified Investors**”), as defined in art. 10 para. 3, 3bis and 3ter of the Swiss Collective Investment Schemes Act (“**CISA**”) and art. 6 and 6a of its Ordinance (“**CISO**”). This Prospectus and/or any other offering materials relating to the Shares may be made available in Switzerland solely to Qualified Investors.

2. Representative and Paying Agent in Switzerland

The representative and paying agent in Switzerland is **SOCIETE GENERALE, PARIS, ZURICH BRANCH**, Talacker 50, P.O. Box 5070, 8021 Zurich.

3. Place where the relevant documents may be obtained

The Prospectus, the Key Investor Information Documents, the Articles of Incorporation as well as the annual and semi-annual reports of the Fund, and further information may be obtained free of charge from the Representative.

4. Retrocessions and Rebates

The Fund does not pay any retrocessions or rebates (both as defined in the SFAMA Guidelines on Duties Regarding the Charging and Use of Fees and Costs) to entities providing distribution activities in or from Switzerland, or to Qualified Investors in Switzerland. It is therefore irrelevant whether or not the laws and regulations of Luxembourg provide for stricter rules than the Swiss rules regarding retrocessions and rebates.

5. Place of performance and Place of jurisdiction

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

Appendix 3 – ESG Integration and Approaches to Responsible Investment

ESG Integration

The Investment Manager has endorsed the definition of the United Nations-supported Principles for Responsible Investment (UNPRI), which defines ESG integration as the systematic inclusion of ESG Factors in investment analysis and investment decisions. Put another way, ESG integration is the analysis of all financially material ESG Factors in investment analysis and investment decisions.

ESG integration for a Sub-Fund requires that:

- ESG and climate change-related considerations are systematically integrated into the research and investment process;
- Sustainability risks are identified and evaluated, with material ESG risk factors incorporated into the investment thesis; and
- Evidence is captured of ESG research and ESG integration.

ESG integration does not mean:

- certain sectors, countries and companies are prohibited from investment;
- every ESG consideration for every company or issuer must be assessed and valued;
- every investment decision is affected by ESG considerations;
- major changes to the investment process are necessary; or
- portfolio returns are sacrificed to perform ESG integration techniques.

Planet +

The Planet+ Sub-Funds are the M&G range of sustainability focused funds.

In addition to applying ESG integration, these Sub-Funds have a minimum set of norms-based, values-based and sector-based exclusions and seek to deliver on ESG, Sustainable and/or Impact objectives and outcomes in addition to their financial objectives. Furthermore, these Funds have Stewardship and Engagement as fundamental pillars. Both pillars look to ensure that the investee companies follow good governance practices on issues such as diversity amongst directors and workforce, business ethics, accounting practices and board governance.

The Planet+ Sub-Funds are classified as ESG+, Sustainable or Impact Sub-Funds:

Planet+ Sub-Funds	Description
Impact	Aim to invest in companies that deliver material, measurable positive societal impacts by addressing the world's major social and environmental challenges, while generating competitive economic returns.
Sustainable	One or more components may apply: <ul style="list-style-type: none"> • The investment universe is driven by sustainability considerations, which might include climate change mitigation, pollution prevention, sustainability solutions (environment, social) and approaches that address one or more of the United Nations Sustainable Development Goals ("SDGs"). • There is a clear ambition, supported by explicit targets, to drive sustainability across the portfolio of the Sub-Fund. • Best-in-Class: an investment approach that selects companies and issuers with strong ESG credentials, which are those that typically lead their peer groups in respect of sustainability performance.
ESG+	Apply a Positive ESG Tilt to companies or issuers with better ESG characteristics (i.e. excluding companies or issuers with poorer ESG characteristics, for example those that have high exposure to significant ESG risks and fail to manage such risks).

For the Sub-Funds in the Planet+ range, the Sub-Fund Supplements indicate which category the Sub-Fund sits in.

Glossary

The following terms reflect the meanings intended in this Prospectus. These definitions are primarily informational (as opposed to legal) and are intended to provide investors with helpful descriptions of ESG and responsible investment terms used in this Prospectus.

Best-in-Class: An approach to Responsible Investment, whereby companies and issuers with strong ESG credentials are selected, which are those that typically lead their peer groups in respect of sustainability performance.

ESG Criteria: The ESG criteria including the exclusions approach applied to investments and referred to in the ESG Information section of the Fund Supplement for the relevant Funds.

ESG Criteria and Sustainability Criteria: The ESG and sustainability criteria including the exclusions approach applied to investments and referred to in the ESG Information section of the Sub-Fund Supplement for the relevant Sub-Funds.

ESG Factors: ESG factors are non-financial considerations that may impact the risk, volatility and long-term return of securities, as well as markets. Investments can have both a positive and negative impact on society and the environment.

- Environmental covers themes such as climate risks, natural resources scarcity, pollution, waste and environmental opportunities;
- Social covers themes such as data security, health and safety, working conditions and other social and employee matters, and human rights;
- Governance covers themes such as diversity amongst directors and workforce, business ethics, accounting practices, board independence, and anti-corruption and anti-bribery matters.

In certain contexts ESG factors may be referred to as sustainability factors.

ESG Integrated: Sub-Funds which are not categorised Planet +, that apply ESG integration as referred to in the Responsible Investment Approach section of the relevant Fund Supplements. ESG integration involves the identification of sustainability risks and their integration into investment decision making and risk monitoring, as further explained in the Sustainability risks section in the Risk factors.

Planet+ Sub-Funds: The M&G range of sustainability focused funds.

Positive ESG Tilt: The Sub-Fund is positively tilted towards investments with better ESG characteristics. This may be measured in absolute or relative terms as set out in the relevant Sub-Fund Supplement.

Responsible Investment: A strategy and practice to incorporate Environmental, Social and Governance (ESG) factors into investment decisions and active ownership. It considers both how ESG might influence the risk-adjusted return of an asset and the stability of an economy, as well as how investment in and engagement with assets and investees can impact society and the environment.

SFDR: Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector.

Stewardship and Engagement: Stewardship is the responsible allocation, management and oversight of capital to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

Taxonomy Regulation: 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 investment, and amending Regulation (EU) 2019/2088.

Engagement refers to interactions between the investor and current or potential investees (which may be companies, governments, municipalities, etc.) on ESG Factors. Engagements are undertaken to influence (or identify the need to influence) ESG practices and/or improve ESG disclosure.

The Sub-Funds are managed with an active ownership approach to engagement and voting.

Supplement 1 – European Specialist Investment Funds – M&G European Credit Investment Fund

The information contained in this part of this Prospectus in relation to the M&G European Credit Investment Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	M&G European Credit Investment Fund
Reference Currency	Euro (EUR)
Benchmark	<p>ICE BofA Euro Corporate Index (Total Return Gross)</p> <p>For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows:</p> <p>GBP Hedged: ICE BofA Euro Corporate Index (GBP – Hedged) CHF Hedged: ICE BofA Euro Corporate Index (CHF – Hedged) USD Hedged: ICE BofA Euro Corporate Index (USD – Hedged) JPY Hedged: ICE BofA Euro Corporate Index (JPY – Hedged)</p> <p>The benchmark is a target which the Sub-Fund seeks to achieve. The rate has been chosen as the Sub-Fund's benchmark as it is an achievable performance target and best reflects the scope of the Sub-Fund's investment policy. The benchmark is used solely to measure the Sub-Fund's performance and does not constrain the Sub-Fund's portfolio construction.</p> <p>The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which assets to buy, hold and sell in the Sub-Fund, subject to the investment restrictions and guidelines set out in this prospectus.</p>
Investment Objective	<p>The Sub-Fund aims to provide a total return (the combination of income and capital growth) of the Benchmark plus 0.75% (gross of fees per annum), over any five-year period.</p>
Investment Policy	<p>The Sub-Fund invests at least 70% of its Net Asset Value in EUR-denominated Investment Grade corporate bonds, Asset-Backed Securities and preference shares.</p> <p>The Sub-Fund may invest up to a maximum of 20% of its Net Asset Value in Asset-Backed Securities.</p> <p>Issuers of these securities may be located in any country, including emerging markets.</p> <p>The Sub-Fund does not take currency views and aims to hedge any non-EUR assets back to EUR.</p> <p>The Sub-Fund may invest up to 15% of its Net Asset Value in below Investment Grade debt securities.</p> <p>The Sub-Fund may invest in Convertible Bonds including up to 10% of its Net Asset Value in Contingent Convertible Debt Securities.</p> <p>The Sub-Fund may hold up to 5% of its Net Asset Value in equity securities received as a result of debt securities being restructured or converted. This limit does not include investment in preference shares.</p> <p>The Sub-Fund will typically invest directly. The Sub-Fund may also invest indirectly via derivatives instruments to take both long and short positions to meet the Sub-Fund's investment objective, for efficient portfolio management and for the purposes of hedging. These instruments may include, but are not limited to, spot and forward contracts, exchange traded futures, options, credit default swaps, interest rate swaps.</p>

The Sub-Fund may also invest in other assets including Collective Investment Schemes, cash and near cash, deposits, and other debt instruments.

Additional Investment Restrictions

The Sub-Fund may only invest into (a) debt or debt-like instruments that, at the time of purchase, have a minimum rating of B- (by Standard & Poor's and Fitch) or B3 (by Moody's) or a comparable internal rating by the Investment Manager and (b) Asset-Backed Securities or credit-linked instruments, which are rated at least Investment Grade. In the event of a downgrade, which causes the security or instrument to be rated below the limits referred to above, such securities or instruments may remain in the Sub-Fund provided in aggregate they do not exceed 3% of the Net Asset Value of the Sub-Fund. To the extent that the aggregate value of such securities or instruments exceeds 3% of the Net Asset Value of the Sub-Fund, any which have not been upgraded within a six-month period, will be sold.

In the case of split ratings by recognised rating agencies, the lower of the two highest ratings must be used. Where the lower of the two highest ratings does not meet the requirements stated above, the Investment Manager may replace it with its own internal rating based on quantitative analysis, which may be higher. Similarly, where there is only one rating by a recognised rating agency and this does not meet the requirements stated above, the Investment Manager may replace it with its own internal rating based on quantitative analysis, which may be higher. The Sub-Fund will under no circumstances rely exclusively on external ratings in determining the credit risk of a financial instrument.

The Sub-Fund will only invest in Collective Investment Schemes which have equivalent restrictions in respect of the above rating requirements.

Investment Strategy

Investment Approach

The Investment Manager will employ multiple strategies to meet the Sub-Fund's investment objective, including asset allocation, sector and security selection, duration and yield curve. The approach will focus on the risk / return relationship for each strategy and the portfolio as a whole.

ESG Integration Approach

The Sub-Fund is categorised as ESG Integrated.

The ESG categorisation of the Sub-Fund is explained in Appendix 3 "ESG Integration and Approaches to Responsible Investment" of this Prospectus. Investors should refer to that section for further details.

EU Sustainable Finance Disclosure Regulation

SFDR

The Sub-Fund is categorised as an Article 6 fund under SFDR.

Taxonomy Regulation

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

Profile of Typical Investor

The Sub-Fund is suitable for retail and institutional investors seeking to gain a combination of income and capital growth from a portfolio primarily invested in EUR-denominated Investment Grade corporate and government bonds and Asset-Backed Securities. Such investors appreciate that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.

In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.

This Sub-Fund may be suitable for investors who have an investment time horizon of at least five years.

Currency Hedged Share Classes	The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency (“Currency Hedged”).
Calculation of Global Exposure	The Sub-Fund uses the relative Value-at-Risk (VaR) methodology to monitor and measure the global exposure. The Sub-Fund’s VaR cannot be greater than twice the VaR of the Sub-Fund’s Benchmark.
Leverage	The Sub-Fund’s expected level of leverage under normal market conditions will generally not exceed 300% of the Sub-Fund’s Net Asset Value when calculated in accordance with the sum of notionals approach. The level of leverage could sometimes be higher under certain circumstances including, but not limited to, changes in the reference market conditions and the investment strategy.
Distribution Policy	If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.
Initial Offer Period	The Sub-Fund launched on 12 April 2011.
Risk Warnings	<p>Investors’ attention is particularly drawn to the section entitled “Risk Factors” of the Prospectus and especially to the risk factors relating to:</p> <ul style="list-style-type: none"> • Contingent Convertible Debt Securities Risk • Counterparty Risk • Credit Risk • Derivatives Risk • Interest Rate Risk • Liquidity Risk • Market Risk • Asset-Backed Securities Risk
Sustainability Risks Likely Impact on Sub-Fund’s Return	<p>The potential impacts of Sustainability Risks on this Sub-Fund may include:</p> <ul style="list-style-type: none"> • Fixed income securities: Sustainability Risks may affect a corporate or sovereign borrower’s cash flows and affect their ability to meet their debt obligations. Sustainability Risks may also affect the credit quality of those issuers. Considering the Sub-Fund’s European focus, social factors such as demographics may affect a country’s credit rating or cash flows, for example, as a result of an ageing population that may have adverse fiscal implications longer term and increase a country’s healthcare costs. • Currencies: Sustainability Risks may also affect the value of currencies. • Regulatory Changes: Increasing regulatory requirements in Europe that result, directly or indirectly, from the process of adjustment towards a lower-carbon and more environmentally sustainable economy may result in significant Sustainability Risks that impede borrowers’ business models, revenues and overall value. Such financial impediments could arise, for example, from changes in the regulatory framework such as carbon pricing mechanisms or stricter energy efficiency standards.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
A	Nil	0.18%
B	Nil	0.16%
DI	Nil	Up to 0.16%
E	Nil	0.10%

Share Class	Initial Sales Charge	Annual Charge
F	Nil	0.18%
P	Up to 3.25%	Up to 1.00%
Q	Nil	0.25%
QI	Nil	0.21%
W	Nil	0.29%
WI	Nil	0.25%

Investors should refer to Section 5.2: “Class Description, Availability of Shares, Minimum Subscription and Holding Amounts” for further information on the availability of Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.

Supplement 2 – European Specialist Investment Funds – M&G Total Return Credit Investment Fund

The information contained in this part of this Prospectus in relation to the M&G Total Return Credit Investment Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	M&G Total Return Credit Investment Fund
Reference Currency	Euro (EUR) 1-Month EURIBOR
Benchmark	<p>For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows:</p> <p>GBP Hedged: SONIA USD Hedged: SOFR CHF Hedged: SARON SEK Hedged: STIBOR</p> <p>The benchmark is a target which the Sub-Fund seeks to achieve. The rate has been chosen as the Sub-Fund's benchmark as it is an achievable performance target and best reflects the scope of the Sub-Fund's investment policy. The benchmark is used solely to measure the Sub-Fund's performance and does not constrain the Sub-Fund's portfolio construction.</p> <p>The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which assets to buy, hold and sell in the fund, subject to the investment restrictions and guidelines set out in this Prospectus.</p>
Investment Objective	The Sub-Fund aims to provide a total return (the combination of income and capital growth) of the Benchmark plus 3-5% (gross of fees per annum), over any five-year period.
Investment Policy	<p>The Sub-Fund invests at least 70% of its Net Asset Value in corporate and government bonds, cash and cash equivalents, Asset-Backed Securities and preference shares denominated in any currency.</p> <p>The Sub-Fund may invest a significant portion of its assets in Asset-Backed Securities.</p> <p>Issuers of these securities may be located in any country, including emerging markets.</p> <p>At least 75% of the Sub-Fund's assets will be denominated in EUR or hedged back to EUR.</p> <p>The Sub-Fund may invest in Convertible Bonds including up to 20% of its Net Asset Value in Contingent Convertible Debt Securities.</p> <p>The Sub-Fund may hold up to 5% of its Net Asset Value in equity securities received as a result of debt securities being restructured or converted. This limit does not include investment in preference shares.</p> <p>The Sub-Fund will typically invest directly. The Sub-Fund may also invest indirectly via derivatives instruments to take both long and short positions to meet the Fund's investment objective, for efficient portfolio management and for the purposes of hedging. These instruments may include, but are not limited to, spot and forward contracts, exchange traded futures, options, credit default swaps, and interest rate swaps.</p> <p>The Sub-Fund may also invest in other assets including Collective Investment Schemes and other debt instruments.</p>

Investment Strategy	<p>Investment Approach</p> <p>The Sub-Fund is an actively managed, diversified fixed income fund that will typically invest in debt instruments with a fixed, variable or floating rate coupon. The Sub-Fund aims to maximise total return through all stages of the economic and credit cycles, principally by exploiting long term risk premia. During any interest rate and credit cycle, the Investment Manager seeks to identify the optimal allocation amongst Fixed Income asset classes, such as government bonds, Investment Grade or high yield corporate bonds.</p> <p>Further to the asset allocation strategies described above, the Investment Manager will identify opportunities at the market, sector, issuer or security level to enhance returns. Duration, yield curve and currency investment strategies will be used. There is no geographic limitation to the investment universe.</p> <p>ESG Integration Approach</p> <p>The Sub-Fund is categorised as ESG Integrated. The ESG Integrated approach and ESG categorisation of the Sub-Fund are explained in Appendix 3 “ESG Integration and Approaches to Responsible Investment” of this Prospectus. Investors should refer to that section for further details.</p>
EU Sustainable Finance Disclosure Regulation	<p>SFDR</p> <p>The Sub-Fund is categorised as an Article 6 fund under SFDR.</p> <p>Taxonomy Regulation</p> <p>The Sub-Fund's underlying investments do not take into account the EU criteria for environmentally sustainable economic activities.</p>
Profile of Typical Investor	<p>The Sub-Fund is suitable for retail and institutional investors seeking to gain a combination of capital growth and income from a portfolio invested primarily in debt and debt like securities, but who appreciate that this is not guaranteed and that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.</p> <p>In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.</p> <p>This Sub-Fund may be suitable for investors who have an investment time horizon of at least five years.</p>
Currency Hedged Share Class	<p>The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency (“NAV-Hedged”).</p>
Calculation of Global Exposure	<p>The Sub-Fund uses the absolute Value-at-Risk (VaR) methodology to monitor and measure its global exposure. The Sub-Fund's VaR cannot be greater than 10%.</p>
Leverage	<p>The Sub-Fund's expected level of leverage under normal market conditions will generally not exceed 900% of the Sub-Fund's Net Asset Value when calculated in accordance with the sum of notionals approach. The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.</p>
Distribution Policy	<p>If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.</p>
Initial Offer Period	<p>The Sub-Fund launched on 5 May 2014.</p>
Risk Warnings	<p>Investors' attention is particularly drawn to the section entitled “Risk Factors” of the Prospectus and especially to the risk factors relating to:</p> <ul style="list-style-type: none"> • Contingent Convertible Debt Securities Risk • Counterparty Risk

- Credit Risk
- Currency & Exchange Rate Risk
- Derivatives Risk
- Below Investment Grade Debt Securities Risk
- Interest Rate Risk
- Liquidity Risk
- Market Risk
- Asset-Backed Securities Risk

Sustainability Risks Likely Impact on Sub-Fund’s Return

The potential impacts of Sustainability Risks on this Sub-Fund may include:

- Fixed income securities (including High-Yield): Sustainability Risks may affect a corporate or sovereign borrower’s cash flows and affect their ability to meet their debt obligations. Sustainability Risks may also affect the credit quality of those issuers. The Sub-Fund is exposed to the High-Yield market, which may include debt securities of smaller companies, some of which may be privately owned, and may be less transparent in respect of ESG and sustainability disclosures. Lower levels of disclosure and resources dedicated to corporate sustainability compared to larger companies may present additional challenges to identify Sustainability Risks affecting smaller companies, and may impact the returns of the Sub-Fund.
- Asset Backed Securities (ABS): Sustainability Risks may affect a borrowers' cash flow and affect their ability to meet their debt obligations, depending on the underlying collateral of the security. Sustainability Risks may also affect the credit quality of those issues.
- Currencies: Sustainability Risks may also affect the value of currencies.
- Regulatory Changes: Increasing regulatory requirements that result, directly or indirectly, from the process of adjustment towards a lower-carbon and more environmentally sustainable economy may result in significant Sustainability Risks that impede borrowers’ business models, revenues and overall value. Such financial impediments could arise, for example, from changes in the regulatory framework such as carbon pricing mechanisms or stricter energy efficiency standards.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
A	Nil	0.45%
B	Nil	0.40%
F	Nil	0.45%
P	Up to 3.25%	Up to 1.25%
Q	Nil	0.52%
QI	Nil	0.48%
W	Nil	0.59%
WI	Nil	0.55%

Investors should refer to Section 5.2: “Class Description, Availability of Shares, Minimum Subscription and Holding Amounts” for further information on available Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.

Supplement 3 – European Specialist Investment Funds – M&G European High Yield Credit Investment Fund

The information contained in this part of this Prospectus in relation to the M&G European High Yield Credit Investment Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	M&G European High Yield Credit Investment Fund
Reference Currency	Euro (EUR)
Benchmark	ICE BofA European Currency Developed Markets High Yield Index ex Financials 2% Constrained (EUR-Hedged) (Total Return Gross).

For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows:

GBP Hedged: ICE BofA European Currency Developed Markets High Yield Index ex Financials 2% Constrained (GBP – Hedged) (Total Return Gross).

The benchmark is a target which the Sub-Fund seeks to achieve. The rate has been chosen as the Sub-Fund's benchmark as it is an achievable performance target and best reflects the scope of the Sub-Fund's investment policy. The benchmark is used solely to measure the Sub-Fund's performance and does not constrain the Sub-Fund's portfolio construction.

The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which assets to buy, hold and sell in the Sub-Fund, subject to the investment restrictions and guidelines set out in this prospectus.

Investment Objective	The Sub-Fund aims to provide a total return (the combination of income and capital growth) of the Benchmark plus 1% (gross of fees per annum), over any five-year period.
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Investment Policy	The Sub-Fund invests at least 70% of its Net Asset Value in below Investment Grade corporate bonds, Asset-Backed Securities and preference shares denominated in any European currency.
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The Sub-Fund may invest up to a maximum of 20% of its Net Asset Value in Asset-Backed Securities.

Issuers of these securities may be located in any country, including emerging markets.

The Sub-Fund does not take any currency views and aims to hedge any non-EUR assets back to EUR.

The Sub-Fund may invest in Convertible Bonds including up to 10% of its Net Asset Value in Contingent Convertible Debt Securities.

The Sub-Fund may hold up to 5% of its Net Asset Value in equity securities received as a result of debt securities being restructured or converted. This limit does not include investment in preference shares.

The Sub-Fund will typically invest directly. The Sub-Fund may also invest indirectly via derivative instruments to take both long and short positions to meet the Sub-Fund's investment objective, for efficient portfolio management and for the purposes of hedging. These instruments may include, but are not limited to spot and forward contracts, exchange traded futures, credit default swaps, and interest rate swaps.

The Sub-Fund may also invest in other assets including, Collective Investment Schemes, cash and near cash, deposits and other debt instruments.

Investment Strategy	<p>Investment Approach</p> <p>The Investment Manager will employ multiple strategies to meet the Sub-Fund's investment objective, including asset allocation, sector and security selection, duration and yield curve. The approach will focus on the risk / return relationship for each strategy and the portfolio as a whole.</p> <p>ESG Integration Approach</p> <p>The Sub-Fund is categorised as ESG Integrated.</p> <p>The ESG Integrated approach and ESG categorisation of the Sub-Fund are explained in Appendix 3 "ESG Integration and Approaches to Responsible Investment" of this Prospectus. Investors should refer to that section for further details.</p>
EU Sustainable Finance Disclosure Regulation	<p>SFDR</p> <p>The Sub-Fund is categorised as an Article 6 fund under SFDR.</p> <p>Taxonomy Regulation</p> <p>The Sub-Fund's underlying investments do not take into account the EU criteria for environmentally sustainable economic activities.</p>
Profile of Typical Investor	<p>The Sub-Fund is suitable for retail and institutional investors seeking to gain a high level of income and capital growth from a portfolio primarily invested in below Investment Grade corporate and government bonds and Asset-Backed Securities. Such investors appreciate that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.</p>
Currency Hedged Share Classes	<p>In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.</p> <p>This Sub-Fund may be suitable for investors who have an investment time horizon of at least five years.</p>
Currency Hedged Share Classes	<p>The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency ("Currency Hedged").</p>
Calculation of Global Exposure	<p>The Sub-Fund uses the relative Value-at-Risk (VaR) methodology to monitor and measure the global exposure. The Sub-Fund's VaR cannot be greater than twice the VaR of the Sub-Fund's Benchmark.</p>
Leverage	<p>The Sub-Fund's expected level of leverage under normal market conditions will generally not exceed 300% of the Sub-Fund's Net Asset Value when calculated in accordance with the sum of notionals approach. The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.</p>
Distribution Policy	<p>If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.</p>
Initial Offer Period	<p>The Sub-Fund launched on 6 March 2013.</p>
Risk Warnings	<p>Investors' attention is particularly drawn to the section entitled "Risk Factors" of the Prospectus and especially to the risk factors relating to:</p> <ul style="list-style-type: none"> • Contingent Convertible Debt Securities Risk • Counterparty Risk • Credit Risk • Derivatives Risk • Below Investment Grade Debt Securities Risk

- Interest Rate Risk
- Liquidity Risk
- Market Risk
- Asset-Backed Securities Risk

Sustainability Risks Likely Impact on Sub-Fund's Return

The potential impacts of Sustainability Risks on this Sub-Fund may include:

- Fixed income securities (including High-Yield): Sustainability Risks may affect a corporate or sovereign borrower's cash flows and affect their ability to meet their debt obligations. Sustainability Risks may also affect the credit quality of those issuers. The Sub-Fund is exposed to the High-Yield market, which may include debt securities of smaller companies, some of which may be privately owned, and may be less transparent in respect of ESG and sustainability disclosures. Lower levels of disclosure and resources dedicated to corporate sustainability compared to larger companies may present additional challenges to identify Sustainability Risks affecting smaller companies, and may impact the returns of the Sub-Fund. Considering the Sub-Fund's European focus, social factors such as demographics may affect a country's credit rating or cash flows, for example, as a result of an ageing population that may have adverse fiscal implications longer term and increase a country's healthcare costs.
- Currencies: Sustainability Risks may also affect the value of currencies.
- Regulatory Changes: Increasing regulatory requirements in Europe that result, directly or indirectly, from the process of adjustment towards a lower-carbon and more environmentally sustainable economy may result in significant Sustainability Risks that impede borrowers' business models, revenues and overall value. Such financial impediments could arise, for example, from changes in the regulatory framework such as carbon pricing mechanisms or stricter energy efficiency standards.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
A	Nil	0.30%
B	Nil	0.25%
E	Nil	0.20%
P	Up to 3.25%	Up to 1.20%
Q	Nil	Up to 0.55%
QI	Nil	Up to 0.51%
W	Nil	0.55%
WI	Nil	0.51%

Investors should refer to Section 5.2: "Class Description, Availability of Shares, Minimum Subscription and Holding Amounts" for further information on the availability of Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.

Supplement 4 – European Specialist Investment Funds – M&G Senior Asset Backed Credit Fund

The information contained in this part of this Prospectus in relation to the M&G Senior Asset Backed Credit Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund M&G Senior Asset Backed Credit Fund

Reference Currency GBP (GBP)

Benchmark SONIA

For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows:

EUR Hedged: 3-month EURIBOR

USD Hedged: SOFR

CHF Hedged: SARON

JPY Hedged: TONA

The benchmark is a target which the Sub-Fund seeks to achieve. The rate has been chosen as the Sub-Fund's benchmark as it is an achievable performance target and best reflects the scope of the Sub-Fund's investment policy. The benchmark is used solely to measure the Sub-Fund's performance and does not constrain the Sub-Fund's portfolio construction.

The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which assets to buy, hold and sell in the Sub-Fund, subject to the investment restrictions and guidelines set out in this Prospectus.

Investment Objective The Sub-Fund aims to provide a higher total return (the combination of income and capital growth) than that of the Benchmark over any three-year period, net of fees.

Investment Policy The Sub-Fund invests in Asset-Backed Securities and other floating rate instruments that are Investment Grade (i.e. at the time of investment are rated at least BBB- or equivalent by a recognised rating agency, such as Standard & Poor's, Fitch or Moody's, or in the case of unrated securities, securities which are deemed to be of comparable credit quality by the Investment Manager) and denominated in any currency. In usual market conditions, at least 70% of the portfolio will be invested in Asset Backed Securities and at least 80% of the portfolio is expected to be subject to a credit rating of at least AA-; this is a credit rating which is above that included in the definition of "Investment Grade" in the Prospectus and will mean that these are usually in the senior tranches for Asset Backed Securities which are towards the top of the capital structure. The Sub-Fund may invest up to 10% of its assets in securities that are not rated by any recognised rating agency, in which case a comparable internal credit rating will be used.

Asset-Backed Securities (ABS) are debt securities originated by corporations or other entities (including public or local authorities) and collateralised (or "backed") by cash flows from an underlying pool of assets. The underlying assets may include, but are not limited to, commercial and residential mortgages, loans, leases or receivables (such as credit card debt, automobile loans and student loans) but exclude physical assets.

The types of ABS the Sub-Fund will invest in may include, but are not limited to, Residential Mortgage-Backed Securities (RMBS), Commercial Mortgage-Backed Securities (CMBS), Collateralised Loan Obligations (CLO), Whole-Business Securitisation (WBS), Consumer ABS backed by such receivables as consumer loans, credit card debt, auto or equipment loans and leases and student loans. Other ABS may be backed by loans or receivables to corporates.

Issuers of these securities may be located in any country, including emerging markets. The investment manager expects to invest mainly in the United Kingdom, Europe and the United States but may also invest in other geographies on a global basis.

The Sub-Fund does not take currency views and aims to hedge any non-GBP assets back to GBP.

The Sub-Fund may use derivatives to meet its investment objective, for efficient portfolio management and for the purposes of hedging. These instruments may include but are not limited to spot and forward contracts, options, exchange traded futures, credit default swaps, and interest rate swaps.

The Sub-Fund may also invest in other assets including, Collective Investment Schemes, cash and near cash, deposits and other debt instruments.

Investment Strategy

Investment Approach

The Investment Manager will employ a fundamental research driven approach to identify assets that offer an appropriate return on a relative value and risk adjusted basis. The portfolio will be constructed so as to ensure that it remains well diversified and with an appropriate liquidity profile.

ESG Integration Approach

The Sub-Fund is categorised as ESG Integrated.

The ESG Integrated approach and ESG categorisation of the Sub-Fund are explained in Appendix 3 “ESG Integration and Approaches to Responsible Investment” of this Prospectus. Investors should refer to that section for further details.

EU Sustainable Finance Disclosure Regulation

SFDR

The Sub-Fund is categorised as an Article 6 fund under SFDR.

Taxonomy Regulation

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

Profile of Typical Investor

The Sub-Fund is suitable for sophisticated and/or institutional investors seeking income and capital growth from a portfolio primarily invested in Investment Grade Asset Backed Securities. Such investors will have knowledge of, and are more experienced in, this asset class and understand and can evaluate the strategy, characteristics and risks in order to make an informed investment decision. Such investors appreciate that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.

In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.

This Sub-Fund may be suitable for investors who have an investment time horizon of at least three years.

Currency Hedged Share Classes

The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency (“Currency Hedged”).

Calculation of Global Exposure

The Sub-Fund uses the absolute Value-at-Risk (VaR) methodology to monitor and measure its global exposure. The Sub-Fund’s VaR cannot be greater than 10%.

Leverage

The Sub-Fund’s expected level of leverage under normal market conditions will generally not exceed 400% of the Sub-Fund’s Net Asset Value when calculated in accordance with

the sum of notionals approach. The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.

Distribution Policy

If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.

Initial Offer Period

The Sub-Fund was launched on 28th of August 2020.

Risk Warnings

Investors’ attention is particularly drawn to the section entitled “**Risk Factors**” of the Prospectus and especially to the risk factors relating to:

- Counterparty Risk
- Credit Risk
- Derivatives Risk
- Interest Rate Risk
- Liquidity Risk
- Market Risk
- Asset-Backed Securities Risk

Sustainability Risks Likely Impact on Sub-Fund’s Return

The Sub-Fund is highly diversified due to its exposure to different types of ABS with diversified underlying exposures, it is therefore not anticipated that any single Sustainability Risk could cause a material negative financial impact on the Sub-Fund. The Sub-Fund may be exposed to a broad range of Sustainability Risks, which will differ from asset to asset.

Some markets and sectors will have greater exposure to Sustainability Risk than others. For instance, CMBS (Commercial Mortgage Backed Securities), which the Sub-Fund is likely to have limited exposure to, can be backed by properties such as offices or logistics warehouses for example which can be major Greenhouse Gas (GHG) producers and may be subject to greater regulatory or public pressure than other sectors and thus, greater risk. In general physical underlying collateral, such as residential homes or commercial property, may also be exposed to potential physical risks resulting from climate change. For example, the tail risk of significant damage due to increasing erratic and potentially catastrophic weather phenomena such as droughts, wildfires, flooding and heavy precipitations, heat/cold waves, landslides or storms. As the frequency of extreme weather events increases, the Sub-Fund’s ABS underlying assets’ exposure to these events increases as well.

Risk related to the discontinuance of the London Interbank Offered Rate (‘LIBOR’)

Since the end of 2021, LIBOR has ceased, with the exception of USD LIBOR which will continue to end June 2023. Therefore, the rate of interest on debt instruments which reference LIBOR needs to be, where possible, transitioned to a replacement rate determined by any applicable fallback provisions. In certain circumstances the transition to a replacement rate will be delayed beyond end 2021 (including where certain debt instruments held by the Sub-Fund have not yet been capable of such transition) as the replacement rate in the fall-back provision relied on the continued existence of LIBOR. Additionally, in the absence of a fall-back provision or where such fall-back provisions have been amended to reflect such discontinuance and there is uncertainty on the establishment of an alternative interest rate measure, there can be no assurance that any such amendments or alternative interest rates will adequately mitigate interest rate risk. Therefore, the delay transitioning and such changes could have an adverse effect on the applicable interest rates of debt instruments referencing LIBOR and their value and liquidity, and this in turn may have an adverse effect on the performance of the Sub-Fund, the Net Asset Value, the Sub-Fund’s earnings and returns to Shareholders.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
A	Nil	0.20%
P	Up to 3.25%	Up to 0.80%

Share Class	Initial Sales Charge	Annual Charge
Q	Nil	0.27%
QI	Nil	0.23%
W	Nil	Up to 0.34%
WI	Nil	Up to 0.30%

Investors should refer to Section 5.2: “Class Description, Availability of Shares, Minimum Subscription and Holding Amounts” for further information on the availability of Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.

Supplement 5 – European Specialist Investment Funds – M&G Sustainable European Credit Investment Fund

The information contained in this part of this Prospectus in relation to the M&G Sustainable European Credit Investment Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	M&G Sustainable European Credit Investment Fund
Reference Currency	Euro (EUR)
Benchmark	<p>Bloomberg MSCI Euro Corporate ESG BB+ Sustainable SRI Bond Index (Total Return Gross) (“the Benchmark”) For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows: EUR Unhedged: the Benchmark</p> <p>GBP Hedged: Bloomberg MSCI Euro Corporate ESG BB+ Sustainable SRI Bond Index (GBP – Hedged)</p> <p>CHF Hedged: Bloomberg MSCI Euro Corporate ESG BB+ Sustainable SRI Bond Index (CHF – Hedged)</p> <p>USD Hedged: Bloomberg MSCI Euro Corporate ESG BB+ Sustainable SRI Bond Index (USD – Hedged)</p> <p>The Benchmark is a target which the Sub-Fund seeks to outperform. The index has been chosen as the Sub-Fund’s Benchmark as it is an achievable performance target to seek to outperform and best reflects the scope of the Sub-Fund’s investment policy. The Benchmark is used solely to measure the Sub-Fund’s performance and does not constrain the Sub-Fund’s portfolio construction. The Fund’s holdings may deviate significantly from the benchmark’s constituents.</p> <p>The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which investments to buy, hold and sell in the Sub-Fund, subject to the investment restrictions and guidelines set out in this prospectus and in the ESG Criteria and Sustainability Criteria document. The Benchmark is an ESG benchmark which is consistent with the ESG characteristics promoted by the Sub-Fund. The Bloomberg MSCI Euro Corporate Sustainable SRI BB+ Bond Index is an investment-grade corporate bond benchmark that follows the rules of the Bloomberg Euro Aggregate Corporate Index and applies additional ESG Factors for security eligibility. The Investment Manager refers to the Benchmark when constructing the Sub-Fund’s portfolio but is not bound by the Benchmark rules when selecting investments. Further information on the benchmark can be found here: https://www.bloomberg.com/professional/product/indices/bloomberg-fixed-income-indices/#/ucits</p>
Investment Objective	The Sub-Fund aims to provide a total return (the combination of income and capital growth) of the Benchmark plus 0.75% (gross of fees per annum), over any five-year period, while applying ESG Criteria and Sustainability Criteria.
Investment Policy	<p>The Sub-Fund invests at least 70% of its Net Asset Value in EUR-denominated Investment Grade corporate bonds, Asset-Backed Securities, and preference shares. The Sub-Fund may invest up to a maximum of 20% of its Net Asset Value in Asset-Backed Securities.</p> <p>The Sub-Fund may also invest in other debt instruments including government bonds. The Sub-Fund may invest up to 15% of its Net Asset Value in below Investment Grade debt instruments. The Sub-Fund may</p>

invest in Convertible Bonds including up to 10% of its Net Asset Value in Contingent Convertible Debt Securities.

The Sub-Fund may hold up to 5% of its Net Asset Value in equity securities received as a result of debt securities being restructured or converted. This limit does not include investment in preference shares.

Issuers may be located in any country, including emerging markets. The Sub-Fund does not take currency views and typically hedges non-EUR assets to EUR.

The Sub-Fund invests in securities that meet the ESG Criteria and Sustainability Criteria.

The following types of exclusions apply to the Sub-Fund's direct investments:

- Norms-based exclusions: investments that are assessed to be in breach of commonly accepted standards of behaviour related to human rights, labour rights, environment and anti-corruption.
- Sector-based and/or values-based exclusions: investments and/or sectors exposed to business activities that are assessed to be damaging to human health, societal wellbeing, the environment, or otherwise assessed to be misaligned with the Sub-Fund's sector-based and/or values-based criteria.
- Other exclusions: investments assessed to be otherwise in conflict with the ESG Criteria and Sustainability Criteria.

References to "assessed" above mean assessment in accordance with the ESG Criteria and Sustainability Criteria.

The Sub-Fund may use derivatives for investment purposes, efficient portfolio management and hedging. These instruments may include, but are not limited to, spot and forward contracts, exchanged traded futures, options, credit default swaps, and interest rate swaps.

The Sub-Fund may also invest in other assets including Collective Investment Schemes (including funds managed by M&G), cash and near cash, and other debt instruments.

Additional Investment Restrictions

The Sub-Fund may only invest into (a) debt or debt-like instruments that, at the time of purchase, have a minimum rating of B- (by Standard & Poor's and Fitch) or B3 (by Moody's) or a comparable internal rating by the Investment Manager and (b) Asset-Backed Securities or credit-linked instruments, which are rated at least Investment Grade. In the event of a downgrade, which causes the security or instrument to be rated below the limits referred to above, such securities or instruments may remain in the Sub-Fund provided in aggregate they do not exceed 3% of the Net Asset Value of the Sub-Fund. To the extent that the aggregate value of such securities or instruments exceeds 3% of the Net Asset Value of the Sub-Fund, any which have not been upgraded within a six-month period, will be sold.

In the case of split ratings by recognised rating agencies, the lower of the two highest ratings must be used. Where the lower of the two highest ratings does not meet the requirements stated above, the Investment Manager may replace it with its own internal rating based on quantitative analysis, which may be higher. Similarly, where there is only one rating by a recognised rating agency and this does not meet the requirements stated above, the Investment Manager may replace it with its own internal rating based on quantitative analysis, which may be higher. The Sub-Fund will under no circumstances rely exclusively on external ratings in determining the credit risk of a financial instrument.

The Sub-Fund will only invest in Collective Investment Schemes which have equivalent restrictions in respect of the above rating requirements.

Investment Strategy

Investment Approach

The Investment Manager will employ multiple strategies to meet the Sub-Fund's investment objective, including asset allocation, sector and security selection, duration and yield curve.

Sustainability considerations, encompassing ESG Factors, are fully integrated into credit analysis and investment decisions. In particular, climate considerations play an important role in determining the investment universe and portfolio construction. Consequently, the Sub-Fund will typically have a lower weighted average carbon intensity than the investment universe of EUR-denominated Investment Grade corporate bonds.

In order to identify securities for purchase, the Investment Manager reduces the potential investment universe as follows:

1. The exclusions listed in the Investment Policy are screened out.
2. The Investment Manager then assesses the ESG credentials of the remaining issuers. Based upon a combination of external ESG ratings and the Investment Manager's assessment, lower scoring issuers classified as ESG laggards are excluded.
3. From this narrowed investment universe, the Investment Manager performs fundamental analysis taking into consideration macroeconomic, sector, and company specific information including ESG Factors, as well as analysis of corporate bonds and their issuers to identify and take advantage of investment opportunities. The Investment Manager favours issuers with better ESG characteristics where this is not detrimental to the pursuit of the investment objective.

Further information about the ESG assessment, scoring and investment process can be found in the ESG Criteria and Sustainability Criteria.

Responsible Investment Approach

- The Sub-Fund is categorised as Planet+ / Sustainable.
- The ESG Criteria and Sustainability Criteria are anticipated to reduce the Sub-Fund's investment universe by at least 20%.
- All securities held in the Sub-Fund are subject to the ESG Criteria and Sustainability Criteria. This is achieved through the use of M&G's proprietary analysis and/or third party ESG information. As explained in the ESG Criteria and Sustainability Criteria, it may not be practicable to perform ESG analysis on cash, near cash, some derivatives and some collective investment schemes, to the same standards as for the other investments.

The ESG categorisation of the Sub-Fund is explained in Appendix 3 "ESG Integration and Approaches to Responsible Investment" of this Prospectus. Investors should refer to that section for further details.

EU Sustainable Finance Disclosure Regulation

SFDR

The Sub-Fund is categorised as an Article 8 fund under SFDR.

Taxonomy Regulation

In line with its ESG and Sustainability Criteria, the Sub-Fund promotes environmental characteristics and intends to invest in one or more underlying investments that contribute to climate change mitigation. The ESG Criteria and Sustainability Criteria describe how the securities that the Sub-Fund invests in are assessed and measured regarding their ability to contribute to climate change mitigation.

At the date of this Prospectus, it is however not yet possible to commit to the Sub-Fund's minimum alignment with the Taxonomy Regulation, as it is currently not possible to accurately assess such investments in accordance with the EU criteria for environmentally sustainable activities.

The "do no significant harm" principle applies only to those investments underlying the Sub-Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

This Prospectus will be updated after it becomes possible to accurately disclose to what extent the Sub-Fund's investments are in taxonomy-aligned environmentally sustainable activities, including the proportions of investments in enabling and transitional activities selected for the Sub-Fund.

ESG Information

Additional information is available to investors on the M&G website:

- ESG Criteria and Sustainability Criteria: in the document titled "M&G Sustainable European Credit Investment Fund – ESG Criteria and Sustainability Criteria" which includes the Sub-Fund's exclusions approach.
- Periodic reporting against the Sub-Fund's non-financial characteristics.

Profile of Typical Investor

The Sub-Fund is suitable for retail and Institutional Investors seeking to gain a combination of capital growth and income from a portfolio primarily invested in EUR-denominated Investment Grade corporate bonds and Asset-Backed Securities and who want a fund that applies ESG Factors when investing. Such investors appreciate that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.

In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.

This Sub-Fund may be suitable for investors who have an investment time horizon of at least five years.

Currency Hedged Share Classes

The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency ("Currency Hedged").

Calculation of Global Exposure

The Sub-Fund uses the absolute Value-at-Risk (VaR) methodology to monitor and measure its global exposure. The Sub-Fund's VaR cannot be greater than twice the VaR of the Sub-Fund's Benchmark.

Leverage

The Sub-Fund's expected level of leverage under normal market conditions is 200% of the Sub-Fund's Net Asset Value when calculated in accordance with the sum of notionals approach.

The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.

Distribution Policy

If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.

Initial Offer Period

The Sub-Fund was launched on 7th of October 2021.

Risk Warnings

Investors' attention is particularly drawn to the section entitled "Risk Factors" of the Prospectus and especially to the risk factors relating to:

- Contingent Convertible Debt Securities Risk
- Counterparty Risk
- Credit Risk
- Derivatives Risk
- Interest Rate Risk
- Liquidity Risk
- Market Risk
- Asset-Backed Securities Risk
- ESG Data Risk

**Sustainability Risks
Likely Impact on Sub-
Fund's Return**

The potential impacts of Sustainability Risks on this Sub-Fund may include:

- Fixed income securities: Sustainability Risks may affect a corporate or sovereign borrower's cash flows and affect their ability to meet their debt obligations. Sustainability Risks may also affect the credit quality of those issuers. Considering the Sub-Fund's European focus, social factors such as demographics may affect a country's credit rating or cash flows, for example, as a result of an ageing population that may have adverse fiscal implications longer term and increase a country's healthcare costs.
- Currencies: Sustainability Risks may also affect the value of currencies.
- Regulatory Changes: Increasing regulatory requirements in Europe that result, directly or indirectly, from the process of adjustment towards a lower-carbon and more environmentally sustainable economy may result in significant Sustainability Risks that impede borrowers' business models, revenues and overall value. Such financial impediments could arise, for example, from changes in the regulatory framework such as carbon pricing mechanisms or stricter energy efficiency standards.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
AI	Nil	0.18%
BI	Nil	0.16%
DI	Nil	Up to 0.16%
L	Nil	0.25%
LI	Nil	0.21%
EI	Nil	0.14%
P	Up to 3.25%	Up to 1.00%
Q	Nil	Up to 0.29%
QI	Nil	Up to 0.25%
W	Nil	0.29%
WI	Nil	0.25%

Investors should refer to Section 5.2: "Class Description, Availability of Shares, Minimum Subscription and Holding Amounts" for further information on availability of Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.

Supplement 6 – European Specialist Investment Funds – M&G Sustainable Total Return Credit Investment Fund

The information contained in this part of this Prospectus in relation to the M&G Sustainable Total Return Credit Investment Fund should be read in conjunction with the full text of this Prospectus.

Name of Sub-Fund	M&G Sustainable Total Return Credit Investment Fund
Reference Currency	Euro (EUR)
Benchmark	<p>1-Month EURIBOR (the Benchmark)</p> <p>For unhedged and Currency Hedged Share Classes, the rate is shown in the Share Class currency as follows:</p> <p>EUR Unhedged: the Benchmark GBP Hedged: SONIA USD Hedged: SOFR CHF Hedged: SARON SEK Hedged: STIBOR</p> <p>The Benchmark is a target which the Sub-Fund seeks to outperform. The index has been chosen as the Sub-Fund's Benchmark as it is an achievable performance target to seek to outperform and best reflects the scope of the Sub-Fund's investment policy. The Benchmark is used solely to measure the Sub-Fund's performance and does not constrain the Sub-Fund's portfolio construction.</p> <p>The Sub-Fund is actively managed. The Investment Manager has complete freedom in choosing which investments to buy, hold and sell in the Sub-Fund, subject to the investment restrictions and guidelines set out in this Prospectus and in the support ESG Criteria and Sustainability Criteria document.</p>
Investment Objective	<p>The Sub-Fund aims to provide a higher total return (the combination of income and capital growth) of at least 3-5% per annum, gross of fees, than that of the Benchmark over any five-year period while applying ESG Criteria and Sustainability Criteria.</p>
Investment Policy	<p>The Sub-Fund invests at least 70% of its Net Asset Value in corporate and government bonds, cash and cash equivalents, Asset-Backed Securities, and preference shares, denominated in any currency. The Sub-Fund may invest a significant portion of its assets in Asset-Backed Securities. The Sub-Fund may invest up to a maximum of 40% of its Net Asset Value in Asset-Backed Securities.</p> <p>Asset-Backed Securities are debt securities originated by corporations or other entities (including public or local authorities) and collateralised (or "backed") by cash flows from an underlying pool of assets. The underlying assets may include, but are not limited to, commercial and residential mortgages, loans, leases or receivables (such as credit card debt, automobile loans and student loans) but exclude physical assets.</p> <p>The types of Asset-Backed Securities the Sub-Fund will invest in may include, but are not limited to, residential mortgage-backed securities (RMBS), commercial mortgage-backed securities (CMBS), collateralised loan obligations (CLO), whole-business securitisation (WBS), consumer Asset-Backed Securities backed by such receivables as consumer loans, credit card debt, auto or equipment loans and leases and student loans. Other Asset-Backed Securities may be backed by loans or receivables to corporates.</p> <p>The Sub-Fund may invest in Convertible Bonds including up to 20% of its Net Asset Value in Contingent Convertible Debt Securities.</p>

The Sub-Fund may hold up to 5% of its Net Asset Value in equity securities received as a result of debt securities being restructured or converted. This limit does not include investment in preference shares.

Issuers of these securities may be located in any country, including emerging markets. At least 75% of the Sub-Fund's assets will be denominated in EUR or hedged back to EUR.

The Sub-Fund invests in securities that meet the ESG Criteria and Sustainability Criteria.

The following types of exclusions apply to the Sub-Fund's direct investments:

- Norms-based exclusions: investments that are assessed to be in breach of commonly accepted standards of behaviour related to human rights, labour rights, environment and anti-corruption.
- Sector-based and/or values-based exclusions: investments and/or sectors exposed to business activities that are assessed to be damaging to human health, societal wellbeing, the environment, or otherwise assessed to be misaligned with the Sub-Fund's sector-based and/or values-based criteria.
- Other exclusions: investments assessed to be otherwise in conflict with the ESG Criteria and Sustainability Criteria.

References to "assessed" above mean assessment in accordance with the ESG Criteria and Sustainability Criteria.

The Sub-Fund may use derivatives for investment purposes, efficient portfolio management and hedging. These instruments may include, but are not limited to, spot and forward contracts, exchanged traded futures, options, credit default swaps, and interest rate swaps. The Sub-Fund may also invest in other assets including Collective Investment Schemes and other debt instruments.

Investment Strategy

Investment Approach

The Sub-Fund is an actively managed, diversified fixed income fund that will typically invest in debt instruments. These will include, but are not limited to, instruments with a fixed, variable or floating rate coupon. The Sub-Fund seeks to exploit long term risk premia from Fixed Income asset classes, such as government bonds, Investment Grade or high yield corporate bonds, or Asset-Backed Securities.

The Investment Manager employs multiple strategies including asset allocation, sector and security selection, duration, and yield curve.

Sustainability considerations, encompassing ESG Factors, are fully integrated into credit analysis and investment decisions. In particular, climate considerations play an important role in determining the investment universe and portfolio construction. Consequently, the Sub-Fund will typically have a lower weighted average carbon intensity than the investment universe of global corporate bonds.

In order to identify securities for purchase, the Investment Manager reduces the potential investment universe as follows:

1. The exclusions listed in the Investment Policy are screened out.
2. The Investment Manager then assesses the ESG credentials of the remaining issuers. Based upon a combination of external ESG ratings and the Investment Manager's assessment, lower scoring issuers classified as ESG laggards are excluded.

3. From this narrowed investment universe, the Investment Manager performs fundamental analysis taking into consideration macroeconomic, sector, and company specific information including ESG Factors, as well as analysis of corporate bonds and their issuers to identify and take advantage of investment opportunities. The Investment Manager favours issuers with better ESG characteristics where this is not detrimental to the pursuit of the investment objective.

Further information about the ESG assessment, scoring and investment process can be found in the ESG Criteria and Sustainability Criteria.

Responsible Investment Approach

- The Sub-Fund is categorised as Planet+ / Sustainable.
- The ESG Criteria and Sustainability Criteria are anticipated to reduce the Sub-Fund's investment universe by at least 20%.
- All securities held in the Fund are subject to the ESG Criteria and Sustainability criteria. This is achieved through the use of M&G's proprietary analysis and/or third party ESG information. As explained in the ESG Criteria and Sustainability Criteria, it may not be practicable to perform ESG analysis on cash, near cash, some derivatives and some collective investment schemes, to the same standards as for the other investments.

The ESG categorisation of the Sub-Fund is explained in Appendix 3 "ESG Integration and Approaches to Responsible Investment" of this Prospectus. Investors should refer to that section for further details.

EU Sustainable Finance Disclosure Regulation

SFDR

The Sub-Fund is categorised as an Article 8 fund under SFDR.

Taxonomy Regulation

In line with its ESG and Sustainability Criteria, the Sub-Fund promotes environmental characteristics and intends to invest in one or more underlying investments that contribute to climate change mitigation. The ESG Criteria and Sustainability Criteria describe how the securities that the Sub-Fund invests in are assessed and measured regarding their ability to contribute to climate change mitigation.

At the date of this Prospectus, it is however not yet possible to commit to the Sub-Fund's minimum alignment with the Taxonomy Regulation, as it is currently not possible to accurately assess such investments in accordance with the EU criteria for environmentally sustainable activities.

The "do no significant harm" principle applies only to those investments underlying the Sub-Fund that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this Sub-Fund do not take into account the EU criteria for environmentally sustainable economic activities.

This Prospectus will be updated after it becomes possible to accurately disclose to what extent the Sub-Fund's investments are in taxonomy-aligned environmentally sustainable activities, including the proportions of investments in enabling and transitional activities selected for the Sub-Fund.

ESG Information

Additional information is available to investors on the M&G website:

- ESG Criteria and Sustainability Criteria: in the document titled "M&G Sustainable Total Return Credit Investment Fund – ESG Criteria and

Sustainability Criteria” which includes the Sub-Fund’s exclusions approach.

- Periodic reporting against the Sub-Fund’s non-financial characteristics.

Profile of Typical Investor

The Sub-Fund is suitable for retail and Institutional Investors seeking to gain a combination of capital growth and income from a portfolio invested primarily in debt and debt-like securities, and who want a fund that applies ESG Factors when investing. Such investors should appreciate that this is not guaranteed and that their capital will be at risk and that the value of their investment and any derived income may fall as well as rise.

In each case it is expected that all investors will understand and appreciate the risks associated with investing in Shares of the Sub-Fund.

This Sub-Fund may be suitable for investors who have an investment time horizon of at least five years.

Currency Hedged Share Class

The Sub-Fund may offer Currency Hedged Share Classes which seek to reduce the effect of exchange rate movements between the Share Class Reference Currency and the Sub-Fund Reference Currency (“NAV-Hedged”).

Calculation of Global Exposure

The Sub-Fund uses the absolute Value-at-Risk (VaR) methodology to monitor and measure its global exposure. The Sub-Fund’s VaR cannot be greater than 10%.

Leverage

The Sub-Fund’s expected level of leverage under normal market conditions is 300% of the Sub-Fund’s Net Asset Value when calculated in accordance with the sum of notionals approach.

The level of leverage could sometimes be higher under certain circumstances including but not limited to changes in the reference market conditions and the investment strategy.

Distribution Policy

If declared, unless otherwise specified for a Share Class, the Sub-Fund will pay dividends on a quarterly basis on the first Business Day of January, April, July and October.

Initial Offer Period

The Sub-Fund was launched on 14th of October 2021.

Risk Warnings

Investors’ attention is particularly drawn to the section entitled “**Risk Factors**” of the Prospectus and especially to the risk factors relating to:

- Contingent Convertible Debt Securities Risk
- Counterparty Risk
- Credit Risk
- Currency & Exchange Rate Risk
- Derivatives Risk
- Below Investment Grade Debt Securities Risk
- Interest Rate Risk
- Liquidity Risk
- Market Risk
- Asset-Backed Securities Risk
- ESG Data Risk

Sustainability Risks Likely Impact on Sub-Fund’s Return

The potential impacts of Sustainability Risks on this Sub-Fund may include:

- Fixed income securities (including High-Yield): Sustainability Risks may affect a corporate or sovereign borrower’s cash flows and affect their ability to meet their debt obligations. Sustainability Risks may also affect the credit quality of those issuers. The Sub-Fund is exposed to the High-Yield market, which may include debt securities of smaller companies, some of which may be privately owned, and may be less transparent in respect of ESG and sustainability disclosures. Lower levels of disclosure and resources dedicated to corporate sustainability compared to larger companies may present additional

challenges to identify Sustainability Risks affecting smaller companies, and may impact the returns of the Sub-Fund.

- **Asset Backed Securities (ABS):** Sustainability Risks may affect a borrowers' cash flow and affect their ability to meet their debt obligations, depending on the underlying collateral of the security. Sustainability Risks may also affect the credit quality of those issues.
- **Currencies:** Sustainability Risks may also affect the value of currencies.
- **Regulatory Changes:** Increasing regulatory requirements that result, directly or indirectly, from the process of adjustment towards a lower-carbon and more environmentally sustainable economy may result in significant Sustainability Risks that impede borrowers' business models, revenues and overall value. Such financial impediments could arise, for example, from changes in the regulatory framework such as carbon pricing mechanisms or stricter energy efficiency standards.

Share Classes

Share Class	Initial Sales Charge	Annual Charge
AI	Nil	0.45%
BI	Nil	0.40%
L	Nil	0.52%
LI	Nil	0.48%
EI	Nil	0.35%
P	Up to 3.25%	Up to 1.25%
Q	Nil	Up to 0.59%
QI	Nil	Up to 0.55%
W	Nil	0.59%
WI	Nil	0.55%

Investors should refer to Section 5.2: "Class Description, Availability of Shares, Minimum Subscription and Holding Amounts" for further information on availability of Share Classes. Each Share Class may be offered as accumulation or distribution Shares and denominated or hedged into other currencies.